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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

2008

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2008, or tax year beginning **OCT 1, 2008**, and ending **SEP 30, 2009**

G Check all that apply: Initial return Final return Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation KIRKEBY FOUNDATION Number and street (or P O box number if mail is not delivered to street address) Room/suite 2029 CENTURY PARK EAST STE 500 City or town, state, and ZIP code LOS ANGELES, CA 90067-2906	A Employer identification number 36-6050460 B Telephone number 310-277-3373
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,158,058. (Part I, column (d) must be on cash basis.)	C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	24,961.	24,961.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<496,125.>			STATEMENT 1
	b Gross sales price for all assets on line 6a	1,204,988.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	<471,164.>	24,961.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	1,580.	790.		790.
	b Accounting fees STMT 4	4,100.	0.		4,100.
	c Other professional fees STMT 5	18,284.	9,142.		9,142.
	17 Interest				
	18 Taxes STMT 6	110.	0.		110.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	11,622.	11,169.		453.
	24 Total operating and administrative expenses. Add lines 13 through 23	35,696.	21,101.		14,595.
	25 Contributions, gifts, grants paid	32,560.			32,560.
26 Total expenses and disbursements. Add lines 24 and 25	68,256.	21,101.		47,155.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<539,420.>				
b Net investment income (if negative, enter -0-)		3,860.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	14,499.	7,070.	7,070.
	2 Savings and temporary cash investments	76,462.	175,278.	175,278.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 9	0.	65,250.	66,025.
	b Investments - corporate stock STMT 10	1,177,775.	425,044.	500,916.
	c Investments - corporate bonds STMT 11	0.	395,931.	407,474.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 12	344,935.	0.	0.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ INTEREST RECEIVABLE)	868.	1,295.	1,295.	
16 Total assets (to be completed by all filers)	1,614,539.	1,069,868.	1,158,058.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,614,539.	1,069,868.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	1,614,539.	1,069,868.		
31 Total liabilities and net assets/fund balances	1,614,539.	1,069,868.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,614,539.
2 Enter amount from Part I, line 27a	2	<539,420.>
3 Other increases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	3	425.
4 Add lines 1, 2, and 3	4	1,075,544.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	5,676.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,069,868.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENT				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e	1,204,988.	1,701,113.	<496,125.>	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			<496,125.>	
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	<496,125.>	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2007	67,082.	1,816,492.	.036929
2006	53,763.	1,937,324.	.027751
2005	53,735.	1,749,113.	.030721
2004	74,694.	1,682,382.	.044398
2003	88,244.	1,653,704.	.053361
2 Total of line 1, column (d)			.193160
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			.038632
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			1,125,761.
5 Multiply line 4 by line 3			43,490.
6 Enter 1% of net investment income (1% of Part I, line 27b)			39.
7 Add lines 5 and 6			43,529.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			47,155.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling letter: _____ (attach copy of ruling letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	39.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	39.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	39.
6 Credits/Payments:			
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		39.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2009 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ 0. (2) On foundation managers. ▶ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV.</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

N/A

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address N/A
14 The books are in care of MACIAS GINI & O'CONNELL LLP Telephone no. 310-277-3373
Located at 2029 CENTURY PARK EAST STE 500, LOS ANGELES, CA ZIP+4 90067
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2008 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **N/A**

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** Yes No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** Yes No

If you answered "Yes" to 6b, also file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** Yes No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CARLA KIRKEBY 2029 CENTURY PARK EAST, SUITE 500 LOS ANGELES, CA 90067	PRESIDENT 0.00	0.	0.	0.
ARNOLD KIRKEBY 2029 CENTURY PARK EAST, SUITE 500 LOS ANGELES, CA 90067	VICE PRESIDENT 0.00	0.	0.	0.
THOMAS LENEHEN 2029 CENTURY PARK EAST, SUITE 500 LOS ANGELES, CA 90067	TREASURER 0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	894,389.
b	Average of monthly cash balances	1b	247,221.
c	Fair market value of all other assets	1c	1,295.
d	Total (add lines 1a, b, and c)	1d	1,142,905.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,142,905.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	17,144.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,125,761.
6	Minimum investment return. Enter 5% of line 5	6	56,288.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	56,288.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	39.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	39.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	56,249.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	56,249.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	56,249.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	47,155.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	47,155.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	39.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	47,116.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Form 990-PF (2008)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				56,249.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003	1,745.			
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e	1,745.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ \$	47,155.			
a Applied to 2007, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2008 distributable amount				47,155.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	1,745.			1,745.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				7,349.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year		Prior 3 years		(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

KIRKEBY FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a NEUBERGER BERMAN - SEE ATTACHED	P	VARIOUS	VARIOUS
b NEUBERGER BERMAN - SEE ATTACHED	P	VARIOUS	VARIOUS
c 180 SHARES XTO ENERGY INC COM	P	VARIOUS	10/08/08
d 105 SHARES LABORATORY CORP AMER HLDGS COM	P	VARIOUS	10/29/08
e 175 SHARES PROLOGIS TR SH BEN INT	P	VARIOUS	11/07/08
f 245 SHARES THERMO FISHER SCIENTIFIC INC COM	P	VARIOUS	11/07/08
g 250 SHARES FOSTER WHEELER LTD COM NEW	P	VARIOUS	11/07/08
h 100 SHARES FREEPORT - MCMORAN COPPER & COLD INC	P	VARIOUS	11/04/08
i 200 SHARES LAS VEGAS SANDS CORP COM	P	VARIOUS	11/07/08
j 7,110 SHARES DWS REEF GLOBAL REAL ESTATE SEC FD	P	VARIOUS	11/21/08
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 765,795.		1,094,305.	<328,510.>
b 373,937.		440,673.	<66,736.>
c 7,354.		12,688.	<5,334.>
d 6,283.		7,756.	<1,473.>
e 2,259.		10,078.	<7,819.>
f 9,530.		14,051.	<4,521.>
g 6,372.		18,405.	<12,033.>
h 2,910.		12,179.	<9,269.>
i 2,179.		10,868.	<8,689.>
j 28,369.		80,110.	<51,741.>
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<328,510.>
b			<66,736.>
c			<5,334.>
d			<1,473.>
e			<7,819.>
f			<4,521.>
g			<12,033.>
h			<9,269.>
i			<8,689.>
j			<51,741.>
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) (If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7)	2	<496,125.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

Acct # 55000205 Phone #:

7/7/2010 Foundation Cash NonTaxable Domestic CA IA Fee=Y DISC/CMN=N FI Acct=N Capital Appreciation and Income IPO=Y DOB=

Capital Gains

KIRKEBY FOUNDATION
 C/O BERNSTEIN FOX WHITMAN ETAL 2029 CENTURY PARK EAST-STE
 500
 LOS ANGELES CA 90067-2906

Capital Gains Summary From 10/01/2008 To 09/30/2009

Description	Totals
Short Term Gain/Loss	-328,510.42
Long Term Gain/Loss	-66,735.88
Total Short Sale Gain/Loss	0.00
Discount Income	0.00
Total Capital Gains/Losses	-395,246.30
Adjusted Basis	1,559,978.31
Proceeds	1,164,732.01
Total Curr Gain/Loss	0.00

EQUITIES

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc	Incl	Curr
09/29/2008	01/15/2009	285.00	0.00	A012136	***ACCENTURE LTD CLA	38.850	32.370	11,071.79	9,225.39	ST	-1,846.40	0.00	11,071.79	0.00	0.00	0.00
06/11/2008	01/15/2009	1,000.00	0.00	DJP	***BARCLAYS BK PLC IPATH INX LKD SECS LKD TO DOW JONES AIG	69.080	33.720	69,079.00	33,719.91	ST	-35,359.09	0.00	69,079.00	0.00	0.00	0.00
06/11/2008	01/15/2009	125.00	0.00	RIMM	***RESEARCH IN MOTION LTD NEW	133.760	48.604	16,719.99	6,075.41	ST	-10,644.58	0.00	16,719.99	0.00	0.00	0.00
11/25/2008	01/15/2009	150.00	0.00	RIMM	***RESEARCH IN MOTION LTD NEW	40.560	48.604	6,083.78	7,290.50	ST	1,206.72	0.00	6,083.78	0.00	0.00	0.00
07/09/2008	01/15/2009	80.00	0.00	RIG	***TRANSOCEAN LTD NAMEN AKT US LISTED	148.050	49.510	11,844.00	3,960.77	ST	-7,883.23	0.00	11,844.00	0.00	0.00	0.00

10/24/2008	01/15/2009	30 00	0 00	ABT	53 210	48 975	1,596 19	1,469 23	ST	-126 96	0 00	1,596 19	0 00	0 00
				ABBOTT LABORATORIE S										
06/11/2008	01/15/2009	400 00	0 00	AMT	42 550	28 570	17,020 00	11,427 97	ST	-5,592 03	0 00	17,020 00	0 00	0 00
				AMERICAN TOWER CORP CLA										
06/11/2008	01/15/2009	600 00	0 00	AME	51 350	31 310	30,810 00	18,785 95	ST	-12,024 05	0 00	30,810 00	0 00	0 00
				AMETEK INC NEW										
07/09/2008	01/15/2009	225 00	0 00	AMGN	51 090	56 034	11,495 20	12,607 55	ST	1,112 35	0 00	11,495 20	0 00	0 00
				AMGEN CORP										
10/24/2008	01/15/2009	55 00	0 00	AMGN	55 200	56 034	3,036 20	3,081 85	ST	45 65	0 00	3,036 20	0 00	0 00
				AMGEN CORP										
09/29/2008	01/15/2009	10 00	0 00	AAPL	119 540	82 860	1,195 40	828 60	ST	-366 80	0 00	1,195 40	0 00	0 00
				APPLE INC										
06/11/2008	01/15/2009	150 00	0 00	AAPL	181 610	82 860	27,241 48	12,428 94	ST	-14,812 54	0 00	27,241 48	0 00	0 00
				APPLE INC										
06/11/2008	01/15/2009	650 00	0 00	BK	40 540	23 180	26,351 00	15,066 98	ST	-11,284 02	0 00	26,351 00	0 00	0 00
				BANK NEW YORK										
06/11/2008	01/15/2009	400 00	0 00	BJ	38 720	31 640	15,488 00	12,655 92	ST	-2,832 08	0 00	15,488 00	0 00	0 00
				MELLON CORP										
09/16/2008	01/15/2009	105 00	0 00	BNI	97 510	62 990	10,238 55	6,613 91	ST	-3,624 64	0 00	10,238 55	0 00	0 00
				WHOLESALE CLUB INC										
06/11/2008	01/15/2009	400 00	0 00	CAM	55 790	21 783	22,316 00	8,713 23	ST	-13,602 77	0 00	22,316 00	0 00	0 00
				BURLINGTON NORTHERN SANTA FE										
06/11/2008	01/15/2009	300 00	0 00	CE	47 290	12 670	14,187 00	3,801 00	ST	-10,386 00	0 00	14,187 00	0 00	0 00
				CAMERON INTERNATION AL CORPORATIO N										
06/11/2008	01/15/2009	450 00	0 00	CELG	59 980	49 890	26,990 96	22,450 42	ST	-4,540 54	0 00	26,990 96	0 00	0 00
				CELANESE CORPORATIO N SERIES A										
06/11/2008	01/15/2009	200 00	0 00	CL	74 010	62 528	14,802 00	12,505 58	ST	-2,296 42	0 00	14,802 00	0 00	0 00
				CELGENE CORP										
09/29/2008	01/15/2009	55 00	0 00	EIX	39 820	32,000	2,190 10	1,759 99	ST	-430 11	0 00	2,190 10	0 00	0 00
				COLGATE PALMOLIVE CO										
06/11/2008	01/15/2009	250 00	0 00	EIX	52 590	32 000	13,147 50	7,999 98	ST	-5,147 52	0 00	13,147 50	0 00	0 00
				EDISON INTERNATION AL										
06/11/2008	01/15/2009	400 00	0 00	EIW	59 260	56 585	23,704 00	22,633 87	ST	-1,070 13	0 00	23,704 00	0 00	0 00
				EDISON INTERNATION AL										
06/11/2008	01/15/2009	750 00	0 00	EMC	16 380	11 170	12,285 00	8,377 53	ST	-3,907 47	0 00	12,285 00	0 00	0 00
				EDWARDS LIFESCIENCES CORP										
06/11/2008	01/15/2009	150 00	0 00	ENR	77 310	44 990	11,596 50	6,748 46	ST	-4,848 04	0 00	11,596 50	0 00	0 00
				EMC CORP-MASS										
11/25/2008	01/15/2009	100 00	0 00	EOG	82 870	62 259	8 286 65	6,225 89	ST	-2,060 76	0 00	8 286 65	0 00	0 00
				ENERGIZER HOLDINGS INC										
				EOG RES INC										

06/11/2008	01/15/2009	400 00	0 00	ESRX	66 490	51 760	26,595 96	20,703 92	ST	-5,892 04	0 00	26,595 95	0 00	0 00
				EXPRESS SCRIPTS INC COMMON										
10/24/2008	01/15/2009	5 00	0 00	ESRX	53 100	51 760	265 50	258 80	ST	-6 70	0 00	265 50	0 00	0 00
				EXPRESS SCRIPTS INC COMMON										
06/11/2008	01/15/2009	550 00	0 00	XOM	89 320	75 500	49,126 00	41,524 82	ST	-7,601 18	0 00	49,126 00	0 00	0 00
				EXXON MOBIL CORP										
07/15/2008	01/15/2009	195 00	0 00	FE	81 960	48 920	15,983 04	9,539 36	ST	-6,443 68	0 00	15,983 04	0 00	0 00
				FIRSTENERGY CORP										
06/11/2008	01/15/2009	450 00	0 00	GILD	53 770	47 870	24,196 46	21,541 42	ST	-2,655 04	0 00	24,196 46	0 00	0 00
				GILEAD SCIENCES INC										
07/31/2008	01/15/2009	35 00	0 00	ICE	99 790	57 080	3,492 65	1,997 79	ST	-1,494 86	0 00	3,492 65	0 00	0 00
				INTERCONTINENTAL EXCH										
06/11/2008	01/15/2009	125 00	0 00	ICE	117 800	57 080	14,725 00	7,134 97	ST	-7,590 03	0 00	14,725 00	0 00	0 00
				INTERCONTINENTAL EXCH										
06/11/2008	01/15/2009	1,050 00	0 00	EPP	46 770	23 350	49,112 00	24,517 36	ST	-24,594 64	0 00	49,112 00	0 00	0 00
				MSCI PACIFIC EX-JAPAN										
07/31/2008	01/15/2009	50 00	0 00	JPM	41 030	25 676	2,051 43	1,283 78	ST	-767 65	0 00	2,051 43	0 00	0 00
				J P MORGAN CHASE & CO										
06/11/2008	01/15/2009	500 00	0 00	JPM	37 640	25 676	18,820 00	12,837 78	ST	-5,982 22	0 00	18,820 00	0 00	0 00
				J P MORGAN CHASE & CO										
10/30/2008	01/15/2009	160 00	0 00	JNJ	60 820	56 994	9,730 80	9,118 98	ST	-611 82	0 00	9,730 80	0 00	0 00
				JOHNSON & JOHNSON										
08/06/2008	01/15/2009	65 00	0 00	K	54 750	42 584	3,559 00	2,767 95	ST	-791 05	0 00	3,559 00	0 00	0 00
				KELLOGG CO										
06/11/2008	01/15/2009	350 00	0 00	K	51 840	42 584	18,144 00	14,904 35	ST	-3,239 65	0 00	18,144 00	0 00	0 00
				KELLOGG CO										
06/11/2008	01/15/2009	700 00	0 00	KR	27 070	24 390	18,949 00	17,072 97	ST	-1,876 03	0 00	18,949 00	0 00	0 00
				KROGER CO										
06/11/2008	01/15/2009	125 00	0 00	LLL	97 730	75 470	12,216 25	9,433 69	ST	-2,782 56	0 00	12,216 25	0 00	0 00
				L-3 COMMUNICATI ONS										
06/11/2008	01/15/2009	145 00	0 00	LH	73 870	59 750	10,711 15	8,663 71	ST	-2,047 44	0 00	10,711 15	0 00	0 00
				HOLDINGS INC LABORATORY CORP AMER										
06/24/2008	01/15/2009	295 00	0 00	MDT	51 840	31 970	15,291 59	9,431 12	ST	-5,860 47	0 00	15,291 59	0 00	0 00
				HLDGS MEDTRONIC INC										
06/11/2008	01/15/2009	175 00	0 00	MTD	99 380	69 605	17,391 50	12,180 82	ST	-5,210 68	0 00	17,391 50	0 00	0 00
				METTLER-TOL EDO										
06/11/2008	01/15/2009	225 00	0 00	MON	134 860	76 814	30,343 50	17,283 05	ST	-13,060 45	0 00	30,343 50	0 00	0 00
				INTERNATIONAL AL										
10/30/2008	01/15/2009	100 00	0 00	MON	88 800	76 814	8,879 95	7,681 36	ST	-1,198 59	0 00	8,879 95	0 00	0 00
				MONSANTO CO										
06/11/2008	01/15/2009	300 00	0 00	NKE	67 930	46 446	20,379 00	13,933 66	ST	-6,445 34	0 00	20,379 00	0 00	0 00
				NIKE INC-CL B										

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc	Curr
02/03/1902	01/15/2009	6,535 95	0 00	EIEMX	**EATON VANCE MUT FDS TR STRUCTURED EMERGING MKTS CL I	15 300	7 390	100,000 00	48,300 66	LT	0 00	-51,699 34	100 000 00	0 00	0 00
02/05/1902	01/15/2009	3,715 84	0 00	HAINX	**HARBOR INTERNATIONAL AL FUND	45 972	36 320	170,823 00	134,959 45	LT	0 00	-35,863 55	170,823 00	0 00	0 00
02/25/2004	01/15/2009	400 00	0 00	ABT	ABBOTT LABORATORIE S	40 660	48 975	16,273 96	19,589 77	LT	0 00	3,315 81	16,273 96	0 00	0 00
08/12/1943	01/15/2009	200 00	0 00	CVX	CHEVRON CORPORATIO N	21 310	69 273	4,261 20	13,854 60	LT	0 00	9,593 40	4 261 20	0 00	0 00
12/02/2003	01/15/2009	665 00	0 00	CSCO	CISCO SYSTEMS INC	23 160	15 740	15,398 41	10,467 04	LT	0 00	-4,931 37	15 398 41	0 00	0 00
08/15/1994	01/15/2009	1,000 00	0 00	GE	GENERAL ELECTRIC CO	8 330	13 720	8,330 47	13,720 02	LT	0 00	5,389 55	8,330 47	0 00	0 00
12/02/2003	01/15/2009	150 00	0 00	INTC	INTEL CORP	34 020	13 240	5,102 40	1,985 99	LT	0 00	-3,116 41	5,102 40	0 00	0 00
02/25/2004	01/15/2009	500 00	0 00	INTC	INTEL CORP	29 570	13 240	14,785 00	6,619 96	LT	0 00	-8,165 04	14,785 00	0 00	0 00
01/01/1901	01/15/2009	650 00	0 00	MCD	MCDONALDS CORP	0 010	57 530	0 01	37,394 36	LT	0 00	37,394 35	0 01	0 00	0 00
12/02/2003	01/15/2009	500 00	0 00	MSFT	MICROSOFT CORP	25 670	18 797	12,833 00	9,398 54	LT	0 00	-3,434 46	12 833 00	0 00	0 00
08/15/1994	01/15/2009	175 00	0 00	PG	PROCTER & GAMBLE CO	0 010	57 142	0 01	9,999 86	LT	0 00	9,999 85	0 01	0 00	0 00
05/30/2007	01/15/2009	600 00	0 00	QCOM	QUALCOMM INC	42 640	34 610	25,584 00	20,765 94	LT	0 00	-4,818 06	25,584 00	0 00	0 00
06/14/2006	01/15/2009	200 00	0 00	UTX	UNITED TECHNOLOGIE S CORP	59 360	49 480	11,872 00	9,895 96	LT	0 00	-1,976 04	11,872 00	0 00	0 00
08/03/2007	01/15/2009	200 00	0 00	VZ	VERIZON COMMUNICATI ONS	43 390	29 339	8,677 38	5,867 80	LT	0 00	-2,809 58	8,677 38	0 00	0 00
06/11/2008	09/23/2009	600 00	0 00	T	AT&T INC	36 220	26 929	21,732 00	16,156 74	LT	0 00	-5,575 26	21,732 00	0 00	0 00
LT - TERM TOTAL		17,619 91						440,672 84	373,936 96	LT	0 00	-66,735 88	440,672 84	0 00	0 00
SECTION TOTAL		40,084 91						1,534,978 31	1,139,732 01		-328,510 42	-66,735 88	1 534,978 31	0 00	0 00

FIXED INCOME

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc	Curr
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03/03/2009	06/04/2009	0.00	3128X8PLO	FEDERAL	100,000	100,000	25,000.00	25,000.00	25,000.00	0.00	0.00	25,000.00	0.00	0.00		
HOME LOAN																
MTG CORP																
1.30000%																
03/30/2010																
3128X8PLO																
MS_04																
SECTION														25,000.00	0.00	0.00
TOTAL														25,000.00	0.00	0.00

Indicators

- ST - Short Term
- LT - Long Term
- WO - Written Option
- SS - Short Sale
- P - Purchase includes option premium
- S - Sale includes option premium

*** This report is intended to be an internal worksheet and should not be relied upon for accuracy, unless it confirms with the official records of the firm
 *** Mortgage backed factors are updated on the 8th business day of the month

Source Neuberger Berman

This capital gain and loss summary is provided for information purposes only and does not conform to tax preparation standards, please refer to your account statement or other statement provided by your custodian for the official records of your account(s). It is provided for your personal record keeping purposes only. This review contains information supplied by third parties, including but not limited to the client. This report is based upon information that we consider reliable, but we do not represent that it is accurate or complete, and it should not be relied upon as such. It is accordingly not a substitute Form 1099 and should not be supplied to the Internal Revenue Service. This report should not be relied on in extending credit to the client or any individual or entity affiliated with the client.

PLEASE CONSULT YOUR TAX ADVISOR

LT is the designation for a gain or loss on a security held for more than twelve (12) months

ST is the designation for a gain or loss on a security held for twelve (12) months

The Internal Revenue Code (If Applicable)
 SECTION 1091 - WASH SALES
 SECTION 1092 - STRADDLES
 SECTION 1259 - CONSTRUCTIVE SALES

Any adjustments to the result of Mutual Fund (& Closed-End Fund) Transactions required by Section 852(b)(4) are not reflected above

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
NEUBERGER BERMAN - SEE ATTACHED	765,795.	1,094,305.	0.	VARIOUS	<328,510.>	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
NEUBERGER BERMAN - SEE ATTACHED	373,937.	440,673.	0.	VARIOUS	<66,736.>	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
180 SHARES XTO ENERGY INC COM	7,354.	12,688.	0.	VARIOUS	<5,334.>	10/08/08

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
105 SHARES LABORATORY CORP AMER HLDGS COM	6,283.	7,756.	0.	0.	<1,473.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
175 SHARES PROLOGIS TR SH BEN INT	2,259.	10,078.	0.	0.	<7,819.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
245 SHARES THERMO FISHER SCIENTIFIC INC COM	9,530.	14,051.	0.	0.	<4,521.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
250 SHARES FOSTER WHEELER LTD COM NEW	6,372.	18,405.	0.	0.	<12,033.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100 SHARES FREEPORT - MCMORAN COPPER & COLD INC	2,910.	12,179.	0.	0.	<9,269.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
200 SHARES LAS VEGAS SANDS CORP COM	2,179.	10,868.	0.	0.	<8,689.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,110 SHARES DWS REEF GLOBAL REAL ESTATE SEC FD	28,369.	80,110.	0.	0.	<51,741.>

CAPITAL GAINS DIVIDENDS FROM PART IV					0.
TOTAL TO FORM 990-PF, PART I, LINE 6A					<496,125.>

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CA FRANCHISE TAX BOARD	10.	0.		10.
CA SECRETARY OF STATE	25.	0.		25.
CA ATTORNEY GENERAL (DOJ)	75.	0.		75.
TO FORM 990-PF, PG 1, LN 18	110.	0.		110.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	11,169.	11,169.		0.
OFFICE SUPPLIES & EXPENSE	453.	0.		453.
TO FORM 990-PF, PG 1, LN 23	11,622.	11,169.		453.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 8
DESCRIPTION		AMOUNT
FEDERAL INCOME TAX		5,400.
FOREIGN INCOME TAXES		276.
TOTAL TO FORM 990-PF, PART III, LINE 5		5,676.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	X		45,250.	45,861.
SEE ATTACHED STATEMENT		X	20,000.	20,164.
TOTAL U.S. GOVERNMENT OBLIGATIONS			45,250.	45,861.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			20,000.	20,164.
TOTAL TO FORM 990-PF, PART II, LINE 10A			65,250.	66,025.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	425,044.	500,916.
TOTAL TO FORM 990-PF, PART II, LINE 10B	425,044.	500,916.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	395,931.	407,474.
TOTAL TO FORM 990-PF, PART II, LINE 10C	395,931.	407,474.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		0.	0.

Client Statement
For the period 09/01/2009 to 09/30/2009

NEUBERGER BERMAN

KIRKEBY FOUNDATION

Ridge Account : 541-26980 MNM
Base Currency : USD
NB Account Number : 550-00205

Positions in Your Account

Quantity	Description	Ticker/Cusip	Average Unit Cost	Total Cost	Mkt. Value	Unrealized P/L	Annual Income	Yield
CASH				Total Cost	Mkt. Value			
	CASH (USD, Exchange Rate: 1.000000000)			(2,706.43)	(2,706.43)			
	TOTAL CASH			(2,706.43)				
CASH EQUIVALENT								
	177,984.32 STATE STR INSTL INVT TR	GWXXX	1.0000	177,984.32	177,984.32	0.00	195.78	0.11
	U.S. GOVT MONEY MKT FD INSTL CL							
	TOTAL MONEY MARKET FUNDS			177,984.32	177,984.32	0.00	195.78	0.11
TOTAL CASH EQUIVALENT				177,984.32	177,984.32	-0.00	195.78	0.11
EQUITIES								
BASIC MATERIALS								
370	BAYER AG-SPONSORED ADR	BAYRY	68.3891	25,673.97	25,607.55	(66.42)	508.01	1.98
910	GOLD CORP INC NEW	GG	23.6260	21,488.70	36,736.70	15,237.00	163.80	0.45
300	MONSANTO CO	MON	80.6515	24,185.44	23,220.00	(975.44)	318.00	1.37
300	POTASH CORP OF SASKATCHEWAN INC	POT	66.4784	19,943.52	27,102.00	7,158.48	120.00	0.44
700	SYNGENTA AG SPONSORED ADR	SYT	34.3999	26,679.93	32,165.00	5,285.07	609.70	1.80
	TOTAL BASIC MATERIALS			118,192.56	144,831.25	26,638.69	1,719.51	1.19

Client Statement

For the period 09/01/2009 to 09/30/2009

NEUBERGER BERMAN

KIRKBY FOUNDATION

Ridge Account 541-26980 MNM
Base Currency USD
NB Account Number 550-00205

Positions in Your Account

Quantity	Description	Ticker/Cusip	Average Unit Cost (1)(9)	Total (1)(9) (Cost)	Price	Mkt Value	Unrealized P/L	Annual Income (10)	Yield (11)
EQUITIES (Continued)									
COMMUNICATIONS									
1,400	BCE INC	BCE	19.2310	26,923.40	24.6700	34,538.00	7,614.60	2,268.00	6.52
	NEW								
	TOTAL COMMUNICATIONS			26,923.40		34,538.00	7,614.60	2,268.00	6.52
CONSUMER NON-CYCLICAL									
520	WAL-MART STORES INC	WMT	47.7802	24,845.68	49.0900	25,526.80	681.12	566.80	2.22
	TOTAL CONSUMER NON-CYCLICAL			24,845.68		25,526.80	681.12	566.80	2.22
ENERGY									
450	DEVON ENERGY CORPORATION NEW	DVN	58.0287	26,112.92	67.3300	30,298.50	4,185.58	288.00	0.95
1,570	PETROLEO BRASILEIRO SA	PBR	33.7955	19,263.41	45.9000	26,163.00	6,899.59	202.92	0.78
	PETROBRAS SPONSORED ADR								
1,650	SPECTRA ENERGY CORP	SE	14.7666	27,207.21	18.9400	35,039.00	7,831.79	1,850.00	5.28
	TOTAL ENERGY			72,583.54		91,500.50	18,916.96	2,340.92	2.56
FINANCIAL									
2,330	CENTRAL FUND OF CANADA LTD	CEF	12.5889	29,934.51	13.2500	30,872.50	1,537.99	23.30	0.08
	CL-A NON-VOTING SHARES								
1,290	MARSH & MCLENNAN COS INC	MMC	21.2630	27,429.27	24.7300	31,901.70	4,472.43	1,032.00	3.23
390	PARTNERRE LTD	PRE	69.8421	27,238.42	76.9400	30,006.69	2,768.19	739.20	2.44
1,080	POWERSHARES DB MULTI-SECTOR COMMODITY TR POWER SHARES DB	DBA	24.5875	26,800.42	32.54600	27,751.40	950.98	0.00	0.00
	TOTAL FINANCIAL			110,802.62		120,532.20	9,729.56	1,788.50	1.48

Client Statement

For the period 09/01/2009 to 09/30/2009

KIRKEBY FOUNDATION

NEUBERGER BERMAN

Ridge Account : 541-26980 MINM
Base Currency : USD
NB Account Number : 550-00205

Positions in Your Account

Quantity	Description	Ticker/Corp	Average Unit Cost (1)(0)(9)	Total Cost (1)(0)(9)	Price	Mkt Value	Unrealized P/L	Annual Income (6)	Yield (10)
EQUITIES (Continued)									
TECHNOLOGY									
270	INTERNATIONAL BUSINESS MACHINES CORP	IBM	88.4296	23,875.99	119.6109	32,294.70	6,418.71	594.00	1.84
600	RAYTHEON CO COM NEW	RTN	39.4665	23,679.91	47.9700	28,782.00	5,102.09	744.00	2.58
	TOTAL TECHNOLOGY			47,555.90		61,076.70	13,520.80	1,338.00	2.19
UTILITIES									
720	NSTAR	NST	33.6288	24,140.74	31.8200	22,910.40	(1,230.34)	1,080.00	4.71
	TOTAL UTILITIES			24,140.74		22,910.40	(1,230.34)	1,080.00	4.71
	TOTAL EQUITIES			425,044.44		500,915.85	75,871.41	11,101.73	2.22
CORPORATE BONDS									
CORPORATE DEBT									
25,000	AT&T CORP SENIOR NOTE 7.3000% 11/15/2011 0018578C2 MN_L15	0018578C2	197.8420	26,960.50	110.7670	27,691.75	731.25	1,825.00	2.06
20,000	AT&T INC SENIOR UNSECURED NOTES 4.9500% 02/15/2014 00206RAQ5 FA_L15	00206RAQ5	99.9940	19,998.80	106.3690	21,273.80	1,275.00	970.00	3.27
25,000	BANK AMER CORP MEDIUM TERM NTS SER L 2.1000% 04/30/2012 06050BAG6 AO_30	06050BAG6	99.9700	24,992.50	101.4030	25,350.75	358.25	525.00	1.54

Client Statement

For the period 09/01/2009 to 09/30/2009

KIRKEY FOUNDATION

NEUBERGER BERMAN

Ridge Account : 541-26980 MNM
 Base Currency : USD
 NB Account Number : 550-00205

Positions in Your Account

Quantity	Description	Ticker/Cusip	Average Unit Cost	Total Cost	Price	Mkt Value	Unrealized P/L	Annual Income	Yield	
CORPORATE BONDS (Continued)										
20,000	BECTON DICKINSON & CO. MT	075887AR0	103.4330	20,686.60	100.0000	20,000.00	(686.60)	1,430.00	6.91	
20,000	CATERPILLAR FINL SVCS CORP MEDIUM TERM NTS	14912LAG3	99.9780	19,995.60	106.2360	21,247.20	1,251.60	1,150.00	2.99	
20,000	CITIGROUP INC SR NT	172967EQ0	101.9250	20,385.00	102.3320	20,466.40	81.40	1,100.00	4.77	
20,000	COCA-COLA ENTERPRISES INC NT	191219BU7	96.8120	19,362.40	104.3720	20,874.40	912.00	750.00	1.88	
20,000	COLGATE PALM MEDIUM TERM NTS	19416CCS7	106.9760	21,395.20	104.1530	20,830.60	(564.60)	1,590.00	1.55	
20,000	DEERE JOHN CAP CORP MEDIUM TERM NTS	24422EPX1	103.4930	20,698.60	102.1880	20,437.60	(261.00)	975.00	2.70	
20,000	DIAGEO PARITAL PLC LTD NT	25243VAG4	106.7500	20,350.00	102.2280	20,445.60	95.60	875.00	0.51	

Client Statement

For the period 09/01/2009 to 09/30/2009

KIRKEBY FOUNDATION

NEUBERGER BERMAN

Ridge Account: 541-26980 MNM
 Base Currency: USD
 NB Account Number: 550-00205

Position in Account

Quantity	Description	Ticker/Cusip	Average (1)(0)(9) Unit Cost	Total (1)(0)(9) Cost	Price	Mkt. Value	Unrealized P/L	Annual (9) Income	Yield
CORPORATE BONDS (Continued)									
20,000	DISNEY WALT CO NEW MEDIUM TERM NOTES 6.80000% 09/28/2010 254698BF2 FA_01	254698BF2	105.4000	21,080.00	103.9190	20,789.60	(290.40)	1,960.00	1.40
20,000	GENERAL ELEC CAP CORP MEDIUM TERM NTS 5.25000% 10/19/2012 369623K6 PA_19	369623K6	96.6730	17,734.60	105.7240	21,144.80	3,410.20	1,050.00	3.26
20,000	HEWLETT/PACKARD CO GLOBAL NT 4.25000% 02/24/2012 428236AU7 FA_24	428236AU7	99.9560	19,991.20	105.6560	21,131.20	1,140.00	850.00	1.82
20,000	JPMORGAN CHASE & CO GTD NT FDIG GTD TLGP 1.65000% 02/23/2011 481247AG8 FA_23	481247AG8	99.9610	19,992.20	101.0930	20,218.50	226.40	330.00	0.85
20,000	JPMORGAN CHASE & CO 4.60000% 01/17/2011 46625HDD9 JL_17	46625HDD8	99.1250	19,825.00	103.0470	20,606.40	781.40	920.00	2.18
20,000	LILLY ELI & CO NT 3.55000% 03/06/2012 532457BD9 MS_06	532457BD9	99.8980	19,979.60	104.7210	20,944.20	964.60	710.00	1.55
20,000	METLIFE INC 6.12500% 12/01/2011 59156RAC2 JD_01	59156RAC2	103.4170	20,693.40	107.4750	21,495.00	811.60	1,225.00	3.24
20,000	PRIZER INC NT 4.45000% 3/15/2012 717091CZ4 MS_15	717091CZ4	99.8530	19,972.60	106.2220	21,244.40	1,271.80	890.00	1.84



Client Statement

For the period 09/01/2009 to 09/30/2009

KIRKEBY FOUNDATION

NEUBERGER BERMAN

Ridge Account 541-26980 MNIM
 Base Currency USD
 NB Account Number 550-00205

Positions in Your Account

Quantity	Description	Ticker/Clusib	Average Unit Cost (10/09)	Total Cost (11/09)	Price	Mkt Value	Unrealized P/L	Annual Income (09)	Yield (09)
CORPORATE BONDS (Continued)									
20,000	VERIZON GLOBAL FDG CORP NT	92344GAL0	106.2370	21,247.40	106.4280	21,285.60	38.20	1,450.00	6.1
	7.2500% 12/01/2010 92344GAL0 JD_01			395,931.20		407,473.90	11,542.70	19,975.00	2.36
TOTAL CORPORATE DEBT									
				395,931.20		407,473.90	11,542.70	19,975.00	2.36
MUNICIPAL BONDS									
TAXABLE MUNICIPAL BONDS									
20,000	CLARK CNTY NEV FOR ISSUES-OTD GO LTO TAX TRANS 2.8900% 06/01/2011 180848CQ4 JD_01	180848CQ4	100.0000	20,000.00	100.8200	20,164.00	164.00	578.00	2.33
TOTAL TAXABLE MUNICIPAL BONDS									
				20,000.00		20,164.00	164.00	578.00	2.33
TOTAL MUNICIPAL BONDS									
				20,000.00		20,164.00	164.00	578.00	2.33
US GOVERNMENT & AGENCY									
US AGENCIES									
25,000	FEDERAL HOME LOAN MTG CORP STEP CPN 4.75% TO 3/10 THEN 3M 1.75000% 09/23/2011 3128XBRU8 MS_23	3128XBRU8	100.0000	25,000.00	100.7360	25,184.00	184.00	437.50	1.37
TOTAL US AGENCIES									
				25,000.00		25,184.00	184.00	437.50	1.37
INFLATION INDEXED SECURITIES									

Client Statement

For the period 09/01/2009 to 09/30/2009

NEUBERGER BERMAN

KIRKEBY FOUNDATION

Ridge Account : 541-26980 MNM
 Base Currency : USD
 NB Account Number : 550-00205

Positions in Your Account

Quantity	Description	Ticker/Clusip	Average Unit Cost (1)(10)	Total Cost (1)(10)	Price	Mkt. Value	Unrealized P/L	Annual Income (3)	Yield (10)
US GOVERNMENT & AGENCY (Continued)									
20,000	UNITED STATES TREASURY NOTE	912828KM1	98.4996	20,249.56	101.5940	20,676.82	427.26	254.41	0.89
	5 YR INFLATION INDEXED NOTES								
	1.25000% 4/15/2014 912828KM1								
	AO_15								
	AMORTIZED AMOUNT	20,352,4000							
	TOTAL INFLATION INDEXED SECURITIES			20,249.56		20,676.82	427.26	254.41	0.89
	TOTAL US GOVERNMENT & AGENCY			45,249.56		45,860.82	611.26	691.91	1.16
	GRAND TOTAL (5)			1,061,503.09		1,148,692.96	88,189.37	32,542.42	2.83

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FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 13

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ALL SAINTS EPISCOPAL CHURCH, 504 N CAMDEN DRIVE, BEVERLY HILLS, CA 90210	NONE CHARITABLE	PUBLIC CHARITY	6,000.
ANDRE SOBEL RIVER OF LIFE FOUNDATION 8899 BEVERLY BOULEVARD, SUITE 111, LOS ANGELES, CA 90048	NONE CHARITABLE	PUBLIC CHARITY	1,640.
BEVERLY GLEN PLAYGROUP, 10409 SCENARIO LANE, LOS ANGELES, CA 90077	NONE CHARITABLE	PUBLIC CHARITY	500.
CHILDREN'S INSTITUTE INTERNATIONAL 1248 BENEDICT CANYON, BEVERLY HILLS, CA 90210	NONE CHARITABLE	PUBLIC CHARITY	1,000.
CHILDREN UNITING NATIONS, 6380 WILSHIRE BLVD, STE 1006, LOS ANGELES, CA 90048	NONE CHARITABLE	PUBLIC CHARITY	200.
FRIENDS OF ROBINSON GARDENS (REFUND CHECK FROM CHARITY) 1008 ELDEN WAY, BEVERLY HILLS, CA 90210	NONE CHARITABLE	PUBLIC CHARITY	<525.>
HOUSE EAR INSTITUTE, 2100 WEST THIRD STREET, LOS ANGELES, CA 90057	NONE CHARITABLE	PUBLIC CHARITY	200.
LE LYCEE FRANCAIS DE LOS ANGELES, 3261 OVERLAND AVENUE, LOS ANGELES, CA 90034	NONE CHARITABLE	PUBLIC CHARITY	300.

LES AMIES, 11726 SAN VICENTE BLVD., #625, LOS ANGELES, CA 90049	NONE CHARITABLE	PUBLIC CHARITY	200.
LOS ANGELES CONSERVANCY, 523 W SIXTH STREET, STE 826, LOS ANGELES, CA 90014	NONE CHARITABLE	PUBLIC CHARITY	460.
MARLBOROUGH SCHOOL, 250 SOUTH ROSSMORE AVENUE, LOS ANGELES, CA 90004	NONE CHARITABLE	PUBLIC CHARITY	250.
MERCY MINISTRIES, 15328 OLD HICKORY BLVD., NASHVILLE, TN 37211	NONE CHARITABLE	PUBLIC CHARITY	500.
MILITARY WOMEN IN NEED, 10801 NATIONAL BLVD #560, LOS ANGELES, CA 90064	NONE CHARITABLE	PUBLIC CHARITY	100.
THE ROCKEFELLER UNIVERSITY, 1230 YORK AVENUE, NEW YORK, NY 10021-6399	NONE CHARITABLE	PUBLIC CHARITY	1,000.
THE COLLEAGUES, 3312 PICO BOULEVARD, SANTA MONICA, CA 90405	NONE CHARITABLE	PUBLIC CHARITY	1,885.
THE GARDEN CONSERVANCY, P.O. BOX 219, COLD SPRING, NY 10516	NONE CHARITABLE	PUBLIC CHARITY	1,500.
THE HARVARD WESTLAKE BROWNSTEIN FOUNDATION 700 NORTH FARING ROAD, LOS ANGELES, CA 90077	NONE CHARITABLE	PUBLIC CHARITY	500.

THE LEAGUE FOR CHILDREN'S BUREAU, NONE 1910 MAGNOLIA AVENUE, LOS ANGELES, CA 90007		PUBLIC CHARITY	500.
	CHARITABLE		
YOUNG MUSICIANS FOUNDATION, 195 S NONE BEVERLY DR, #414, BEVERLY HILLS, CA 90212		PUBLIC CHARITY	1,700.
	CHARITABLE		
ALS, P.O. BOX 565, AGOURA HILLS, NONE CA 91376		PUBLIC CHARITY	100.
	CHARITABLE		
ANIMAL SAMARITANS SPCA, INC., NONE P.O. BOX 513, THOUSAND PALMS, CA 92276		PUBLIC CHARITY	300.
	CHARITABLE		
ARTS HIGH FOUNDATION, 1149 SOUTH NONE HILL ST. SUITE H, LOS ANGELES, CA 90015		PUBLIC CHARITY	125.
	CHARITABLE		
AVON OLD FARMS SCHOOL, 500 OLD NONE FARMS ROAD, AVON, CT 06001		PUBLIC CHARITY	1,000.
	CHARITABLE		
CALVARY CHRISTIAN SCHOOL, 701 NONE PALISADES DRIVE, PACIFIC PALISADES, CA 90272		PUBLIC CHARITY	1,000.
	CHARITABLE		
DEBO, 170 S MANSFIELD AVENUE, LOS NONE ANGELES, CA 90036		PUBLIC CHARITY	500.
	CHARITABLE		
DOCTORS WITHOUT BORDERS, 333 7TH NONE AVE 2ND FLR, NEW YORK, NY 10001-5004		PUBLIC CHARITY	100.
	CHARITABLE		

KIRKEBY FOUNDATION

36-6050460

HAMMER MUSEUM, 10899 WILSHIRE BOULEVARD, LOS ANGELES, CA 90024	NONE CHARITABLE	PUBLIC CHARITY	500.
MAKE-A-WISH FOUNDATION, 1875 CENTURY PARK EAST STE 950, LOS ANGELES, CA 90067	NONE CHARITABLE	PUBLIC CHARITY	100.
MOCA, 250 SOUTH GRAND AVE, LOS ANGELES, CA 90012	NONE CHARITABLE	PUBLIC CHARITY	100.
MUSCULAR DYSTROPHY, 720 SOUTH COLORADO BLVD., #380, DENVER, CO 80246	NONE CHARITABLE	PUBLIC CHARITY	200.
P.S. ARTS, 11965 VENICE BLVD., #201, LOS ANGELES, CA 90066	NONE CHARITABLE	PUBLIC CHARITY	250.
SANTA MONICA MUSEUM OF ART, 2525 MICHIGAN AVE, SANTA MONICA, CA 90404	NONE CHARITABLE	PUBLIC CHARITY	3,770.
SOJOURN, 1453 16TH STREET, SANTA MONICA, CA 90404	NONE CHARITABLE	PUBLIC CHARITY	350.
SPECIAL OLYMPICS, 6730 EAST CARSON STREET, LONG BEACH, CA 90808	NONE CHARITABLE	PUBLIC CHARITY	250.
THE COLLEAGUES, 3312 PICO BOULEVARD, LOS ANGELES, CA 90405	NONE CHARITABLE	PUBLIC CHARITY	3,555.
THE HUMANE SOCIETY OF THE UNITED STATES 2100 L STREET, NW, WASHINGTON, DC 20037	NONE CHARITABLE	PUBLIC CHARITY	250.

UNION RESCUE MISSION, 545 S. SAN PEDRO ST, LOS ANGELES, CA 90013	NONE CHARITABLE	PUBLIC CHARITY	150.
VENICE FAMILY CLINIC, 604 ROSE AVENUE, VENICE, CA 90291	NONE CHARITABLE	PUBLIC CHARITY	1,250.
YOUNG MUSICIANS FOUNDATION , 195 S BEVERLY DR, #414, BEVERLY HILLS,CA 90212	NONE CHARITABLE	PUBLIC CHARITY	800.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			<u>32,560.</u>

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns; or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Type or print	Name of Exempt Organization KIRKEBY FOUNDATION	Employer identification number 36-6050460
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 2029 CENTURY PARK EAST STE 500	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LOS ANGELES, CA 90067-2906	

Check type of return to be filed (file a separate application for each return):

- | | | |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

- The books are in the care of ▶ _____
Telephone No. ▶ _____ FAX No. ▶ _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **MAY 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ calendar year _____ or
▶ tax year beginning **OCT 1, 2008**, and ending **SEP 30, 2009**.

2 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 4-2009)