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OVDP FAQ #18 Amended

Form **990-PF**

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

OMB No 1545-0052

2009

Department 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 **2009**, or tax year beginning , 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.	Name of foundation Breslauer-Soref Foundation		A Employer identification number 20-2100908
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) (562) 494-0179
	City or town, state, and ZIP code Long Beach CA 90803		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization <input 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		J Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <small>(Part I, column (d) must be on cash basis)</small>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$			

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 page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	1,359	1,359		
4	Dividends and interest from securities	301,424	301,424		
5 a	Gross rents		0		
b	Net rental income or (loss)	0			
6 a	Net gain or (loss) from sale of assets not on line 10	-254,262			
b	Gross sales price for all assets on line 6a	2,092,729			
7	Capital gain net income (from Part IV, line 2)		0		
8	Net short-term capital gain		0		
9	Income modifications				
10 a	Gross sales less returns and allowances	0			
b	Less Cost of goods sold	0			
c	Gross profit or (loss) (attach schedule)	0			
11	Other income (attach schedule)	0	0	0	
12	Total. Add lines 1 through 11	48,521	302,783	0	
13	Compensation of officers, directors, trustees, and	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16 a	Legal fees (attach schedule)	0	0	0	0
b	Accounting fees (attach schedule)	1,300	640	0	0
c	Other professional fees (attach schedule)	33,089	33,084	0	0
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions)	0	0	0	0
19	Depreciation (attach schedule) and depletion	0	0	0	
20	Occupancy				
21	Travel, conferences, and meetings	22,246			22,246
22	Printing and publications				
23	Other expenses (attach schedule)	140	30	0	0
24	Total operating and administrative expenses Add lines 13 through 23	56,775	33,754	0	22,246
25	Contributions, gifts, grants paid	513,750			513,750
26	Total expenses and disbursements Add lines 24 and 25	570,525	33,754	0	535,996
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-522,004			
b	Net investment income (if negative, enter -0-)		269,029		
c	Adjusted net income (if negative, enter -0-)			0	

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Form **990-PF** (2009)

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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 (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	1,014,377	528,487	528,487
	3 Accounts receivable <input type="checkbox"/> ----- 0			
	Less allowance for doubtful accounts <input type="checkbox"/> ----- 0	0	0	0
	4 Pledges receivable <input type="checkbox"/> ----- 0			
	Less allowance for doubtful accounts <input type="checkbox"/> ----- 0	0	0	0
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule) <input type="checkbox"/> ----- 0			
	Less allowance for doubtful accounts <input type="checkbox"/> ----- 0	0	0	0
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)	0	0	0
	b Investments—corporate stock (attach schedule)	7,887,193	8,678,657	0
	c Investments—corporate bonds (attach schedule)	0	0	0
	11 Investments—land, buildings, and equipment basis <input type="checkbox"/> ----- 0			
Less accumulated depreciation (attach schedule) <input type="checkbox"/> ----- 0	0	0	0	
12 Investments—mortgage loans				
13 Investments—other (attach schedule)	0	750,000	750,000	
14 Land, buildings, and equipment basis <input type="checkbox"/> ----- 0				
Less accumulated depreciation (attach schedule) <input type="checkbox"/> ----- 0	0	0	0	
15 Other assets (describe <input type="checkbox"/> -----)	0	0	0	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	8,901,570	9,957,144	1,278,487	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule)	0	0	
	22 Other liabilities (describe <input type="checkbox"/> -----)	0	0	
	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	8,901,570	9,957,144	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see page 17 of the instructions)	8,901,570	9,957,144		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	8,901,570	9,957,144		

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	8,901,570
2	Enter amount from Part I, line 27a	2	-522,004
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> <u>Unrealized Gain on Securities</u>	3	1,577,578
4	Add lines 1, 2, and 3	4	9,957,144
5	Decreases not included in line 2 (itemize) <input type="checkbox"/> -----	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	9,957,144

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, -2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
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 0	0	0	0	
b 0	0	0	0	
c 0	0	0	0	
d 0	0	0	0	
e 0	0	0	0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a 0	0	0	0	
b 0	0	0	0	
c 0	0	0	0	
d 0	0	0	0	
e 0	0	0	0	
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	-254,262
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8			}	3

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	695,960	10,501,656	0.066271
2007	601,652	11,642,321	0.051678
2006	567,467	11,113,749	0.051060
2005	391,324	7,444,662	0.052564
2004			0.000000
2 Total of line 1, column (d)			2 0.221573
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 0.055393
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 9,380,885
5 Multiply line 4 by line 3			5 519,635
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,690
7 Add lines 5 and 6			7 522,325
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			8 535,996

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of 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 instructions)		
	b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	2,690
	c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	2,690
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	2,690
6	Credits/Payments		
	a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	20,530
	b Exempt foreign organizations—tax withheld at source	6b	
	c Tax paid with application for extension of time to file (Form 8868)	6c	0
	d Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	20,530
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	0
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	17,840
11	Enter the amount of line 10 to be Credited to 2010 estimated tax Refunded	11	0

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 page 19 of 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 ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
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>		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of 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 on page 27)? <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

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 page 20 of the 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 ▶ na	13	X	
14	The books are in care of ▶ Jennifer T Hirsch CPA Telephone no ▶ 562 596-3252 Located at ▶ 3152 Kempton Drive Los Alamitos CA ZIP+4 ▶ 90720			
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			<input type="checkbox"/>

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 page 20 of 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 page 20 of 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

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 page 22 of the 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 page 22 of the instructions)?
 Organizations relying on a current notice regarding disaster assistance check here **5b** N/A

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?
 If "Yes," attach the statement required by Regulations section 53.4945–5(d) Yes No

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?
 If "Yes" to 6a, file Form 8870 **6b** X

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 X

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 page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
James M Breslauer 5984 Spinnaker Bay Dr Long Beach CA 90803	President 20 00	0	0	0
Elizabeth H Breslauer 5984 Spinnaker Bay Dr Long Beach CA 90803	Sec\Treas 10 00	0	0	0
Frank Parlato 5984 Spinnaker Bay Dr Long Beach CA 90803	Director 1 00	0	0	0
	00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
.....		0
.....		0
.....		0
.....		0
.....		0

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 NA	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1	
2	
3 All other program-related investments. See page 24 of the instructions	
Total. Add lines 1 through 3 ▶	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	8,612,422
b	Average of monthly cash balances	1b	661,319
c	Fair market value of all other assets (see page 24 of the instructions)	1c	250,000
d	Total (add lines 1a, b, and c)	1d	9,523,741
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	9,523,741
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see page 25 of the instructions)	4	142,856
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,380,885
6	Minimum investment return. Enter 5% of line 5	6	469,044

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	469,044
2a	Tax on investment income for 2009 from Part VI, line 5	2a	2,690
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,690
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	466,354
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	466,354
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	466,354

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	535,996
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	535,996
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	2,690
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	533,306

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

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

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				466,354
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2009				
a From 2004	0			
b From 2005	29,978			
c From 2006	30,589			
d From 2007	42,393			
e From 2008	181,275			
f Total of lines 3a through e	284,235			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 535,996				
a Applied to 2008, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2009 distributable amount				466,354
e Remaining amount distributed out of corpus	69,642			
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	353,877			
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				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				0
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	353,877			
10 Analysis of line 9				
a Excess from 2005	29,978			
b Excess from 2006	30,589			
c Excess from 2007	42,393			
d Excess from 2008	181,275			
e Excess from 2009	69,642			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2009	(b) 2008	(c) 2007	(d) 2006	
0	0	0	0	0
b 85% of line 2a	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0	0	0	0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0	0	0	0
c "Support" alternative test—enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

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

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

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

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient 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				
Hillel of Greater Long Beach 3801 E Willow St Long Beach CA 90815	none	501c3	General Support	35,000
Jewish Federation of Greater Long Beach 3801 E Willow St Long Beach CA 90815	none	501c3	General Support	75,000
Middle East Media & Research Institute P O Box 27837 Washington DC 20038	none	501c3	General Support	5,000
The Washington Institute 1828 L Street NW #1050 Washington DC	none	501c3	General Support	50,000
Hillel, The Foundation for Jewish Campus Life 800 8th Street NW Washington DC	none	501c3	General Support	10,000
Jewish Community Foundation of Long Beach and W 3801 E Willow St Long Beach CA 90815	none	501c3	General Support	32,000
Alpert Jewish Community Center 3801 E Willow St Long Beach CA 90815	none	501c3	General Support	10,000
Abraham Geiger College 633 Third Avenue 6th Floor New York NY	none	501c3	General Support	30,000
Aquarium of the Pacific 320 Golden Shore Long Beach CA	none	501c3	General Support	106,750
The Paralysis Project P O Box 627 Glendale CA	none	501c3	General Support	5,000
Project Self-Sufficiency 18685 Main St #A109 Huntington Beach CA	none	501c3	General Support	5,000
California Conference for Equality and Justice 444 West Ocean #940 Long Beach CA	none	501c3	General Support	5,000
International Society for Yad Vashem 500 Fifth Avenue Floor 42 New York NY	none	501c3	General Support	30,000
Orange County Community Housing Corporation 1833 E 17th St. #207 Santa Ana CA	none	501c3	General Support	25,000
SEE-USA 211 E Chicago Ave. #1020 Chicago IL	none	501c3	General Support	10,000
World Union for Progressive Judaism 633 Third Avenue New York NY	none	501c3	General Support	55,000
Total				513,750
b Approved for future payment				
Hillel of Greater Long Beach 3801 E Willow St Long Beach CA 90815	none	501c3	General Support	35,000
Jewish Federation of Greater Long Beach 3801 E Willow St Long Beach CA 90815	none	501c3	General Support	75,000
The Washington Institute 1828 L Street NW #1050 Washington DC	none	501c3	General Support	150,000
Hillel, The Foundation for Jewish Campus Life 800 8th Street NW Washington DC	none	501c3	General Support	30,000
Jewish Community Foundation of Long Beach and W 3801 E Willow St Long Beach CA 90815	none	501c3	General Support	160,000
Abraham Geiger College 633 Third Avenue 6th Floor New York NY	none	501c3	General Support	60,000
Aquarium of the Pacific 320 Golden Shore Long Beach CA	none	501c3	General Support	300,000
International Society for Yad Vashem 500 Fifth Avenue Floor 42 New York NY	none	501c3	General Support	30,000
Orange County Community Housing Corporation 1833 E 17th St. #207 Santa Ana CA	none	501c3	General Support	25,000
Total				1,285,000

Schedule K-1
(Form 999)

Statement to 2009 IRS Form 8865
Negeventure Ltd
EIN: 98-0633051

Statement to Schedule A-1

The following partners in Negeventure Ltd are U.S. persons that owned a 10% or greater direct interest in the foreign partnership.

1. Wakefield Investments LLC
EIN: 51-0428873
Address: c/o Katz, Fram and Co
11620 Wilshire Boulevard Suite 580
Los Angeles, CA 90025
2. Red Cedar Investment, Inc.
EIN: 32-0046884
Address: c/o Katz, Fram and Co
11620 Wilshire Boulevard Suite 580
Los Angeles, CA 90025
3. Robert Peckar
SSN: [REDACTED]
Address: PO Box 435 Rionda Court
Alpine, NJ 07620
4. Soref-Breslauer Texas Foundation
EIN: 20-2226858
Address: c/o Stephen Breslauer
7602 Coachwood Drive
Houston, TX 77071-2303
5. Breslauer-Soref Foundation
EIN: 20-2100908
Address: c/o Jim Breslauer
5984 Spinnaker Bay Drive
Long Beach, CA 90803

Statement to 2009 IRS Form 8865
Negeventure Ltd
EIN: 98-0633051

Balance Sheet

Other assets	End of tax year
Capitalized start up expenditures	1,020,822
Other current liabilities	
Other	72

Statement to 2009 IRS Form 8865
Negeventure Ltd
EIN: 98-0633051

Acquisition Statement

Negeventure Ltd ("NVL") was recognized for U.S. tax purposes as a foreign disregarded entity for the period September 23, 2008 to July 29, 2009 (see attached notice). NVL did not have any activities and did not own any assets for the period it was recognized as a foreign disregarded entity. On July 30, 2009 various other shareholders (treated as members for U.S. tax purposes) acquired shares (treated as partnership interests) in NVL. Pursuant to Treas. Reg. §301.7701-3(f)(2), a disregarded single member entity is classified as a partnership when the entity acquires additional members and the addition of other members creates a deemed contribution to the newly formed partnership.

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year
 Recipient(s) paid during the year

Name
 The Investigative Project on Terrorism Foundation Person Business

Street
 5505 Connecticut Ave NW #341

City Washington State DC Zip code 20015 Foreign Country

Relationship none Foundation Status 501c3

Purpose of grant/contribution
 General Support Amount 25,000

Name Person Business

Street

City State Zip code Foreign Country

Relationship Foundation Status

Purpose of grant/contribution Amount 0

Name Person Business

Street

City State Zip code Foreign Country

Relationship Foundation Status

Purpose of grant/contribution Amount 0

Name Person Business

Street

City State Zip code Foreign Country

Relationship Foundation Status

Purpose of grant/contribution Amount 0

Name Person Business

Street

City State Zip code Foreign Country

Relationship Foundation Status

Purpose of grant/contribution Amount 0

Name Person Business

Street

City State Zip code Foreign Country

Relationship Foundation Status

Purpose of grant/contribution Amount 0

Continuation of Part XV, Line 3b (990-PF) - Grants and Contributions Approved for Future Payment
Recipient(s) approved for future payments

Name
 SEE-USA Person Business

Street
 211 E. Chicago Ave. #1020

City Chicago State IL Zip code 60611 Foreign Country

Relationship none Foundation Status 501c3

Purpose of grant/contribution
 General Support Amount 20,000

Name
 World Union for Progressive Judaism Person Business

Street
 633 Third Avenue

City New York State NY Zip code 10017 Foreign Country

Relationship none Foundation Status 501c3

Purpose of grant/contribution
 General Support Amount 150,000

Name
 Ronald McDonald Chanties Person Business

Street
 765 S Pasadena Avenue

City Pasadena State CA Zip code 91105 Foreign Country

Relationship none Foundation Status 501c3

Purpose of grant/contribution
 General Support Amount 250,000

Name Person Business

Street

City State Zip code Foreign Country

Relationship Foundation Status

Purpose of grant/contribution
 Amount 0

Name Person Business

Street

City State Zip code Foreign Country

Relationship Foundation Status

Purpose of grant/contribution
 Amount 0

Name Person Business

Street

City State Zip code Foreign Country

Relationship Foundation Status

Purpose of grant/contribution
 Amount 0

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

		Amount				Totals							
		Long Term CG Distributions	Short Term CG Distributions			Securities	Other sales	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss			
			26,008					2,092,729	2,346,991			-254,262	
								0	0			0	
Index	Check Box if Gain/Loss is From Sale of Security	Description	CUSIP #	Purchaser	Check Box if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis (Enter one field only)		Expense of Sale and Cost of Improvements	Depreciation
										Cost	Donated Value		
1	X	610 772 American New World F				5/18/2007	P	5/12/2009	22,000	33,094			
2	X	39130 742 First Eagle				1/23/2004	P	5/12/2009	660,136	727,049			
3	X	9715 First Eagle				8/29/2006	P	5/12/2009	163,892	252,979			
4	X	1 First Eagle				9/1/2006	P	5/12/2009	17	26			
5	X	32608 696 Pimco Diversified				3/11/2005	P	5/12/2009	300,000	361,631			
6	X	1033 058 Del Emerg Mkt				1/23/2004	P	5/12/2009	10,000	12,417			
7	X	1929 26 Columbia Marsico				3/7/2005	P	5/12/2009	30,000	35,093			
8	X	1735 083 FPA Perennial				3/4/2005	P	5/12/2009	41,000	56,026			
9	X	18165 3040 FPA New World				1/23/2004	P	5/12/2009	200,000	206,358			
10	X	10010 01 Pimco Diversified				1/23/2004	P	8/25/2009	100,000	111,011			
11	X	18115 942 FPA New Income				1/23/2004	P	8/25/2009	200,000	205,797			
12	X	4974 49 Pimco Diversified				3/11/2005	P	11/19/2009	52,630	55,167			
13	X	18655 Pimco Diversified				10/24/2005	P	11/19/2009	197,370	205,952			
14	X	3337 784 IVA Worldwide				5/12/2009	P	11/19/2009	49,676	43,258			
15	X	1047 12 Columbia Marsico				3/7/2005	P	11/19/2009	20,000	19,047			
16	X	683 995 FPA Perennial				3/4/2005	P	11/19/2009	20,000	22,086			

Line 16b (990-PF) - Accounting Fees

		1,300	640	0	0
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Jennifer T Hirsch CPA	1,300	640		
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 16c (990-PF) - Other Fees

		33,089	33,084	0	0
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Merrill Lynch	33,089	33,084		
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

		140	30	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Amortization See attached statement	0	0	0	0
2	Filing Fees	110			
3	Bank Fees	30	30		
4					
5					
6					
7					
8					
9					
10					

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		7,887,193	8,678,657	7,887,193	0	
	Description	Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	Vanguard Dividend Fund	9,440	378,922	442,358	378,922	
2	IVA Worldwide	76,100	-	1,117,155		
3	Delaware Emerging Markets	10,346	86,827	140,508	86,827	
4	Evergreen Asset	59,073	554,111	671,668	554,111	
5	PIMCO Real Return Fund	51,062	811,833	550,968	811,833	
6	FPA Perennial Fund	3,491	123,716	106,991	123,716	
7	Columbia Marsico Focused Equity Cl A	5,363	123,019	102,826	123,019	
8	SPDR Gold Trust	4,780	413,566	512,942	413,566	
9	Jennison Natural Resources Fund	9,520	252,907	439,391	252,907	
10	Artio International Equity Fund	9,990	98,909	117,692	98,909	
11	PIMCO All Asset Fund	101,576	1,019,827	1,160,003	1,019,827	
12	PIMCO Diversified Income Fund	98,154	1,415,511	1,041,424	1,415,511	
13	FPA New Income Fund	168,381	2,243,109	1,838,731	2,243,109	
14	American New World Fund	2,793	106,779	131,782	106,779	
15						
16	Powershares Water	18,043	258,157	304,218	258,157	
17						

Part II, Line 13 (990-PF) - Investments - Other

			0	750,000	750,000
	Item or Category	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	NEGEVENTURE LTD	AT COST		750,000	750,000
2					
3					
4					
5					
6					
7					
8					
9					
10					

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

		Amount											
Long Term CG Distributions		0											
Short Term CG Distributions		26,008											
				Totals	2,066,721	0	2,346,991	-280,270	0	0	0	-280,270	
	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
1	610 772 Amcanan New World Fund		P	5/18/2007	5/12/2009	22,000	0	33,094	-11,094			0	-11,094
2	39130 742 First Eagle		P	1/23/2004	5/12/2009	660,138	0	727,049	-66,913			0	-66,913
3	9715 First Eagle		P	8/29/2006	5/12/2009	163,892	0	252,979	-89,087			0	-89,087
4	1 First Eagle		P	9/1/2006	5/12/2009	17	0	26	-9			0	-9
5	32608 696 Pimco Diversified		P	3/11/2005	5/12/2009	300,000	0	361,631	-61,631			0	-61,631
6	1033 058 Del Emerg Mkt		P	1/23/2004	5/12/2009	10,000	0	12,417	-2,417			0	-2,417
7	1929 26 Columbia Marsco		P	3/7/2005	5/12/2009	30,000	0	35,093	-5,093			0	-5,093
8	1735 083 FPA Perennial		P	3/4/2005	5/12/2009	41,000	0	56,026	-15,026			0	-15,026
9	18165 3040 FPA New World		P	1/23/2004	5/12/2009	200,000	0	206,358	-6,358			0	-6,358
10	10010 01 Pimco Diversified		P	1/23/2004	8/25/2009	100,000	0	111,011	-11,011			0	-11,011
11	18115 942 FPA New Income		P	1/23/2004	8/25/2009	200,000	0	205,797	-5,797			0	-5,797
12	4974 49 Pimco Diversified		P	3/11/2005	11/19/2009	52,630	0	55,167	-2,537			0	-2,537
13	18655 Pimco Diversified		P	10/24/2005	11/19/2009	197,370	0	205,952	-8,582			0	-8,582
14	3337 784 IVA Worldwide		P	5/12/2009	11/19/2009	49,676	0	43,258	6,418			0	6,418
15	1047 12 Columbia Marsco		P	3/7/2005	11/19/2009	20,000	0	19,047	953			0	953
16	683 995 FPA Perennial		P	3/4/2005	11/19/2009	20,000	0	22,086	-2,086			0	-2,086