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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2009**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 2009, or tax year beginning , 2009, and ending

G Check all that apply ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label otherwise, print or type See Specific Instructions	Walter and Mary Frome Family Foundation 151 Kalmus Drive F2 Costa Mesa, CA 92626		A Employer identification number 20-0396894
			B Telephone number (see the instructions) 714 641-1130
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		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"/>	
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 5,235,933.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	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"/>	

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 Ch <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	107,397.	107,397.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	-887,249.			
	b Gross sales price for all assets on line 6a 1,509,210.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain			0.	
	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)					
12 Total. Add lines 1 through 11	-779,852.	107,397.	0.		
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 1	2,950.			
	c Other prof fees (attach sch) See St 2	31,335.	31,335.		
	17 Interest				
	18 Taxes (attach schedule)(see instr) See Stm 3	4,971.			
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	39,256.	31,335.		
	25 Contributions, gifts, grants paid Stmt 4	269,002.			269,002.
26 Total expenses and disbursements. Add lines 24 and 25	308,258.	31,335.	0.	269,002.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-1,088,110.				
b Net investment income (if negative, enter 0)		76,062.			
c Adjusted net income (if negative, enter 0)			0.		

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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
ASSETS	1 Cash — non-interest-bearing	31,306.	46,819.	46,819.
	2 Savings and temporary cash investments	11,899.	28,124.	28,124.
	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)	3,538,143.	2,288,950.	2,432,401.
	c Investments — corporate bonds (attach schedule)	1,235,206.	1,251,968.	1,299,855.
	11 Investments — land, buildings, and equipment basis			
Less accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule)	1,000,000.	1,112,583.	1,428,734.	
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)	5,816,554.	4,728,444.	5,235,933.	
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.	<input type="checkbox"/>		
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	<input checked="" type="checkbox"/>		
	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	5,816,554.	4,728,444.	
	30 Total net assets or fund balances (see the instructions)	5,816,554.	4,728,444.	
	31 Total liabilities and net assets/fund balances (see the instructions)	5,816,554.	4,728,444.	

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	5,816,554.
2 Enter amount from Part I, line 27a	2	-1,088,110.
3 Other increases not included in line 2 (itemize) _____	3	
4 Add lines 1, 2, and 3	4	4,728,444.
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	4,728,444.

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 See Statement 5				
b				
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			

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			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	-887,249.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8 </div>		3	-22,399.

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))
2008	341,612.	5,833,100.	0.058564
2007	294,425.	6,591,003.	0.044671
2006	190,955.	6,148,777.	0.031056
2005	35,529.	3,728,228.	0.009530
2004	10,152.	842,664.	0.012048

2 Total of line 1, column (d)	2	0.155869
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	0.031174
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	4,813,533.
5 Multiply line 4 by line 3	5	150,057.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	761.
7 Add lines 5 and 6	7	150,818.
8 Enter qualifying distributions from Part XII, line 4	8	269,002.

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 <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instr.)			
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	761.
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	761.
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	761.
6 Credits/Payments			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	1,052.	
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	1,052.	
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	0.	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	291.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax	11	0.	
		291.	Refunded

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 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 <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" 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 checked="" 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>		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?		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	
8a 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 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 2009 or the taxable year beginning in 2009 (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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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? Website address ▶ N/A	13	X	
14	The books are in care of ▶ <u>Stanley Frome</u> Telephone no ▶ <u>714-641-1130</u> Located at ▶ <u>151 Kalmus Drive, F2 Costa Mesa CA</u> ZIP + 4 ▶ <u>92626</u>			
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	▶	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.

	Yes	No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(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		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 ▶ <input type="checkbox"/>	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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20__ , 20__ , 20__ , 20__		
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 ▶ 20__ , 20__ , 20__ , 20__		
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		
b If 'Yes,' did it have excess business holdings in 2009 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 2009)	3b	N/A
4a 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 2009?	4b	X

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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)?

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? ☐ Yes ☐ NoN/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 ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If 'Yes' to 6b, 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?

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
Walter Frome 151 Kalmus Drive, F2 Costa Mesa, CA 92626	President & 1.00	0.	0.	0.
Mary Frome 151 Kalmus Drive, F2 Costa Mesa, CA 92626	CFO, Sec 1.00	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
The Donovan Company 20 Pacifica, Suite 1430 Irvine, CA 92618	Tax Preparation	2,950.
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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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	4,818,467.
b Average of monthly cash balances	1b	68,369.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	4,886,836.
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	4,886,836.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	73,303.
5 Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,813,533.
6 Minimum investment return Enter 5% of line 5	6	240,677.

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	240,677.
2a Tax on investment income for 2009 from Part VI, line 5	2a	761.	
b Income tax for 2009. (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	761.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	239,916.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	239,916.
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	239,916.

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	269,002.
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	269,002.
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	761.
6 Adjusted qualifying distributions Subtract line 5 from line 4	6	268,241.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				239,916.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			268,561.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 269,002.				
a Applied to 2008, but not more than line 2a			268,561.	
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 2009 distributable amount				441.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (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 2008 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				239,475.
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 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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
<i>a Paid during the year</i>				
Total			3a	
<i>b Approved for future payment</i>				
Total			3b	

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Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax Preparation	\$ 2,950.			
Total	\$ 2,950.	\$ 0.	\$ 0.	\$ 0.

Statement 2
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Management Fees	\$ 31,335.	\$ 31,335.		
Total	\$ 31,335.	\$ 31,335.	\$ 0.	\$ 0.

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Taxes Paid	\$ 1,446.			
Excise Tax on Investment Income	3,525.			
Total	\$ 4,971.	\$ 0.	\$ 0.	\$ 0.

Statement 4
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Cash Grants and Allocations

Class of Activity:	Social Services	
Donee's Name:	Casa Teresa	
Donee's Address:	P.O. Box 429	
	Orange, CA 92856	
Relationship of Donee:	None	
Organizational Status of Donee:	Public Charity	
Amount Given:		\$ 13,000.

Class of Activity:	Social Services	
Donee's Name:	Mary's Shelter	
Donee's Address:	P.O. Box 10433	
	Santa Ana, CA 92711	
Relationship of Donee:	None	
Organizational Status of Donee:	Public Charity	
Amount Given:		1,000.

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Statement 4 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Class of Activity:	Social Services	
Donee's Name:	Mercy House	
Donee's Address:	P.O. Box 1905 Santa Ana, CA 92702	
Relationship of Donee:	None	
Organizational Status of Donee:	Public Charity	
Amount Given:		\$ 5,000.
Class of Activity:	Social Services	
Donee's Name:	Orangewood Children's Found.	
Donee's Address:	1575 E. 17th St. Santa Ana, CA 92705	
Relationship of Donee:	None	
Organizational Status of Donee:	Public Charity	
Amount Given:		6,000.
Class of Activity:	Social Services	
Donee's Name:	Olympic Club Foundation	
Donee's Address:	P.O. Box 280608 San Francisco, CA 94128	
Relationship of Donee:	None	
Organizational Status of Donee:	Public Charity	
Amount Given:		3,000.
Class of Activity:	Social Services	
Donee's Name:	Special Olympics O.C.	
Donee's Address:	2080 N. Tustin Ave., Ste B Santa Ana, CA 92705	
Relationship of Donee:	None	
Organizational Status of Donee:	Public Charity	
Amount Given:		20,000.
Class of Activity:	Educational	
Donee's Name:	SO. OC SCHOOL of the ARTS	
Donee's Address:	3333 Golden Lantern Dana Point, CA 92629	
Relationship of Donee:	None	
Organizational Status of Donee:	Public Charity	
Amount Given:		5,000.
Class of Activity:	Social Services	
Donee's Name:	Human Options	
Donee's Address:	P.O. Box 53745 Irvine, CA 92619	
Relationship of Donee:	None	
Organizational Status of Donee:	Public Charity	
Amount Given:		3,000.
Class of Activity:	Social Services	
Donee's Name:	OC Teen Challenge	
Donee's Address:	P.O. Box 236 Santa Ana, CA 92702	
Relationship of Donee:	None	
Organizational Status of Donee:	Public Charity	
Amount Given:		2,000.
Class of Activity:	Social Services	

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Statement 4 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Donee's Name:	Goodwill Of Orange County	
Donee's Address:	410 N. Fairview St.	
	Santa Ana, CA 92703	
Relationship of Donee:	None	
Organizational Status of Donee:	Public Charity	
Amount Given:		\$ 20,000.
Class of Activity:	Social Services	
Donee's Name:	Habitat for Humanity of O.C.	
Donee's Address:	2200 S. Ritchey Street	
	Santa Ana, CA 92705	
Relationship of Donee:	None	
Organizational Status of Donee:	Public Charity	
Amount Given:		3,000.
Class of Activity:	Conservation	
Donee's Name:	Yosemite Fund	
Donee's Address:	155 Montgomery St., Suite 1104	
	San Francisco, CA 94104	
Relationship of Donee:	None	
Organizational Status of Donee:	Public Charity	
Amount Given:		2,000.
Class of Activity:	Medical Research	
Donee's Name:	Juvenile Diabetes Research Fnd.	
Donee's Address:	17872 Mitchell North, Ste 100	
	Irvine, CA 92614	
Relationship of Donee:	None	
Organizational Status of Donee:	Public Charity	
Amount Given:		2,000.
Class of Activity:	Social Services	
Donee's Name:	O.C. Rescue Mission	
Donee's Address:	One Hope Drive	
	Tustin, CA 92782	
Relationship of Donee:	None	
Organizational Status of Donee:	Public Charity	
Amount Given:		3,000.
Class of Activity:	Medical Research	
Donee's Name:	Hoag Hospital Foundation	
Donee's Address:	One Hoag Dr.	
	Newport Beach, CA 92658	
Relationship of Donee:	None	
Organizational Status of Donee:	Public Charity	
Amount Given:		15,552.
Class of Activity:	Conservation	
Donee's Name:	Mission SJC Preservation Found.	
Donee's Address:	26801 Ortega Hwy.	
	San Juan Capistrano, CA 92675	
Relationship of Donee:	None	
Organizational Status of Donee:	Public Charity	
Amount Given:		5,000.
Class of Activity:	Social Services	
Donee's Name:	Salvation Army of the O.C.	

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Statement 4 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Donee's Address:	10200 Pioneer Road Tustin, CA 92872	
Relationship of Donee:	None	
Organizational Status of Donee:	Public Charity	
Amount Given:		\$ 3,000.
Class of Activity:	Social Services	
Donee's Name:	Marion Homes	
Donee's Address:	P.O. Box 120 West Covina, CA 91793	
Relationship of Donee:	None	
Organizational Status of Donee:	Public Charity	
Amount Given:		2,000.
Class of Activity:	Social Services	
Donee's Name:	Miracle For Kids	
Donee's Address:	4 Park Place Irvine, CA 92614	
Relationship of Donee:	None	
Organizational Status of Donee:	Public Charity	
Amount Given:		5,000.
Class of Activity:	Social Services	
Donee's Name:	Royal Family Kid's Camp	
Donee's Address:	3000 W. MacArthur, #412 Santa Ana, CA 92704	
Relationship of Donee:	None	
Organizational Status of Donee:	Public Charity	
Amount Given:		4,000.
Class of Activity:	Social Services	
Donee's Name:	Share Our Selves	
Donee's Address:	1550 Superior Ave. Costa Mesa, CA 92627	
Relationship of Donee:	None	
Organizational Status of Donee:	Public Charity	
Amount Given:		5,000.
Class of Activity:	Social Services	
Donee's Name:	Taller San Jose	
Donee's Address:	801 North Broadway Santa Ana, CA 92701	
Relationship of Donee:	None	
Organizational Status of Donee:	Public Charity	
Amount Given:		5,000.
Class of Activity:	Social Services	
Donee's Name:	Serving People in Need	
Donee's Address:	6449 Independence Ave., Woodland Hills, CA 91367	
Relationship of Donee:	None	
Organizational Status of Donee:	Public Charity	
Amount Given:		5,000.
Class of Activity:	Educational	
Donee's Name:	Homeward	
Donee's Address:	P.O. Box 1600	

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Statement 4 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Relationship of Donee:	San Juan Capistrano, CA 92693	
Organizational Status of Donee:	None	
Amount Given:	Public Charity	\$ 5,000.
Class of Activity:	Youth Activities	
Donee's Name:	Young Life	
Donee's Address:	P.O. Box 734	
	Corona del Mar, CA 92625	
Relationship of Donee:	None	
Organizational Status of Donee:	Public Charity	
Amount Given:		4,000.
Class of Activity:	Social Services	
Donee's Name:	Olive Crest	
Donee's Address:	2130 East Fourth St., Ste 200	
	Santa Ana, CA 92705	
Relationship of Donee:	None	
Organizational Status of Donee:	Public Charity	
Amount Given:		2,500.
Class of Activity:	Social Services	
Donee's Name:	Laura's House	
Donee's Address:	999 Corporate Dr., Ste 225	
	Ladera Ranch, CA 92694	
Relationship of Donee:	None	
Organizational Status of Donee:	Public Charity	
Amount Given:		3,000.
Class of Activity:	Social Services	
Donee's Name:	Kidsworld	
Donee's Address:	1902 W. Chestnut Ave.	
	Santa Ana, CA 92703	
Relationship of Donee:	None	
Organizational Status of Donee:	Public Charity	
Amount Given:		5,000.
Class of Activity:	Social Services	
Donee's Name:	Locks of Love	
Donee's Address:	234 Southern Blvd	
	West Palm Beach, FL 33405	
Relationship of Donee:	None	
Organizational Status of Donee:	Public Charity	
Amount Given:		1,000.
Class of Activity:	Medical Research	
Donee's Name:	Alzheimers Assoc. of OC	
Donee's Address:	17771 Cowan, Ste 200	
	Irvine, CA 92614	
Relationship of Donee:	None	
Organizational Status of Donee:	Public Charity	
Amount Given:		3,000.
Class of Activity:	Educational	
Donee's Name:	Our Lady Queen of Angels School	
Donee's Address:	2046 Mar Vista Drive	
	Newport Beach, CA 92660	

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Statement 4 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Relationship of Donee:	None	
Organizational Status of Donee:	Public Charity	
Amount Given:		\$ 3,000.
Class of Activity:	Youth Activities	
Donee's Name:	Save Our Youth (SOY)	
Donee's Address:	661 Hamilton Costa Mesa, CA 92627	
Relationship of Donee:	None	
Organizational Status of Donee:	Public Charity	
Amount Given:		2,500.
Class of Activity:	Social Services	
Donee's Name:	Second Harvest Food Bank of OC	
Donee's Address:	8014 Marine Way Irvine, CA 92618	
Relationship of Donee:	None	
Organizational Status of Donee:	Public Charity	
Amount Given:		2,500.
Class of Activity:	Medical Research	
Donee's Name:	Pediatric Cancer Research Found.	
Donee's Address:	9272 Jeronimo Road Ste 107-A Irvine, CA 92618	
Relationship of Donee:	None	
Organizational Status of Donee:	Public Charity	
Amount Given:		3,000.
Class of Activity:	Social Services	
Donee's Name:	National Charity League of N.B.	
Donee's Address:	5403 Seashore Drive Newport Beach, CA 92663	
Relationship of Donee:	None	
Organizational Status of Donee:	Public Charity	
Amount Given:		2,500.
Class of Activity:	Youth Activities	
Donee's Name:	Saint Josephs Ballet	
Donee's Address:	1810 N. Main Street Santa Ana, CA 92706	
Relationship of Donee:	None	
Organizational Status of Donee:	Public Charity	
Amount Given:		5,000.
Class of Activity:	Educational	
Donee's Name:	Mater DEI High School	
Donee's Address:	1202 W. Edinger Ave. Santa Ana, CA 92707	
Relationship of Donee:	None	
Organizational Status of Donee:	Public Charity	
Amount Given:		3,000.
Class of Activity:	Social Services	
Donee's Name:	Family Services-San Mateo	
Donee's Address:	24 Second Ave. San Mateo, CA 94401	
Relationship of Donee:	None	

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Statement 4 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Organizational Status of Donee:	Public Charity	
Amount Given:		\$ 1,000.
Class of Activity:	Arts	
Donee's Name:	Corp. of Fine Arts Museum	
Donee's Address:	50 Hagiwara Tea Garden Drive San Francisco, CA 94118	
Relationship of Donee:	None	
Organizational Status of Donee:	Public Charity	
Amount Given:		1,500.
Class of Activity:	Medical Research	
Donee's Name:	UCLA Department Of Urology	
Donee's Address:	P.O. Box 951738, 66-113CHS Los Angeles, CA 90095	
Relationship of Donee:	None	
Organizational Status of Donee:	Public Charity	
Amount Given:		15,000.
Class of Activity:	Social Services	
Donee's Name:	Assistance League of Newport	
Donee's Address:	500 Cancha Newport Beach, CA 92660	
Relationship of Donee:	None	
Organizational Status of Donee:	Public Charity	
Amount Given:		2,500.
Class of Activity:	Social Services	
Donee's Name:	Big Brothers Big Sisters of O.C.	
Donee's Address:	14131 Yorba Street, Suite 200 Tustin, CA 92780	
Relationship of Donee:	None	
Organizational Status of Donee:	Public Charity	
Amount Given:		5,000.
Class of Activity:	Educational	
Donee's Name:	Boys Hope Girls Hope of So Cal	
Donee's Address:	1041 W. 18th St., Suite A 101 Costa Mesa, CA 92627	
Relationship of Donee:	None	
Organizational Status of Donee:	Public Charity	
Amount Given:		4,000.
Class of Activity:	Educational	
Donee's Name:	CDM High School Foundation	
Donee's Address:	1280 Bison Avenue, Ste B9-437 Newport Beach, CA 92660	
Relationship of Donee:	None	
Organizational Status of Donee:	Public Charity	
Amount Given:		3,000.
Class of Activity:	Medical Research	
Donee's Name:	CHOC Foundation for Children	
Donee's Address:	455 S. Main Street Orange, CA 92868	
Relationship of Donee:	None	
Organizational Status of Donee:	Public Charity	

Statement 4 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Amount Given: \$ 3,000.

Class of Activity: Social Services
Donee's Name: Corpus Christi Catholic Church
Donee's Address: 27231 Aliso Viejo Parkway
Aliso Viejo, CA 92656
Relationship of Donee: None
Organizational Status of Donee: Public Charity
Amount Given: 3,000.

Class of Activity: Social Services
Donee's Name: El Viento Foundation
Donee's Address: PO Box 3897
Huntington Beach, CA 92605
Relationship of Donee: None
Organizational Status of Donee: Public Charity
Amount Given: 3,000.

Class of Activity: Social Services
Donee's Name: Glenwood Foundation
Donee's Address: 9070 Irvine Center, Suite 280
Irvine, CA 92618
Relationship of Donee: None
Organizational Status of Donee: Public Charity
Amount Given: 3,000.

Class of Activity: Social Services
Donee's Name: High Hopes Head Injury Program
Donee's Address: 2953 Edinger Ave
Tustin, CA 92780
Relationship of Donee: None
Organizational Status of Donee: Public Charity
Amount Given: 3,000.

Class of Activity: Social Services
Donee's Name: New Directions for Women
Donee's Address: 2607 Willo Lane
Costa Mesa, CA 92627
Relationship of Donee: None
Organizational Status of Donee: Public Charity
Amount Given: 2,000.

Class of Activity: Social Services
Donee's Name: O.C. Ronald McDonald House
Donee's Address: 383 South Batavia Street
Orange, CA 92868
Relationship of Donee: None
Organizational Status of Donee: Public Charity
Amount Given: 2,000.

Class of Activity: Arts
Donee's Name: Peninsula Youth Theater
Donee's Address: 2500 Old Middlefield Way
Mountain View, CA 94043
Relationship of Donee: None
Organizational Status of Donee: Public Charity

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Statement 4 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Amount Given:		\$	2,500.
Class of Activity:	Social Services		
Donee's Name:	Pregnancy Counseling Center		
Donee's Address:	114 E. Airport Dr, Suite 104 San Bernardino, CA 92408		
Relationship of Donee:	None		
Organizational Status of Donee:	Public Charity		
Amount Given:			2,450.
Class of Activity:	Medical Research		
Donee's Name:	Providence Speech & Hearing		
Donee's Address:	1301 Providence Ave Orange, CA 92868		
Relationship of Donee:	None		
Organizational Status of Donee:	Public Charity		
Amount Given:			3,000.
Class of Activity:	Social Services		
Donee's Name:	Someone Cares Soup Kitchen		
Donee's Address:	720 W 19th Street Costa Mesa, CA 92627		
Relationship of Donee:	None		
Organizational Status of Donee:	Public Charity		
Amount Given:			2,000.
Class of Activity:	Educational		
Donee's Name:	St. Anne School		
Donee's Address:	32451 Bear Brand Road Laguna Niguel, CA 92677		
Relationship of Donee:	None		
Organizational Status of Donee:	Public Charity		
Amount Given:			5,000.
Class of Activity:	Educational		
Donee's Name:	St. Joseph's School		
Donee's Address:	150 Valparaiso Ave Atherton, CA 94027		
Relationship of Donee:	None		
Organizational Status of Donee:	Public Charity		
Amount Given:			2,500.
Class of Activity:	Social Services		
Donee's Name:	Community Change		
Donee's Address:	14 Beachon Street, Room 605 Boston, MA 02108		
Relationship of Donee:	None		
Organizational Status of Donee:	Public Charity		
Amount Given:			500.
Class of Activity:	Social Services		
Donee's Name:	Casa-Court Appointed Special Advocates		
Donee's Address:	1615 East 17th St., Suite 100 Santa Ana, CA 92705		
Relationship of Donee:	None		
Organizational Status of Donee:	Public Charity		

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Statement 4 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Amount Given: \$ 5,000.

Class of Activity: Social Services
 Donee's Name: Heart of Jesus Retreat Center
 Donee's Address: P.O. Box 27722
 Santa Ana, CA 92799
 Relationship of Donee: None
 Organizational Status of Donee: Public Charity
 Amount Given: 2,500.

Class of Activity: Social Services
 Donee's Name: Literacy Project
 Donee's Address: 3334 E. Coast Hwy, Suite 177
 Corona del Mar, CA 92625
 Relationship of Donee: None
 Organizational Status of Donee: Public Charity
 Amount Given: 2,500.

Class of Activity: Social Services
 Donee's Name: Life Rolls On
 Donee's Address: 400 Corporate Pointe, Suite 300
 Los Angeles, CA 90230
 Relationship of Donee: None
 Organizational Status of Donee: Public Charity
 Amount Given: 1,000.

Class of Activity: Social Services
 Donee's Name: Boy Scouts of America
 Donee's Address: 1211 East Dyer Road
 Santa Ana, CA 92705
 Relationship of Donee: None
 Organizational Status of Donee: Public Charity
 Amount Given: 500.

Class of Activity: Social Services
 Donee's Name: Assistance League of Santa Ana
 Donee's Address: 1037 First Street
 Santa Ana, CA 92703
 Relationship of Donee: None
 Organizational Status of Donee: Public Charity
 Amount Given: 5,000.

Class of Activity: Social Services
 Donee's Name: Bethlehem A.D.
 Donee's Address: 1305 Middlefield Road
 Redwood City, CA 94063
 Relationship of Donee: None
 Organizational Status of Donee: Public Charity
 Amount Given: 1,000.

Total \$ 269,002.

Statement 5

Form 990-PF, Part IV, Line 1

Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	Artisan Int'l Fund	Purchased	3/21/2006	4/06/2009
2	Vanguard Total Stock	Purchased	5/18/2005	2/24/2009
3	Vanguard Total Stock	Purchased	5/18/2005	3/10/2009
4	Vanguard Total Stock	Purchased	6/10/2005	4/06/2009
5	Vanguard Total Stock Market Index-SG	Purchased	6/10/2005	8/17/2009
6	Vanguard Total Stock	Purchased	6/10/2005	10/26/2009
7	Vanguard Total Stock Market Index-SG	Purchased	6/28/2005	12/08/2009
8	Abaxis Inc	Purchased	6/19/2008	4/01/2009
9	Advisory Board Co	Purchased	7/02/2008	4/01/2009
10	Advent Software Inc	Purchased	7/02/2008	4/01/2009
11	Ansys Inc	Purchased	10/15/2008	4/01/2009
12	Blackboard Inc	Purchased	7/02/2008	4/01/2009
13	Capella Education co	Purchased	7/02/2008	4/01/2009
14	Costar Group Inc Com	Purchased	9/23/2008	4/01/2009
15	EMS Technologies Inc	Purchased	2/05/2009	4/01/2009
16	K-Tron International Inc	Purchased	9/04/2008	4/01/2009
17	Meridian Bioscience Inc	Purchased	10/10/2008	4/01/2009
18	Micro Sys Inc Com	Purchased	2/09/2009	4/01/2009
19	Morningstar Inc	Purchased	12/05/2008	4/01/2009
20	NVE Corp	Purchased	10/10/2008	4/01/2009
21	Phase Forward Inc	Purchased	2/04/2009	4/01/2009
22	Ritchie Bros Auctioneers	Purchased	10/13/2008	4/01/2009
23	Rollins Inc	Purchased	7/02/2008	4/01/2009
24	Sun Hydraulics Inc	Purchased	12/04/2008	4/01/2009
25	Tesco Corp	Purchased	12/05/2008	4/01/2009
26	Tyler Technologies Inc	Purchased	9/03/2008	4/01/2009
27	Westwood Hldgs Group Inc	Purchased	11/06/2008	4/01/2009
28	Abaxis Inc	Purchased	10/05/2007	4/01/2009
29	Advisory Board Co	Purchased	11/30/2008	4/01/2009
30	Advent Software Inc	Purchased	1/25/2008	4/01/2009
31	Ansys Inc	Purchased	11/30/2005	4/01/2009
32	Blackboard Inc	Purchased	10/17/2006	4/01/2009
33	Blackbaud Inc	Purchased	1/17/2007	4/01/2009
34	Carbo Ceramics Inc	Purchased	11/06/2006	4/01/2009
35	Custiss Wright Corp Com	Purchased	11/30/2005	4/01/2009
36	Factset Resh Sys Inc	Purchased	11/30/2005	4/01/2009
37	Financial Federal Corp	Purchased	11/30/2005	4/01/2009
38	Franklin Elec Inc Com	Purchased	11/30/2005	4/01/2009
39	Franklin Elec Inc Com	Purchased	11/30/2005	4/01/2009
40	Iconix Brand Group Inc	Purchased	3/17/2006	4/01/2009
41	Integra Lifesciences Holdings Corp	Purchased	11/30/2005	4/01/2009
42	Kensley Nash Corp	Purchased	11/30/2005	4/01/2009
43	Landauer Inc Com	Purchased	11/30/2005	4/01/2009
44	Meridian Bioscience Inc	Purchased	4/13/2007	4/01/2009
45	Neogen Corp Com	Purchased	7/17/2007	4/01/2009
46	Privatebancorp Inc	Purchased	11/30/2005	4/01/2009
47	Privatebancorp Inc	Purchased	1/24/2008	4/01/2009
48	quality Systems Inc	Purchased	1/24/2008	4/01/2009
49	Raven Inds Inc	Purchased	4/27/2007	4/01/2009
50	Rimage Corp	Purchased	2/15/2006	4/01/2009
51	Ritchie Bros auctioneers	Purchased	11/30/2005	4/01/2009
52	Rollins Inc	Purchased	11/30/2005	4/01/2009
53	St Mary Land & Exploration	Purchased	11/30/2005	4/01/2009
54	Simpson Manufacturing Co	Purchased	1/14/2008	4/01/2009
55	Somanetics Corp	Purchased	3/18/2008	4/01/2009
56	Surmodics Inc Com	Purchased	1/24/2008	4/01/2009

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Statement 5 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
57	TMX Group Inc	Purchased	11/30/2005	4/01/2009
58	Techne Corp Com	Purchased	11/30/2005	4/01/2009
59	Tesco Corp	Purchased	10/08/2007	4/01/2009
60	II-VI Inc	Purchased	4/24/2007	4/01/2009
61	Tyler technoliges Inc	Purchased	2/15/2008	4/01/2009
62	World Acceptance Corp	Purchased	1/11/2008	4/01/2009
63	Coldwater Creek Inc Com	Purchased	5/04/2009	7/28/2009
64	Cree Resh Inc Com	Purchased	5/04/2009	7/28/2009
65	Cree Resh Inc Com	Purchased	5/04/2009	12/30/2009
66	F5 Networks Inc	Purchased	5/04/2009	12/02/2009
67	Formfactor Inc	Purchased	5/04/2009	7/28/2009
68	Formfactor Inc	Purchased	5/04/2009	8/07/2009
69	Gentex Corp Com	Purchased	5/04/2009	7/28/2009
70	Heidrick & Struggles Intl	Purchased	5/04/2009	10/22/2009
71	Loopnet Inc	Purchased	5/04/2009	9/25/2009
72	Privatebancorp Inc	Purchased	5/04/2009	11/05/2009
73	Semtech Corp Com	Purchased	5/04/2009	7/28/2009
74	WMS Industries	Purchased	5/04/2009	5/26/2009
75	Waddell & Reed Finl Inc Cl	Purchased	5/04/2009	7/28/2009
76	MSIF International Quity Cl-1	Purchased	6/01/2005	4/01/2009
77	Park Street K-1	Purchased	Various	12/31/2009

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	50,000.		95,807.	-45,807.				\$ -45,807.
2	40,000.		59,858.	-19,858.				-19,858.
3	15,000.		24,135.	-9,135.				-9,135.
4	400,000.		555,348.	-155,348.				-155,348.
5	60,000.		71,145.	-11,145.				-11,145.
6	50,000.		54,404.	-4,404.				-4,404.
7	75,000.		79,790.	-4,790.				-4,790.
8	1,278.		2,191.	-913.				-913.
9	1,624.		4,026.	-2,402.				-2,402.
10	4,818.		5,624.	-806.				-806.
11	1,240.		1,421.	-181.				-181.
12	2,311.		2,893.	-582.				-582.
13	6,316.		7,651.	-1,335.				-1,335.
14	5,947.		9,832.	-3,885.				-3,885.
15	2,157.		2,934.	-777.				-777.
16	2,989.		6,897.	-3,908.				-3,908.
17	439.		558.	-119.				-119.
18	3,250.		2,790.	460.				460.
19	3,397.		3,085.	312.				312.
20	8,936.		8,557.	379.				379.
21	3,451.		4,840.	-1,389.				-1,389.
22	1,380.		1,552.	-172.				-172.
23	2,057.		1,873.	184.				184.
24	5,604.		10,163.	-4,559.				-4,559.
25	1,711.		1,342.	369.				369.
26	1,787.		1,985.	-198.				-198.
27	6,663.		6,129.	534.				534.
28	3,408.		5,028.	-1,620.				-1,620.
29	2,029.		6,066.	-4,037.				-4,037.
30	6,425.		7,142.	-717.				-717.

**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 File by the due date for filing your return. See instructions	Name of Exempt Organization	Employer identification number
	Walter and Mary Frome Family Foundation	20-0396894
	Number, street, and room or suite number. If a P.O. box, see instructions	
	151 Kalmus Drive F2	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	Costa Mesa, CA 92626	

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 (section 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 ► Stanley Frome

Telephone No ► 714-641-1130 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

- I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 10, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 - ☒ calendar year 20 09 or
 - ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____

- 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	\$	1,800.
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	\$	2,952.
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**BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions.**

Form 8868 (Rev 4-2009)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing the return. See instructions	Name of Exempt Organization	Employer identification number 20-0396894 For IRS use only
	Walter and Mary Frome Family Foundation	
	Number, street, and room or suite number. If a P.O. box, see instructions The Donovan Company 20 Pacifica, Suite 1430	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions Irvine, CA 92618	

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

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in care of Stanley Frome
Telephone No. 714-641-1130 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 is for

4 I request an additional 3-month extension of time until 11/15, 20 10

5 For calendar year 2009, or other tax year beginning _____, 20____, and ending _____, 20____

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

7 State in detail why you need the extension The Private Foundation is a partner in a partnership. The K-1 from the partnership is on extension and has not yet been received by the taxpayer. Once the K-1 is received the taxpayer will arrange to file the return.

8a 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	8a \$	761.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$	1,052.
c Balance Due. Subtract line 8b from line 8a. 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 instrs	8c \$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature _____ Title _____ Date _____