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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

, and ending

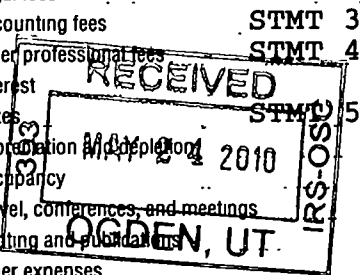
G Check all that apply:

☐ 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 BLOOMFIELD FAMILY FOUNDATION		A Employer identification number 20-6156014
	Number and street (or P O box number if mail is not delivered to street address) 1262 CORSICA DRIVE	Room/suite	B Telephone number (310) 454-5571
	City or town, state, and ZIP code PACIFIC PALISADES, CA 90272		C If exemption application is pending, check here ☐ D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 12,036,982.		J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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))		(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		900,000.		N/A	
2 Check ☐ If the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		63,906.	63,906.		STATEMENT 1
4 Dividends and interest from securities		185,466.	185,466.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<573,258.>			
b Gross sales price for all assets on line 6a		2,194,694.			
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		576,114.	249,372.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		4,125.	0.		4,125.
c Other professional fees		35,833.	35,833.		0.
17 Interest					
18 Taxes		3,618.	3,608.		10.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		43,576.	39,441.		4,135.
25 Contributions, gifts, grants paid		600,000.			600,000.
26 Total expenses and disbursements. Add lines 24 and 25		643,576.	39,441.		604,135.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<67,462.>			
b Net investment income (if negative, enter -0-)			209,931.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments	2,509,619.	2,300,416.	2,300,416.	
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock STMT 7	8,517,646.	8,662,831.	8,654,841.	
	c Investments - corporate bonds STMT 8	1,054,360.	1,066,063.	1,081,725.	
11 Investments - land, buildings, and equipment: basis ▶					
Less: accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other					
14 Land, buildings, and equipment: basis ▶					
Less: accumulated depreciation ▶					
15 Other assets (describe ▶)	0.	0.	0.		
16 Total assets (to be completed by all filers)	12,081,625.	12,029,310.	12,036,982.		
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds	0.	0.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds	12,081,625.	12,029,310.		
30 Total net assets or fund balances	12,081,625.	12,029,310.			
31 Total liabilities and net assets/fund balances	12,081,625.	12,029,310.			

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	12,081,625.
2 Enter amount from Part I, line 27a	2	<67,462.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	15,147.
4 Add lines 1, 2, and 3	4	12,029,310.
5 Decreases not included in line 2 (itemize) ▶	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	12,029,310.

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 MERRILL LYNCH #37544 - SEE ATTACHED	P	VARIOUS	VARIOUS
1b MERRILL LYNCH #37544 - SEE ATTACHED	P	VARIOUS	VARIOUS
1c MERRILL LYNCH #37672 - SEE ATTACHED	P	VARIOUS	VARIOUS
1d MERRILL LYNCH #37672 - SEE ATTACHED	P	VARIOUS	VARIOUS
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 206,405.		211,793.	<5,388.>
b 1,802,902.		2,380,488.	<577,586.>
c 70,696.		54,366.	16,330.
d 114,691.		121,305.	<6,614.>
e			

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			<5,388.>
b			<577,586.>
c			16,330.
d			<6,614.>
e			

2 Capital gain net income or (net capital loss)	2	<573,258.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	483,612.	12,026,803.	.040211
2007	343,042.	9,832,179.	.034890
2006	346,608.	7,033,404.	.049280
2005	223,896.	7,190,879.	.031136
2004	8,200.	5,747,888.	.001427

2 Total of line 1, column (d)	2	.156944
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	.031389
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	9,978,596.
5 Multiply line 4 by line 3	5	313,218.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,099.
7 Add lines 5 and 6	7	315,317.
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.	8	604,135.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	2,099.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		3	2,099.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	2,099.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	2,812.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,812.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	713.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ☒ 713. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2	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? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	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?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	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)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	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 ► MARGARET BLOOMFIELD Located at ► 1262 CORSICA DRIVE, PACIFIC PALISADES, CA	Telephone no. ► (310) 454-5571 ZIP+4 ► 90272		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	

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

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

	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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
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(i)(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? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see 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. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 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)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

X

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

7b

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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

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

(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
MARGARET BLOOMFIELD	PRESIDENT/DIRECTOR			
1262 CORSICA DRIVE				
PACIFIC PALISADES, CA 90272	1.00	0.	0.	0.

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

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

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

0

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Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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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	8,097,414.	
b Average of monthly cash balances	1b	2,017,730.	
c Fair market value of all other assets	1c	15,410.	
d Total (add lines 1a, b, and c)	1d	10,130,554.	
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	10,130,554.	
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	151,958.	
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,978,596.	
6 Minimum investment return. Enter 5% of line 5	6	498,930.	

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	498,930.
2a Tax on investment income for 2009 from Part VI, line 5	2a	2,099.	
b Income tax for 2009. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b	2c	2,099.	
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	496,831.	
4 Recoveries of amounts treated as qualifying distributions	4	0.	
5 Add lines 3 and 4	5	496,831.	
6 Deduction from distributable amount (see instructions)	6	0.	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	496,831.	

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	604,135.	
b Program-related investments - total from Part IX-B	1b	0.	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2		
3 Amounts set aside for specific charitable projects that satisfy the:			
a Suitability test (prior IRS approval required)	3a		
b Cash distribution test (attach the required schedule)	3b		
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	604,135.	
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	2,099.	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	602,036.	

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				496,831.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			594,307.	
b Total for prior years:		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: ▶ \$ 604,135.				
a Applied to 2008, but not more than line 2a			594,307.	
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				9,828.
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:	0.			
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 instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				487,003.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	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 XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:
(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

- ### 1 Information Regarding Foundation Managers:

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

MARGARET BLOOMFIELD

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 9				
Total				600,000.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		Related or exempt function income
1 Program service revenue:						
a						
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	63,906.		
4 Dividends and interest from securities			14	185,466.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	<573,258.>		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a						
b						
c						
d						
e						
12 Subtotal. Add columns (b), (d), and (e)		0.		<323,886.>		0.
13 Total. Add line 12, columns (b), (d), and (e)						<323,886.>

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

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

[illegible]

Part XVII. Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | Yes | No |
|----------|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer or trustee <u>Margaret M Bloomfield</u>		Date <u>5/17/10</u>		Title <u>President</u>	
	Preparer's signature <u>[Signature]</u>		Date <u>5/13/10</u>		Check if self-employed ☐	
Paid Preparer's Use Only	Firm's name (or yours if self-employed) <u>DELOITTE TAX LLP</u>				EIN <u>86-1065772</u>	
	address, and ZIP code <u>350 SOUTH GRAND AVENUE, #200</u> <u>LOS ANGELES, CALIFORNIA 90071-3462</u>				Phone no. <u>(213) 688-0800</u>	

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization

Employer identification number

BLOOMFIELD FAMILY FOUNDATION

20-6156014

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**☒

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules☐

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Employer identification number

BLOOMFIELD FAMILY FOUNDATION

20-6156014

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	WILLIAM E. BLOOMFIELD JR. 940 1ST STREET MANHATTAN BEACH, CA 90266	\$ 900,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
MERRILL LYNCH - #37544	63,906.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	63,906.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MERRILL LYNCH - #37544	170,645.	0.	170,645.
MERRILL LYNCH - #37672	14,821.	0.	14,821.
TOTAL TO FM 990-PF, PART I, LN 4	185,466.	0.	185,466.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,125.	0.		4,125.
TO FORM 990-PF, PG 1, LN 16B	4,125.	0.		4,125.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	35,259.	35,259.		0.
ACCOUNT FEES	249.	249.		0.
CUSTODIAN FEES	325.	325.		0.
TO FORM 990-PF, PG 1, LN 16C	35,833.	35,833.		0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FRANCHISE TAX BOARD	10.	0.		10.	
FOREIGN TAXES	3,608.	3,608.		0.	
TO FORM 990-PF, PG 1, LN 18	3,618.	3,608.		10.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
DESCRIPTION		AMOUNT	
PRIOR PERIOD ADJUSTMENT FOR BOND COST BASIS		15,147.	
TOTAL TO FORM 990-PF, PART III, LINE 3		15,147.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
EQUITIES	8,662,831.	8,654,841.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,662,831.	8,654,841.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CORPORATE BONDS	1,066,063.	1,081,725.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,066,063.	1,081,725.	

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 9

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
THE UNIVERSITY OF ARIZONA FOUNDATION - MARVIN D. "SWEDE" JOHNSON BUILDING, 111 NORTH CHERRY AVENUE, P.O. BOX 210109 TUCSON, AZ 85721-0109	NONE EDUCATION	PUBLIC CHARITY	10,000.
CHILDREN'S HOSPITAL LOS ANGELES DEPARTMENT #7924 LOS ANGELES, CA 90084-7924	NONE RESEARCH	PUBLIC CHARITY	60,000.
CITY OF HOPE 1055 WILSHIRE BLVD LOS ANGELES, CA 90017	NONE RESEARCH	PUBLIC CHARITY	50,000.
LITTLE COMPANY OF MARY COMMUNITY HEALTH FOUNDATION 4101 TORRANCE BLVD TORRANCE, CA 90503	NONE RESEARCH	PUBLIC CHARITY	10,000.
LOS ANGELES BIOMEDICAL RESEARCH INSTITUTE AT HARBOR-UCLA MEDICAL CENTER - 1124 WEST CARSON ST TORRANCE, CA 90502	NONE RESEARCH	PUBLIC CHARITY	10,000.
UCLA - OPERATION MEND 10920 WILSHIRE BOULEVARD, SUITE 1400 LOS ANGELES, CA 90024-6516	NONE RESEARCH	PUBLIC CHARITY	100,000.
UCLA - HEALTH SYSTEM 10920 WILSHIRE BOULEVARD, SUITE 1400 LOS ANGELES, CA 90024-6516	NONE RESEARCH	PUBLIC CHARITY	100,000.
UCLA INSTITUTE FOR STEM CELL BIOLOGY/MEDICINE 10920 WILSHIRE BOULEVARD, SUITE 1400 LOS ANGELES, CA 90024-6516	NONE RESEARCH	PUBLIC CHARITY	50,000.

BLOOMFIELD FAMILY FOUNDATION

20-6156014

WINGS 793 ASHBURY STREET SAN FRANCISCO, CA 94117	NONE EDUCATION	PUBLIC CHARITY	40,000.
UCLA WOMEN'S HEALTH CENTER 10920 WILSHIRE BOULEVARD, SUITE 1400 LOS ANGELES, CA 90024-6516	NONE RESEARCH	PUBLIC CHARITY	50,000.
NATIONAL PARKINSON FOUNDATION 1501 N.W. 9TH AVE/BOB HOPE RD. MIAMI, FL 33136-1494	NONE RESEARCH	PUBLIC CHARITY	10,000.
UCLA FOUNDATION 10920 WILSHIRE BOULEVARD, SUITE 1400 LOS ANGELES, CA 90024-6516	NONE RESEARCH	PUBLIC CHARITY	100,000.
JUNIOR ACHIEVEMENT OF SOUTHERN CALIFORNIA 6250 FOREST LAWN DR LOS ANGELES, CA 90068	NONE EDUCATION	PUBLIC CHARITY	10,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			600,000.

Reed Conner & Birdwell, LLC
REALIZED GAINS AND LOSSES
Bloomfield Family Foundation
16H37672

i4004

From 01-01-09 Through 12-31-09

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
06-05-08	02-23-09	875	UBS AG SHS	22,112.13	7,258.63	-14,853.50	
12-17-08	02-23-09	200	UBS AG SHS	2,795.00	1,639.12	-1,155.88	
01-23-08	03-31-09	104	HSBC Rights	0.00	0.00		0.00
03-07-08	03-31-09	121	HSBC Rights	0.00	0.00		0.00
01-23-08	04-08-09	800	ERICSSON CO ADR	8,700.00	7,083.81		-1,616.19
12-18-08	04-22-09	200	PETRO BRASILEIRO SA PETRO	4,650.92	6,512.83	1,861.91	
11-26-08	05-18-09	601	ICICI BANK LTD	8,042.13	18,167.29	10,125.16	
03-14-08	05-22-09	800	ACERGY SA ADR	17,412.48	7,485.18		-9,927.30
11-05-08	07-07-09	1,100,000	AES CORP COM	8,139.74	11,960.77	3,821.03	
11-05-08	08-21-09	350,000	AES CORP COM	2,589.92	4,957.62	2,367.70	
01-23-08	10-14-09	249	BARCLAYS PLC ADR	9,282.72	6,178.77		-3,103.95
11-26-08	10-14-09	299	ICICI BANK LTD	4,001.00	12,091.85	8,090.85	
03-06-09	10-14-09	200	ICICI BANK LTD	2,035.00	8,088.19	6,053.19	
01-23-08	10-14-09	188	HSBC HOLDINGS PLC ADR	14,271.08	10,912.35		-3,358.73
03-14-08	11-10-09	170	ACERGY SA ADR	3,700.15	2,421.11		-1,279.04
07-18-08	11-10-09	200	ACERGY SA ADR	3,413.00	2,848.37		-564.63
10-21-08	11-10-09	1,300	ACERGY SA ADR	8,245.64	18,514.40		10,268.76
01-23-08	12-08-09	1,180	TOKIO MARINE HOLDINGS INC ADR	38,397.20	34,608.39		-3,788.81
01-23-08	12-18-09	400	COCA COLA FEMSA S.A.B DE C.V. ADR	17,882.68	24,638.33		6,755.65
TOTAL GAINS						32,319.85	17,024.41
TOTAL LOSSES						-15,989.38	-23,638.65
TOTAL REALIZED GAIN/LOSS						16,330.47	-6,614.24

TOTAL REALIZED GAIN/LOSS 9,716.23

Reed Conner & Birdwell, LLC
REALIZED GAINS AND LOSSES
Bloomfield Family Foundation, Margaret Bloomfield, Trustee
16H37544
1055
From 01-01-09 Through 12-31-09

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
05-29-08	01-07-09	6,300,000	ANNALY CAP MGMT INC COM	112,892.66	99,625.69	-13,266.97	
05-03-04	01-30-09	2,000,000	TIME WARNER INC COM	34,280.00	18,537.22		-15,742.78
06-08-04	01-30-09	2,000,000	TIME WARNER INC COM	34,700.00	18,537.21		-16,162.79
12-16-04	01-30-09	3,000,000	TIME WARNER INC COM	58,350.00	27,805.82		-30,544.18
10-19-06	01-30-09	2,000,000	TIME WARNER INC COM	39,460.00	18,537.22		-20,922.78
12-15-06	01-30-09	2,500,000	TIME WARNER INC COM	54,450.00	23,171.52		-31,278.48
03-14-07	01-30-09	2,000,000	TIME WARNER INC COM	38,780.00	18,537.21		-20,242.79
12-12-07	01-30-09	2,500,000	TIME WARNER INC COM	42,625.00	23,171.52		-19,453.48
06-21-04	02-02-09	2,400,000	IMS HEALTH INC COM	58,440.00	35,118.38		-23,321.62
12-16-04	02-02-09	2,600,000	IMS HEALTH INC COM	60,814.00	38,044.91		-22,769.09
05-02-05	02-02-09	1,000,000	IMS HEALTH INC COM	24,070.00	14,632.66		-9,437.34
01-17-07	02-02-09	1,000,000	IMS HEALTH INC COM	27,946.00	14,632.66		-13,313.34
01-31-07	02-02-09	1,000,000	IMS HEALTH INC COM	28,560.00	14,632.66		-13,927.34
03-14-07	02-02-09	1,400,000	IMS HEALTH INC COM	38,527.02	20,485.72		-18,041.30
12-10-07	02-02-09	2,600,000	IMS HEALTH INC COM	60,866.00	38,044.90		-22,821.10
10-19-04	02-17-09	2,100,000	CIGNA CORP COM	42,423.85	41,906.61		-517.24
03-30-07	02-17-09	600,000	CIGNA CORP COM	28,586.00	11,973.32		-16,612.68
12-10-07	02-17-09	1,000,000	CIGNA CORP COM	55,350.00	19,955.53		-35,394.47
03-17-08	02-17-09	1,000,000	CIGNA CORP COM	39,410.60	19,955.52	-19,455.08	
04-16-08	03-31-09	958	HSBC Rights	0.00	0.00	0.00	
04-16-08	04-14-09	0	HSBC Rights	0.00	2.84	2.84	
03-08-07	04-16-09	2,100,000	GENERAL ELECTRIC CO	72,653.91	25,315.28		-47,338.63
08-21-06	05-15-09	500,000	AMERICAN GEN FIN MEDTM SRNT BE	490,645.00	500,000.00		9,355.00
12-15-05	06-12-09	4,300,000	CONAGRA FOODS INC COM	87,530.80	83,291.00		-4,239.80
12-15-06	06-12-09	300,000	CONAGRA FOODS INC COM	7,962.00	5,811.00		-2,151.00
02-08-07	06-12-09	500,000	CONAGRA FOODS INC COM	12,775.00	9,685.00		-3,090.00

Reed Conner & Birdwell, LLC
REALIZED GAINS AND LOSSES
Bloomfield Family Foundation, Margaret Bloomfield, Trustee
16H37544

1055

From 01-01-09 Through 12-31-09

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
02-22-07	06-12-09	1,900 000	CONAGRA FOODS INC COM	48,640 00	36,803 00		-11,837 00
10-03-07	06-12-09	1,700 000	CONAGRA FOODS INC COM	43,262.96	32,929.00		-10,333.96
10-18-07	06-12-09	2,300 000	CONAGRA FOODS INC COM	55,982 00	44,551 01		-11,430.99
11-24-04	07-07-09	6,300 000	AES CORP COM	80,325 00	68,502.61		-11,822.39
01-17-07	07-07-09	700 000	AES CORP COM	14,729 61	7,611 40		-7,118.21
05-03-04	07-21-09	1,000 000	MATTEL INC COM	17,150 00	17,778 41		628 41
05-11-04	07-21-09	1,000,000	MATTEL INC COM	17,400.00	17,778 41		378 41
06-08-04	07-21-09	900,000	MATTEL INC COM	15,849 00	16,000.57		151.57
06-08-04	09-28-09	1,100 000	MATTEL INC COM	19,371.00	19,896.40		525.40
01-31-07	09-28-09	1,000 000	MATTEL INC COM	24,080 00	18,087.63		18,087.63
10-18-07	09-28-09	1,500 000	MATTEL INC COM	32,709.32	27,131.45		-5,577.87
02-03-09	09-28-09	4,800 000	MATTEL INC COM	59,489 33	86,820 65	27,331 32	
05-29-08	11-04-09	5,100,000	ANNALY CAP MGMT INC COM	91,389 30	87,472 34		-3,916.96
09-04-08	11-04-09	4,100 000	ANNALY CAP MGMT INC COM	59,717.77	70,320.90		10,603 13
05-03-04	11-24-09	1,800 000	COMCAST CORP NEW CL A	36,192 00	27,103.86		-9,088 14
05-11-04	11-24-09	1,950 000	COMCAST CORP NEW CL A	37,063 00	29,362 52		-7,700 48
06-08-04	11-24-09	3,750 000	COMCAST CORP NEW CL A	73,950.00	56,466.38		-17,483 62
04-19-05	11-24-09	600 000	COMCAST CORP NEW CL A	12,780.08	9,034.62		-3,745 46
10-13-05	11-24-09	900 000	COMCAST CORP NEW CL A	16,422.90	13,551.93		-2,870.97
11-04-05	11-24-09	300 000	COMCAST CORP NEW CL A	5,420.00	4,517 31		-902 69
02-08-07	11-24-09	1,200,000	COMCAST CORP NEW CL A	33,144 00	18,069 24		-15,074.76

Reed Conner & Birdwell, LLC
REALIZED GAINS AND LOSSES
Bloomfield Family Foundation, Margaret Bloomfield, Trustee
16H37544

1055

From 01-01-09 Through 12-31-09

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
02-22-07	11-24-09	1,000,000	COMCAST CORP NEW CL A	27,390.00	15,057.70		-12,332.30
03-01-07	11-24-09	1,500,000	COMCAST CORP NEW CL A	38,625.00	22,586.55		-16,038.45
09-19-07	11-24-09	2,000,000	COMCAST CORP NEW CL A	49,100.00	30,115.41		-18,984.59
10-02-07	11-24-09	3,300,000	COMCAST CORP NEW CL A	80,212.44	49,690.42		-30,522.02
12-10-07	11-24-09	2,700,000	COMCAST CORP NEW CL A	49,788.00	40,655.80		-9,132.20
TOTAL GAINS						27,334.16	21,641.92
TOTAL LOSSES						-32,722.05	-599,227.66
TOTAL REALIZED GAIN/LOSS						2,592,280.55	2,009,306.92
						-582,973.63	-577,585.74