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Form 990-PF

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

OMB No 1545-0052

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 10-01-2008 and ending 09-30-2009

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: BOUDJAKDJI FOUNDATION. A Employer identification number: 95-4664672. B Telephone number: (310) 828-7547.

H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$1,539,177. J Accounting method: Cash.

Part I Analysis of Revenue and Expenses. Table with columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26).

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

	Beginning of year		End of year	
	(a) Book Value	(b) Book Value	(c) Fair Market Value	
1 Cash—non-interest-bearing	5,681	4,631	4,631	
2 Savings and temporary cash investments	6,477	790	790	
3 Accounts receivable <input type="checkbox"/> <u>12,908</u> Less allowance for doubtful accounts <input type="checkbox"/> _____		12,908	12,908	
4 Pledges receivable <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____				
5 Grants receivable				
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)				
7 Other notes and loans receivable (attach schedule) <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____				
8 Inventories for sale or use				
9 Prepaid expenses and deferred charges				
10a Investments—U S and state government obligations (attach schedule)				
b Investments—corporate stock (attach schedule)	867,935 <input type="checkbox"/>	841,743	855,698	
c Investments—corporate bonds (attach schedule)	457,741 <input type="checkbox"/>	457,741	403,368	
11 Investments—land, buildings, and equipment basis <input type="checkbox"/> _____ Less accumulated depreciation (attach schedule) <input type="checkbox"/> _____				
12 Investments—mortgage loans				
13 Investments—other (attach schedule)	287,869 <input type="checkbox"/>	287,214	261,782	
14 Land, buildings, and equipment basis <input type="checkbox"/> _____ Less accumulated depreciation (attach schedule) <input type="checkbox"/> _____				
15 Other assets (describe <input type="checkbox"/> _____)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,625,703	1,605,027	1,539,177	
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 (attach schedule)				
22 Other liabilities (describe <input type="checkbox"/> _____)	<input type="checkbox"/> 50 <input type="checkbox"/>	<input type="checkbox"/> 50		
23 Total liabilities (add lines 17 through 22)	50	50		
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	0	0		
28 Paid-in or capital surplus, or land, bldg, and equipment fund	0	0		
29 Retained earnings, accumulated income, endowment, or other funds	1,625,653	1,604,977		
30 Total net assets or fund balances (see the instructions)	1,625,653	1,604,977		
31 Total liabilities and net assets/fund balances (see the instructions)	1,625,703	1,605,027		

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	1,625,653
2 Enter amount from Part I, line 27a	2	-20,676
3 Other increases not included in line 2 (itemize) <input type="checkbox"/> _____	3	0
4 Add lines 1, 2, and 3	4	1,604,977
5 Decreases not included in line 2 (itemize) <input type="checkbox"/> _____	5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,604,977

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)
1 a 700SHS AETNA INC NEW COM	P	2005-06-29	2009-03-18
b 500SHS PROGRESS ENERGY INC	P	2002-02-22	2009-09-28
c 5 383SHS PROGRESS ENERGY INC	P	2002-05-01	2009-09-28
d 1177 856SHS PIMCO HIGH YIELD ADMINISTRATIVE	P	2002-08-09	2009-09-30
e Capital Gains Dividends	P		

(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 17,150		29,035	-11,885
b 19,821		22,225	-2,404
c 213		272	-59
d 10,000		9,435	565
e 3,523			3,523

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			-11,885
b			-2,404
c			-59
d			565
e			3,523

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	-10,260
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) (see the instructions) If (loss), enter -0- in Part I, line 8		3	

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 the 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	96,531	1,873,361	0 051528
2006	100,274	2,078,878	0 048235
2005	94,529	1,936,951	0 048803
2004	90,945	1,902,296	0 047808
2003	77,114	1,919,075	0 040183

2 Total of line 1, column (d).	2	0 236557
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	3	0 047311
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5.	4	1,359,222
5 Multiply line 4 by line 3.	5	64,306
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	547
7 Add lines 5 and 6.	7	64,853
8 Enter qualifying distributions from Part XII, line 4.	8	64,911

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see the 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"/>	1	547
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	547
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	547
6	Credits/Payments		
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	439
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	439
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.	8	2
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed .	9	110
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 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?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the 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>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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>		No
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>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
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>		No
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?	Yes	
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>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) <input type="checkbox"/> 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>	Yes	
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>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

Part VII-A Statements Regarding Activities Continued

<p>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 page 20 of the instructions)</p> <p>.....</p>	11a		No
<p>12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract?</p>	12		No
<p>13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?</p> <p>Web site address ▶ <u>N/A</u></p>	13	Yes	
<p>14 The books are in care of ▶ <u>ROBERT H GIVEN</u> Telephone no ▶ <u>(310) 828-7547</u></p> <p>Located at ▶ <u>3029 WILSHIRE BLVD 200 SANTA MONICA CA</u> ZIP+4 ▶ <u>90403</u></p>			
<p>15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here ▶ <input type="checkbox"/></p> <p>and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u></p>			

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.			Yes	No
<p>1a During the year did the foundation (either directly or indirectly)</p> <p>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>				
<p>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 the instructions)?</p> <p>Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/></p>	1b			No
<p>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?</p>	1c			No
<p>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))</p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>If "Yes," list the years ▶ 20____, 20____, 20____, 20____</p> <p>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 the instructions).</p> <p>c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____</p>				
<p>3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008.</i>)</p>	3b			
<p>4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?</p>	4a			No
<p>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?</p>	4b			No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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 the instructions)? . . . 5b</p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i></p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b</p> <p><i>If you answered "Yes" to 6b, also file Form 8870.</i></p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 7b</p>			
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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 (see the instructions).

(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
See Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see the instructions). 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—(see the instructions). 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 _____ _____	
2 _____ _____	
3 _____ _____	
4 _____ _____	

Part IX-B Summary of Program-Related Investments (see the instructions)

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

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	1,356,025
b	Average of monthly cash balances.	1b	23,896
c	Fair market value of all other assets (see the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,379,921
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	1,379,921
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see the instructions).	4	20,699
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,359,222
6	Minimum investment return. Enter 5% of line 5.	6	67,961

Part XI Distributable Amount (see page 25 of the 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	67,961
2a	Tax on investment income for 2008 from Part VI, line 5.	2a	547
b	Income tax for 2008 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	547
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	67,414
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	67,414
6	Deduction from distributable amount (see the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	67,414

Part XII Qualifying Distributions (see page 25 of the 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	64,911
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	64,911
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 (see page 26 of the instructions)	5	547
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	64,364

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.

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				67,414
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2008				
a From 2003.				
b From 2004.				
c From 2005.				
d From 2006.				
e From 2007.				3,702
f Total of lines 3a through e.	3,702			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ <u>64,911</u>				
a Applied to 2007, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see the instructions).		0		
c Treated as distributions out of corpus (Election required—see the instructions).	0			
d Applied to 2008 distributable amount.				64,911
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2008 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	2,503			2,503
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,199			
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 the instructions		0		
e Undistributed income for 2006 Subtract line 4a from line 2a Taxable amount—see the instructions			0	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2008				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see the instructions).	0			
8 Excess distributions carryover from 2002 not applied on line 5 or line 7 (see page 27 of the instructions).	0			
9 Excess distributions carryover to 2008. Subtract lines 7 and 8 from line 6a	1,199			
10 Analysis of line 9				
a From 2004.				
b From 2005.				
c From 2006.				
d From 2007.				1,199
e From 2008.				

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

1a 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 organization 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	
2a 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 organization 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))

- 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

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

Check here if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization makes gifts, grants, etc. (see the 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

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total				3a 63,000
b <i>Approved for future payment</i>				
Total				3b 0

Additional Data**Software ID:** 08000094**Software Version:** 2008.05020**EIN:** 95-4664672**Name:** BOUDJAKDJI FOUNDATION**Form 990PF PartVIII Line 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
RAOUF BOUDJAKDJI 3029 WILSHIRE BLVD 200 SANTA MONICA, CA 90403	PRESIDENT 0 10	0	0	0
CHERIF BOUDJAKDJI 3029 WILSHIRE BLVD 200 SANTA MONICA, CA 90403	VICE-PRESIDENT 0 10	0	0	0
SAMIA STAEHLE 3029 WILSHIRE BLVD 200 SANTA MONICA, CA 90403	VICE-PRESIDENT 0 10	0	0	0
ANISSA BALSON 3029 WILSHIRE BLVD 200 SANTA MONICA, CA 90403	VICE-PRESIDENT 0 10	0	0	0
EDDY JO BERNAL 3029 WILSHIRE BLVD 200 SANTA MONICA, CA 90403	SECRETARY 0 10	0	0	0
ROBERT H GIVEN 3029 WILSHIRE BLVD 200 SANTA MONICA, CA 90403	TREASURER 0 10	0	0	0

Form 990PF Part XV Line 3a - Grants and Contributions Paid During the Year

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
alZHEIMER'S ASSOC 225 N MICHIGAN AVE FL 17 chICAGO, IL 606017633		n/a	reSEARCH	1,000
arthRITIS FOUNDATION 4311 WILSHIRE BLVD STE 530 LOS ANGELES, CA 900103775		opERATING FDN	RESEARCH	2,500
CALIFORNIA ONCOLOGY RESEARCH INSTITUTE 1158 26TH STREET 106 SANTA MONICA, CA 90403		OPERATING FDN	RESEARCH	2,000
CHILDRENS HOSPITAL - LA 4650 SUNSET BLVD MAIL STOP 29 LOS ANGELES, CA 90027		N/A	RESEARCH	2,000
COUSTEAU SOCIETY 710 SETTLERS LANDING RD HAMPTON, VA 23669		N/A	EDUCATIONAL	500
DOCTORS WITHOUT BORDERS 333 SEVENTH AVE FL 2 NEW YORK, NY 100015004		N/A	SOCIAL SERVICE	2,000
HABITAT FOR HUMANITY INC 121 HABITAT ST AMERICUS, GA 317093498		N/A	SOCIAL SERVICE	2,500
JOHN WAYNE CANCER INST 2200 SANTA MONICA BLVD SANTA MONICA, CA 90404		N/A	RESEARCH	5,000
LIBRARY FOUNDATION 630 W FIFTH ST LOS ANGELES, CA 90071		OPERATING FDN	EDUCATIONAL	5,000
LOS ANGELES COUNTY ART MUSEUM 5905 WILSHIRE BLVD LOS ANGELES, CA 90036		N/A	MUSEUM PROGRAMS	5,000
MARYMOUNT HIGH SCHOOL 10643 SUNSET BLVD LOS ANGELES, CA 90077		N/A	EDUCATIONAL	3,000
NATURAL HISTORY MUSEUM 900 EXPOSITION BLVD LOS ANGELES, CA 90007		N/A	MUSEUM PROGRAMS	5,000
ST JOHN'S HEALTH CENTER 1328 TWENTY SECOND ST SANTA MONICA, CA 904042091		OPERATING FDN	RESEARCH	25,000
UNICEF 333 EAST 38TH ST NEW YORK, NY 10016		N/A	SOCIAL SERVICE	2,500
Total				63,000

TY 2008 Accounting Fees Schedule

Name: BOUDJAKDJI FOUNDATION

EIN: 95-4664672

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	3,386	1,500		1,886

TY 2008 General Explanation Attachment

Name: BOUDJAKDJI FOUNDATION

EIN: 95-4664672

Identifier	Return Reference	Explanation
REPORTABLE SERVICES PROVIDED TO THE FOUNDATION	FORM 990 PF PART VIII PAGE 6 LINE 1	THE FOUNDATION PAID GIVEN & COMPANY, AN ACCOUNTANCY CORPORATION, THE SUM OF \$3,386 FOR VARIOUS MANAGEMENT SERVICES PERFORMED BY ITS EMPLOYEES THESE SERVICES INCLUDED TAX PREPARATION, BOOKKEEPING, FINANCIAL SERVICES, AND GENERAL FOUNDATION MANAGEMENT SERVICES ROBERT H GIVEN, AN OFFICER AND DIRECTOR OF THE FOUNDATION, IS AN EMPLOYEE OF GIVEN & COMPANY AND AS AN EMPLOYEE RECEIVED COMPENSATION FOR HIS SERVICES ON FOUNDATION MATTERS THE FOUNDATION PAID BALSON CAPITAL MANAGEMENT, A REGISTERED INVESTMENT ADVISOR, THE SUM OF \$10,464 FOR INVESTMENT SERVICES THESE SERVICES INCLUDED MANAGEMENT OF FOUNDATION FUNDS PAUL JOHN BALS ON, THE PRINCIPAL OF BALSON CAPITAL MANAGEMENT IS THE SPOUSE OF A FOUNDATION DIRECTOR NO COMPENSATION WAS PAID BY THE FOUNDATION TO ITS OFFICERS OR DIRECTORS

**TY 2008 Investments Corporate
Bonds Schedule****Name:** BOUDJAKDJI FOUNDATION**EIN:** 95-4664672

Name of Bond	End of Year Book Value	End of Year Fair Market Value
GENERAL ELECTRIC CO NT 5.00%	105,268	105,490
JP MORGAN CHASE & CO	52,197	53,366
BANK OF AMERICA CORP 5.25%	100,534	99,084
GENERAL MTRS ACCEP CORP 7.00%	100,000	61,177
GENERAL MTRS ACCEPT CORP 6.75%	99,742	84,251

TY 2008 Investments Corporate Stock Schedule

Name: BOUDJAKDJI FOUNDATION

EIN: 95-4664672

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BERKSHIRE HATHAWAY INC DEL CL A	70,325	101,000
CITIGROUP INC	70,633	7,310
DIAMONDS TRUST SER 1 NFS LLC	32,305	38,836
DISNEY WALT CO	41,990	41,600
EXXONMOBIL CORP	28,951	55,665
GENERAL ELECTRIC	46,990	24,985
INTEL CORP	17,844	19,610
ISHARES TR COHEN & STEERS REALTY	32,400	38,896
ISHARES IBOXX 4 INVESTOP	37,562	37,338
ISHARES TR MSCI EAFE INDEX FD	33,400	49,212
ISHARES TR RUSSELL 2000 INDEX FD	36,019	48,384
MICROSOFT CORP	13,750	25,720
POWERSHARES QQQ TR UNIT SER 1	23,125	25,350
PEPSICO INC	31,689	41,300
PFIZER INC	53,362	35,172
PROGRESS ENERGY INC	0	0
AT&T INC COM	58,480	35,891
SCHLUMBERGER LTD	12,473	32,223
VERIZON COMMUNICATIONS	47,700	27,931
WALMART STORES INC	36,859	49,276
WELLS FARGO & CO NEW	39,709	56,842
BANK OF AMERICA CORP	20,967	11,496
AETNA INC NEW COM	0	0
ISHARES DOW JONES SELECT	29,870	20,635
POWERSHARES EXCHANGE TRADED FD	18,214	23,900
ISHARES TR DOW JONES US UTILS	7,126	7,126

TY 2008 Investments - Other Schedule**Name:** BOUDJAKDJI FOUNDATION**EIN:** 95-4664672

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
LONGLEAF INTERNATIONAL	AT COST	44,724	43,840
PIMCO HIGH YIELD ADMINISTRATIVE	AT COST	40,642	43,013
PIMCO TOTAL RETURN CL D	AT COST	53,259	55,150
UDR INC	AT COST	18,016	20,399
PLUM CREEK TIMBER CO INC	AT COST	22,628	18,384
COLUMBIA VALUE & RESTRUCTURING	AT COST	35,432	23,609
DODGE & COX INTERNATL STOCK FUND	AT COST	36,949	27,370
FAIRHOLME FUND	AT COST	35,564	30,017

TY 2008 Other Liabilities Schedule

Name: BOUDJAKDJI FOUNDATION

EIN: 95-4664672

Description	Beginning of Year - Book Value	End of Year - Book Value
PAYABLE - TRUSTEE	50	50

TY 2008 Other Professional Fees Schedule

Name: BOUDJAKDJI FOUNDATION

EIN: 95-4664672

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT EXPENSES	10,464	10,464		0

TY 2008 Taxes Schedule

Name: BOUDJAKDJI FOUNDATION

EIN: 95-4664672

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FRANCHISE TAX BOARD	10	0		0
UNITED STATES TREASURY	161	0		0
REGISTRY OF CHARITY	25	0		25