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

2008Department of the Treasury
Internal Revenue Service (77)**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 12/01, 2008, and ending 11/30, 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

THE ROBERT AND AUDREY TALBOTT FOUNDATION
P.O. BOX 223137
CARMEL, CA 93922

A Employer identification number

77-0389983

B Telephone number (see the instructions)

(831) 224-0675

C If exemption application is pending, check here ☐**D** 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**H** Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation**I** Fair market value of all assets at end of year (from Part II, column (c), line 16)

>\$ 5,830,581.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify)

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))

(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 (att sch)				
	2	Chk ☒ if the foundn is not req to att Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	124,840.	124,840.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	-195,786.			
	b	Gross sales price for all assets on line 6a	1,129,434.			
	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/(loss) (att sch)					
11	Other income (attach schedule) SEE STATEMENT 1	82,843.	82,843.			
12	Total. Add lines 1 through 11	11,897.	207,683.	0.		
ADMINISTRATIVE AND OPERATING EXPENSES	13	Compensation of officers, directors, trustees, etc	60,000.	60,000.		
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach sch)				
	c	Other prof. fees (attach sch)				
	17	Interest				
	18	Taxes (attach schedule) SEE STMT 2	60.	60.		
	19	Depreciation (attach sch) and depletion				
	20	Occupancy	15,973.	15,973.		
	21	Travel, conferences, and meetings				
	22	Printing and publications	2,708.	2,708.		
23	Other expenses (attach schedule) SEE STATEMENT 3	17,804.	17,804.			
24	Total operating and administrative expenses. Add lines 13 through 23	96,545.	96,545.			
25	Contributions, gifts, grants paid PART XV	221,200.			221,200.	
26	Total expenses and disbursements. Add lines 24 and 25	317,745.	96,545.	0.	221,200.	
27	Subtract line 26 from line 12:					
a	Excess of revenue over expenses and disbursements	-305,848.				
b	Net investment income (if negative, enter -0-)		111,138.			
c	Adjusted net income (if negative, enter -0-)			0.		

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

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	333,643.	382,418.	382,418.
	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 (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch)			
	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 (attach schedule)			
	b Investments — corporate stock (attach schedule) STATEMENT 4	2,520,231.	1,816,282.	1,642,069.
	c Investments — corporate bonds (attach schedule) STATEMENT 5	1,450,687.	2,062,948.	2,262,403.
	11 Investments — land, buildings, and equipment, basis			
Less accumulated depreciation (attach schedule)				
12 Investments — mortgage loans	1,646,984.	1,543,691.	1,543,691.	
13 Investments — other (attach schedule)	159,642.			
14 Land, buildings, and equipment, basis				
Less accumulated depreciation (attach schedule)				
15 Other assets (describe)				
16 Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	6,111,187.	5,805,339.	5,830,581.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	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 and complete lines 24 through 26 and lines 30 and 31. ☒			
	24 Unrestricted	6,111,187.	5,805,339.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☐			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see the instructions)	6,111,187.	5,805,339.	
	31 Total liabilities and net assets/fund balances (see the instructions)	6,111,187.	5,805,339.	

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	6,111,187.
2 Enter amount from Part I, line 27a	2	-305,848.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	5,805,339.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	5,805,339.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a CAPITAL GAIN DISTRIBUTIONS		P	VARIOUS	VARIOUS
b MUTUAL FUNDS/STOCK SALES		P	VARIOUS	VARIOUS
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 33,611.			33,611.
b 1,095,823.		1,325,220.	-229,397.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			33,611.
b			-229,397.
c			
d			
e			

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	-195,786.
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	0.

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 (column (b) divided by column (c))
2007	226,258.	4,401,970.	0.051399
2006	204,971.	4,757,601.	0.043083
2005	185,889.	4,078,618.	0.045576
2004	157,064.	3,755,664.	0.041821
2003	134,244.	3,218,529.	0.041710

2 Total of line 1, column (d)	2	0.223589
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	0.044718
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	5,336,015.
5 Multiply line 4 by line 3	5	238,616.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,111.
7 Add lines 5 and 6	7	239,727.
8 Enter qualifying distributions from Part XII, line 4	8	221,200.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1 Date of ruling letter _____ (attach copy of ruling letter if necessary — see instructions)		1	2,223.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	2,223.
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	2,223.
6 Credits/Payments			
a 2008 estimated tax pmts and 2007 overpayment credited to 2008	6a	2,558.	
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	2,558.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ 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	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	335.	
11 Enter the amount of line 10 to be Credited to 2009 estimated tax.	11	335.	Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 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>		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
4 a 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?		N/A
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, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the 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 <i>General Instruction G</i> ? <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

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Form 990-PF (2008)

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)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>RON PARAVANO</u> Telephone no <u>(831) 224-0675</u>			
Located at <u>P.O. BOX 728 CARMEL VALLEY CA</u> ZIP + 4 <u>93924</u>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u>			
and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>		<u>N/A</u>		

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
1 a 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?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ No
(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)?	☐ Yes	☒ No
(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)	☐ Yes	☒ No
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)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	N/A
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?	1c	X
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? If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>	☐ Yes	☒ No
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)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
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)	3b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
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?	4b	X

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Form 990-PF (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)? (see instructions)

☐ 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)?

5b 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 X

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 N/A

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 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
ROBERT S. TALBOTT 2901 MONTEREY-SALINAS HIGHWAY MONTEREY, CA 93940	PRESIDENT 0	0.	0.	0.
SARAH CASE TALBOTT P.O. BOX 223137 CARMEL, CA 93922-3137	DIRECTOR 0	0.	0.	0.
RONALD A. PARRAVANO P.O. BOX 728 CARMEL VALLEY, CA 93924	SEC/TREAS 40.00	60,000.	0.	0.
RICHARD COHEN 2901 MONTEREY-SALINAS HIGHWAY MONTEREY, CA 93940	DIRECTOR 0	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see 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 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 N/A	
2	
3	
4	

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

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.

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Form 990-PF (2008)

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	3,412,136.
b Average of monthly cash balances	1b	409,800.
c Fair market value of all other assets (see instructions)	1c	1,595,338.
d Total (add lines 1a, b, and c)	1d	5,417,274.
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	5,417,274.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	81,259.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,336,015.
6 Minimum investment return. Enter 5% of line 5	6	266,801.

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	266,801.
2a Tax on investment income for 2008 from Part VI, line 5	2a	2,223.
b Income tax for 2008 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	2,223.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	264,578.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	264,578.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	264,578.

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	221,200.
b Program-related investments — total from Part IX-B	1b	
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	221,200.
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 instructions)	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	221,200.

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 instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				264,578.
2 Undistributed income, if any, as of the end of 2007:				
a Enter amount for 2007 only			213,629.	
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				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 221,200.				
a Applied to 2007, but not more than line 2a			213,629.	
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				7,571.
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))	0.			0.
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 instructions			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				257,007.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see instructions)	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				

N/A

- (4) Gross investment income**

[illegible]

Form 990-PF (2008)

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	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
a Paid during the year SEE STATEMENT 7				
Total			3a	221,200.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments.					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	124,840.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income			14	82,843.	
8	Gain or (loss) from sales of assets other than inventory					-195,786.
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				207,683.	-195,786.
13	Total. Add line 12, columns (b), (d), and (e)				13 11,897.	11,897.

(See worksheet in the instructions for line 13 to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

2008

FEDERAL STATEMENTS

PAGE 1

CLIENT 62070

THE ROBERT AND AUDREY TALBOTT FOUNDATION

77-0389983

1/12/10

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STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME			
TOTAL	\$ 82,843.	\$ 82,843.	0.

STATEMENT 2
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FRANCHISE TAX BOARD	\$ 10.	\$ 10.		
REGISTRY OF CHARITABLE TRUSTS	50.	50.		
TOTAL	\$ 60.	\$ 60.	\$ 0.	\$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROKERAGE ACCOUNT FEES	\$ 23,054.	\$ 23,054.		
OTHER FEES	30.	30.		
REIMBURSED EXPENSES	-5,280.	-5,280.		
TOTAL	\$ 17,804.	\$ 17,804.	\$ 0.	\$ 0.

STATEMENT 4
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MASTERS SELECT VALUE FUND	COST	\$ 139,083.	\$ 105,044.
OAKMARK SELECT FUND	COST	0.	0.
MASTERS SELECT EQUITY FUND	COST	400,361.	318,498.
OAKMARK GLOBAL I FUND	COST	45,781.	41,253.
MASTERS SELECT INTERNATIONAL FUND	COST	371,941.	322,770.
MASTERS SELECT FOCUSED OPPORT FUND	COST	356,111.	286,672.
VANGUARD EMERGING MARKETS ETF	COST	161,959.	212,018.
PIMCO HIGH YIELD FUND	COST	0.	0.
LONGLEAF PARTNERS FUND	COST	76,588.	93,965.
FAIRHOLME FUND	COST	143,935.	159,320.
RAINIER LARGE CAP EQUITY INTL	COST	0.	0.

CLIENT 62070

THE ROBERT AND AUDREY TALBOTT FOUNDATION

77-0389983

1/12/10

08 55AM

STATEMENT 4 (CONTINUED)
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

<u>CORPORATE STOCKS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
BRANDYWINE BLUE FUND	COST	\$ 73,549.	\$ 58,253.
TOUCHSTONE SANDS CAPITAL INST'L GROWTH	COST	46,974.	44,276.
	TOTAL	<u>\$ 1,816,282.</u>	<u>\$ 1,642,069.</u>

STATEMENT 5
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

<u>CORPORATE BONDS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
LOOMIS SAYLES BOND FUND	COST	\$ 464,631.	\$ 489,192.
PIMCO TOTAL RETURN INSTITUTIONAL FUND	COST	669,167.	703,992.
PIMCO EMERGING LOCAL BOND INSTL	COST	255,762.	269,560.
PIMCO UNCONSTRAINED BOND FUND	COST	386,159.	425,876.
T ROWE PRICE INSTL HIGH YIELD FUND	COST	197,473.	255,543.
FIDELITY SPARTAN HIGH INCOME FUND	COST	89,756.	118,240.
	TOTAL	<u>\$ 2,062,948.</u>	<u>\$ 2,262,403.</u>

STATEMENT 6
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:	
NAME:	RON PARAVANO
CARE OF:	THE ROBERT AND AUDREY TALBOTT FOUNDATION
STREET ADDRESS:	126 CLOCKTOWER PLACE, SUITE 209
CITY, STATE, ZIP CODE:	CARMEL, CA 93922
TELEPHONE:	
FORM AND CONTENT:	GRANT REQUEST PROCEDURES AVAILABLE UPON REQUEST
SUBMISSION DEADLINES:	JANUARY 1ST OF BEGINNING OF YEAR
RESTRICTIONS ON AWARDS:	THE FOUNDATION PROVIDES GRANTS FOR EDUCATIONAL PURPOSES AND CHILDREN AND YOUTH FOR ENRICHMENT AND COMMUNITY PROGRAMS.

2008

FEDERAL STATEMENTS

PAGE 3

CLIENT 62070

THE ROBERT AND AUDREY TALBOTT FOUNDATION

77-0389983

1/12/10

08 55AM

STATEMENT 7
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
ALL SAINTS SCHOOL 8060 CARMEL VALLEY ROAD CARMEL, CA 93923	N/A	PUBLIC	EDUCATIONAL PURPOSES	\$ 20,000.
YORK SCHOOL 9501 YORK ROAD MONTEREY, CA 93940	N/A	PUBLIC	EDUCATIONAL PURPOSES	20,000.
CHARTWELL SCHOOL 2511 NUMBA WATSON ROAD SEASIDE, CA 93955	N/A	PUBLIC	EDUCATIONAL PURPOSES	20,000.
SANTA CATALINA SCHOOL 1500 MARK THOMAS DRIVE MONTEREY, CA 93940	N/A	PUBLIC	EDUCATIONAL PURPOSES	20,000.
CARMEL YOUTH CENTER P.O. BOX 2399 CARMEL, CA 93921	N/A	PUBLIC	EDUCATIONAL PURPOSES	2,500.
BEACON HOUSE P.O. BOX 301 PACIFIC GROVE, CA 93950	N/A	PUBLIC	EDUCATIONAL PURPOSES	15,000.
COMMUNITY PARTNERSHIP FOR YOUT P.O. BOX 42 MONTEREY, CA 93942	N/A	PUBLIC	EDUCATIONAL PURPOSES	20,000.
ST DUNSTANS P.O. BOX 352 CARMEL VALLEY, CA 93924	N/A	PUBLIC	EDUCATIONAL PURPOSES	12,000.
FOREST THEATRE GUILD P.O. BOX 2325 CARMEL, CA 93921	N/A	PUBLIC	EDUCATIONAL PURPOSES	10,000.
MONTEREY COUNTY YOUTH MUSEUM 601 WAVE STREET, SUITE 100 MONTEREY, CA 93940	N/A	PUBLIC	EDUCATIONAL PURPOSES	10,000.
HILTON BIALEK BIOLOGIC SCIENCE P.O. BOX 222740 CARMEL, CA 93922	N/A	PUBLIC	EDUCATIONAL PURPOSES	5,000.
LOYOLA MARYMONT UNIVERSITY 1 LMU DRIVE LOS ANGELES, CA 90045	N/A	PUBLIC	STUDENT SCHOLARSHIP SUPPORT FOR ART MENTORING PROGRAM	25,000.

2008

FEDERAL STATEMENTS

PAGE 4

CLIENT 62070

THE ROBERT AND AUDREY TALBOTT FOUNDATION

77-0389983

1/12/10

08 55AM

STATEMENT 7 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
FIRST NIGHT MONTEREY 542 ARCHER STREET MONTEREY, CA 93940	N/A	PUBLIC	LITERACY PROGRAM	\$ 4,700.
THE AMERICAN RED CROSS-CARMEL CHAPTER 8TH AVENUE @ DOLORES CARMEL, CA 93921	N/A	PUBLIC	YOUTH PREPAREDNESS PROGRAMS	10,000.
PALMA HIGH SCHOOL 919 IVERSON STREET SALINAS, CA 93901	N/A	PUBLIC	TUITION ASSISTANCE	10,000.
COMMUNITY HUMAN SERVICES 2560 GARDEN ROAD, SUITE 201-B MONTEREY, CA 93940		N/A	RUNAWAY/HOMELESS YOUTH PROGRAM	5,000.
MONTEREY COUNTY BOARD OF EDUCATION 901 BLANCO CIRCLE SALINAS, CA 93901		N/A	MEDIA CENTER	5,000.
MONTEREY HIGH SCHOOL 101 HERRMANN DRIVE MONTEREY, CA 93940		N/A	FIELD AND TRACK RENOVATION PROGRAM	7,000.
TOTAL				\$ 221,200.

State of California
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUN 11 2009

A handwritten signature in cursive script that reads "Debra Bowen".

DEBRA BOWEN
Secretary of State

ENDORSED - FILED
in the Office of the Secretary of State
of the State of California
MAY 29 2009

THE AUDREY S. TALBOTT FOUNDATION
CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

The undersigned certify that :

1. They are the president and secretary, respectively, of THE AUDREY S. TALBOTT FOUNDATION, a California corporation.

2. Article I.A. of the Articles of Incorporation of this corporation is amended to read as follows:

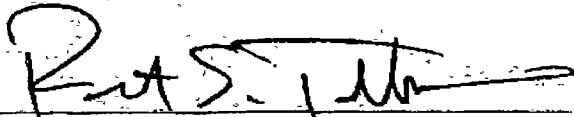
The name of the corporation is THE ROBERT AND AUDREY TALBOTT FOUNDATION.

3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.

4. The corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: May 19, 2009.



ROBERT S. TALBOTT, President



RONALD A. PARRAVANO, Secretary

