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Form **990-PF**

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

OMB No 1545-0052

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

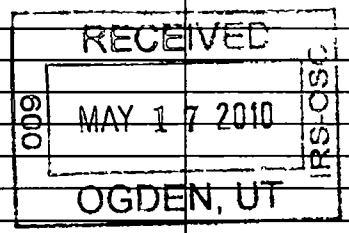
For calendar year 2009, or tax year beginning , and ending

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 FREEMAN E. FAIRFIELD FOUNDATION		A Employer identification number 23-7055338
	Number and street (or P O box number if mail is not delivered to street address) PO BOX 7798	Room/suite	B Telephone number (see page 10 of the instructions) 562-984-2045
	City or town, state, and ZIP code LONG BEACH CA 90807-0798		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 2,888,235	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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 checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	12,000	12,000		
4 Dividends and interest from securities	19,838	19,838		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)		0		
8 Net short-term capital gain			0	
9 Income modifications				
10a Gross sales less returns & allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) STMT 1	256	256		
12 Total. Add lines 1 through 11	32,094	32,094	0	
13 Compensation of officers, directors, trustees, etc.	37,500	18,750		18,750
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule) STMT 2	150	75		75
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) STMT 3	650	650		
19 Depreciation (attach schedule) and depletion STMT 4	221			
20 Occupancy	7,990	3,995		3,995
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (att. sch) STMT 5	3,911	2,281		1,630
24 Total operating and administrative expenses. Add lines 13 through 23	50,422	25,751		24,450
25 Contributions, gifts, grants paid	117,662			117,662
26 Total expenses and disbursements. Add lines 24 and 25	168,084	25,751	0	142,112
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-135,990			
b Net investment income (if negative, enter -0-)		6,343		
c Adjusted net income (if negative, enter -0-)			0	



SCANNED MAY 18 2010
Operating and Administrative Expenses

14P

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	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	50	50	50
	2	Savings and temporary cash investments	145,145	40,278	40,278
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7	Other notes and loans receivable (att. schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	3,184	1,252	1,252
	10a	Investments—U.S. and state government obligations (attach schedule) STMT 6	2,091,544	1,978,313	1,978,313
	b	Investments—corporate stock (attach schedule) SEE STMT 7	975,079	1,059,340	868,342
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch.) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ 9,584 Less: accumulated depreciation (attach sch.) ▶ STMT 8 8,953	852	631	
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	3,215,854	3,079,864	2,888,235	
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 (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	3,215,854	3,079,864		
30	Total net assets or fund balances (see page 17 of the instructions)	3,215,854	3,079,864		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,215,854	3,079,864		

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	3,215,854
2	Enter amount from Part I, line 27a	2	-135,990
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,079,864
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,079,864

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	N/A			
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	[If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]		2
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	[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	165,187	3,110,669	0.053103
2007	159,280	3,328,082	0.047859
2006	145,096	3,254,028	0.044590
2005	152,925	3,320,666	0.046053
2004	187,310	3,391,866	0.055223
2	Total of line 1, column (d)		0.246828
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		0.049366
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5		2,861,721
5	Multiply line 4 by line 3		141,272
6	Enter 1% of net investment income (1% of Part I, line 27b)		63
7	Add lines 5 and 6		141,335
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.		142,112

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling 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	63
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	63
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	63
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	652
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	652
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	589
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax 130 Refunded	11	459

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 page 19 of the 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. ▶ \$ _____ (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? If "Yes," attach a detailed description of the activities		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a 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? If "No," attach explanation	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)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		

N/A

N/A

Part VII-A Statements Regarding Activities (continued)

<p>11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)</p>	11		X
<p>12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?</p>	12		X
<p>13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A</p>	13	X	
<p>14 The books are in care of ► GARY J. TUCKER Telephone no. ► 714-965-4505 9550 WARNER AVE., #360 Located at ► FOUNTAIN VALLEY, CA ZIP+4 ► 92708</p>			
<p>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</p>	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
<p>1a During the year did the foundation (either directly or indirectly):</p> <p>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>			
<p>b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here</p>	N/A	► <input type="checkbox"/>	1b
<p>c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?</p>	N/A		1c
<p>2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))</p> <p>a At the end of tax year 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 ► 20 , 20 , 20 , 20</p> <p>b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions.)</p> <p>c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20 , 20 , 20 , 20</p>	N/A		
<p>3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?</p>	N/A		
<p>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.)</p>	N/A		3b
<p>4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?</p>			4a
<p>b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?</p>			4b

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 N/A **5b**

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No **N/A**

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No **6b** **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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **7b** **N/A**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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
PIERRE E. AUW 1837 PACIFIC COAST HWY #229 HERMOSA BEACH CA 90254	TRUSTEE 2.00	5,000	0	0
GLENN J. CONWAY 5402 E. PEABODY ST. LONG BEACH CA 90808	TRUSTEE 2.00	15,000	0	0
GARY J. TUCKER 9550 WARNER AVE., STE 360 FOUNTAIN VALLEY CA 92708	TRUSTEE 2.00	15,000	0	0
RONALD H. DULIN 729 E. WILLOW ST. SIGNAL HILL CA 90755	TRUSTEE 2.00	2,500	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

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		

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see 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 N/A	
2	
3 All other program-related investments. See page 24 of the instructions	

Total. Add lines 1 through 3 ▶

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	2,696,088
b	Average of monthly cash balances	1b	206,607
c	Fair market value of all other assets (see page 24 of the instructions)	1c	2,606
d	Total (add lines 1a, b, and c)	1d	2,905,301
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	2,905,301
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	43,580
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,861,721
6	Minimum investment return. Enter 5% of line 5	6	143,086

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	143,086
2a	Tax on investment income for 2009 from Part VI, line 5	2a	63
b	Income tax for 2009 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	63
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	143,023
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	143,023
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	143,023

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	142,112
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	142,112
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	63
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	142,049

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				143,023
2	Undistributed income, if any, as of the end of 2009:				
a	Enter amount for 2008 only				
b	Total for prior years: 20____, 20____, 20____				
3	Excess distributions carryover, if any, to 2009:				
a	From 2004	591			
b	From 2005				
c	From 2006				
d	From 2007				
e	From 2008	10,954			
f	Total of lines 3a through e	11,545			
4	Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 142,112				
a	Applied to 2008, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d	Applied to 2009 distributable amount				142,112
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	911			911
6	Enter the net total of each column as indicated below:				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	10,634			
b	Prior years' undistributed income. Subtract line 4b from line 2b				
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				
e	Undistributed income for 2008. Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
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)				
9	Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	10,634			
10	Analysis of line 9:				
a	Excess from 2005				
b	Excess from 2006				
c	Excess from 2007				
d	Excess from 2008	10,634			
e	Excess from 2009				

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

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

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

Part XV Supplementary Information (Complete this part only if the 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).)

N/A

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.

N/A

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

**GLENN J. CONWAY, TRUSTEE 562-984-2045
PO BOX 7798 LONG BEACH CA 90807**

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

SEE GUIDELINES ATTACHED

c Any submission deadlines:

MAY 1 EACH YEAR

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

SEE STATEMENT 9

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 10				117,662
Total				▶ 3a 117,662
b Approved for future payment N/A				
Total				▶ 3b

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions.

▶ Attach to your tax return.

Name(s) shown on return

FREEMAN E. FAIRFIELD FOUNDATION

Identifying number

23-7055338

Business or activity to which this form relates

INDIRECT DEPRECIATION

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount See the instructions for a higher limit for certain businesses	1	250,000
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	800,000
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0- If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2008 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2010 Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instr.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	221

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2009	17	0
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B—Assets Placed in Service During 2009 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property			27.5 yrs.	MM	S/L	
			27.5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year			40 yrs.	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations—see instructions	22	221
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

For Paperwork Reduction Act Notice, see separate instructions.

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per	Net Investment	Adjusted Net
	Books	Income	Income
SIGNAL HILL WEST	\$ 256	\$ 256	\$
TOTAL	\$ 256	\$ 256	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	UBS SERVICE FEES	\$ 150	\$ 75	\$
TOTAL	\$ 150	\$ 75	\$ 0	\$ 75

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	EXCISE TAX - 2008	\$ 650	\$ 650	\$
TOTAL	\$ 650	\$ 650	\$ 0	\$ 0

Statement 4 - Form 990-PF, Part I, Line 19 - Depreciation

Description	Date Acquired	Cost Basis	Prior Year	Current Year	Net Investment	Adjusted Net
			Depreciation	Depreciation	Income	Income
OFFICE FURN & EQUIP	6/01/71	\$ 3,014				
\$ 3,014 S/L				\$		\$
OFFICE FURN & EQUIP	6/01/75	747				
747 S/L						
ADDING MACHINE	6/01/78	201				
201 S/L						
IBM TYPEWRITER	6/10/87	873				
873 S/L						
CHAIR & PAD	1/12/88	148				
148 S/L						
CHECKWRITER	12/06/91	162				
162 S/L						
ADDING MACHINE	8/10/92	58				
58 S/L						
ANSWERING MACHINE	5/25/97	97				
97 S/L						
TELEPHONE	10/21/97	73				
73 S/L						

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description		Date Acquired	Cost Basis		
Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
XEROX COPIER 105-F			5/10/99	\$ 758	
\$ 731	S/L	10	\$ 27	\$	
COMPUTER SYSTEM			1/31/03	1,508	
1,508	S/L	5			
OFFICE FURNITURE			3/31/03	1,945	
1,120	S/L	10	194		
TOTAL				\$ 9,584	
\$ 8,732			\$ 221	\$ 0	\$ 0

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	\$	\$	\$	\$
EXPENSES				
OFFICE EXPENSES	314	157		157
TRUSTEE BOND	1,975	988		987
LIABILITY INSURANCE	872	436		436
TREASURY DIRECT FEE	100	50		50
FOREIGN TAX WITHHELD	650	650		
TOTAL	\$ 3,911	\$ 2,281	\$ 0	\$ 1,630

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
200M T BILLS DUE 01/02/09	\$ 197,830	\$	COST	\$
900M T BILLS DUE 05/21/09	896,178		COST	
1000M T BILLS DUE 05/28/09	997,536		COST	
900M T BILLS DUE 05/20/10		899,249	COST	899,249
880M T BILLS DUE 06/10/10		879,266	COST	879,266
200M T BILLS DUE 07/01/10		199,798	COST	199,798
TOTAL	\$ 2,091,544	\$ 1,978,313		\$ 1,978,313

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ALCOA INC	\$ 19,910	\$ 19,910	COST	\$ 8,060
GENERAL ELECTRIC	101,733	122,768	COST	60,520
INTEL	49,574	49,574	COST	32,640
MICROSOFT CORP	62,253	62,253	COST	48,768
ROYAL DUTCH PETROLEUM CO	21,100	21,100	COST	30,055
HEINZ H J CO	18,592	18,592	COST	21,380
BANK OF AMERICA CORP	72,415	97,470	COST	51,204
MONMOUTH RL EST INV CORP	20,920	20,920	COST	18,575
KIMBERLY CLARK	13,327	13,327	COST	17,945
JOHNSON & JOHNSON COM DE	84,689	84,689	COST	90,174
NESTLE	13,223	13,223	COST	24,280
BARCLAYS PLC	80,429	80,429	COST	42,733
CITIGROUP INC	63,431	63,431	COST	4,965
DOW CHEMICAL	18,886	18,886	COST	13,815
VERIZON COMMUNICATIONS	15,868	15,868	COST	16,565
FAIRPOINT COMMUNICATIONS	71	71	COST	

Federal Statements

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
3M CO	\$ 59,876	\$ 59,876	COST	\$ 66,136
ANADARKO PETROLEUM CORP	46,885	46,885	COST	62,420
CONOCOPHILLIPS	38,077	38,077	COST	30,642
AMGEN INC	33,107	33,107	COST	33,942
NEWMONT MINING CORP	31,980	31,980	COST	37,848
NOVARTIS AG SPON	66,246	66,246	COST	65,316
MYLAN LABORATORIES	42,487	42,487	COST	47,918
PROCTER & GAMBLE		38,171	COST	42,441
TOTAL	\$ 975,079	\$ 1,059,340		\$ 868,342

Statement 8 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
OFFICE EQUIPMENT	\$ 852	\$ 9,584	\$ 8,953	\$
TOTAL	\$ 852	\$ 9,584	\$ 8,953	\$ 0

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description

SEE GUIDELINES ATTACHED

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description

MAY 1 EACH YEAR

Statement 9 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description

LONG BEACH & SIGNAL HILL, CA - 501(C)-3 ORGANIZATIONS
ONLY

Federal Statements

Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year

Name	Address	Address	Amount
Relationship	Status	Purpose	
R.M. PYLES BOYS CAMP	27211 HENRY MAYO DRIVE CHARITABLE	VALENCIA CA 91355	20,000
LONG BEACH DAY NURSERY	1548 CHESTNUT AVE. CHARITABLE	LONG BEACH CA 90813	5,000
DOWNTOWN ASSOCIATED	241 CEDAR AVE. CHARITABLE	LONG BEACH CA 90802	15,000
FOOD FINDERS	3434 ATLANTIC AVE. CHARITABLE	LONG BEACH CA 90807	10,000
BOYS & GIRLS CLUBS	3536 LONG BEACH BLVD. CHARITABLE	LONG BEACH CA 90807	7,500
MEALS ON WHEELS	855 ELM AVE. CHARITABLE	LONG BEACH CA 90813	7,562
AMERICAN CANCER SOCIETY	936 PINE AVE. CHARITABLE	LONG BEACH CA 90813	16,500
ABILITY FIRST	3770 E. WILLOW STREET CHARITABLE	LONG BEACH CA 90815	5,000
INTEGRATED REHAB	15239 SPRINGDALE ST. CHARITABLE	HUNTINGTON BEACH CA 92649	1,100
LONG BEACH BLAST	737 PINE AVE. #201 CHARITABLE	LONG BEACH CA 90813	10,000
COMMUNITY HOSPITAL	1720 TERMINO AVE. CHARITABLE	LONG BEACH CA 90804	5,000
NATIONAL MULTIPLE SCLEROS	2440 S. SEPULVEDA BLVD. CHARITABLE	LOS ANGELES CA 90064	5,000
LB AREA COUNCIL OF BOY SC	401 E. 37TH ST. CHARITABLE	LONG BEACH CA 90807	10,000
TOTAL			<u>117,662</u>

FREEMAN E. FAIRFIELD FOUNDATION

GRANT APPLICATION

The Trustees of the Freeman E. Fairfield Foundation, as presently constituted, will consider requests for grants to tax-exempt organizations and agencies located within or offering services to the residents of Long Beach and Signal Hill, and whose services fall within the following general categories:

1. Education
2. Health and disability
3. Human services
4. Public affairs and community development

THE CURRENT OBJECTIVES OF THE TRUSTEES PRECLUDE GRANTS FOR:

1. Endowments
2. Funds for individuals
3. Sectarian or religious purposes
4. Unrestricted operating costs
5. General fund raising campaigns, dinners or other special events
6. Intermediary funding agencies
7. Existing obligations or to replenish resources used for such purpose
8. Incurring a debt liability

The Trustees are more likely to look with favor upon projects which improve the quality of life, increase the responsiveness of agencies to COMMUNITY needs; develop self-reliance; direct themselves to prevention as well as to treatment; and eliminate duplication of services and encourage cooperation.

ALL APPLICANTS MUST BE:

1. Located in or serve the people in Long Beach or Signal Hill;
2. Exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code and NOT classified as a private foundation; and
3. Operated so that it does not discriminate in the hiring of staff or providing services on the basis of race, religion, sex, age, national origin, or disabilities.

Grant seekers should review the guidelines and restrictions carefully and submit complete proposals rather than letters of inquiry or telephone calls. The proposal should be submitted in TRIPLICATE with a cover letter typed on the organization's letterhead and signed by the chief executive officer on behalf of the governing body. If a post office box is used for mailing purposes, a STREET ADDRESS for the organization MUST BE SHOWN.

DEADLINE for submission of grant proposals is May 1 of each year. Proposals submitted after that date will not usually be considered until the following year.

FUNDING of approved grants is made on or about June 30 with no renewals implied.

SUGGESTED PROPOSAL FORMAT:

1. A brief summary of the proposed project which will:
 - a. Identify the applicant.
 - b. Describe the problem or need.
 - c. Describe the project, its objectives and the proposed method of achieving them.
 - d. State the total estimated costs of the project.
 - e. Identify the amount of funds requested from the Foundation.

2. The proposal will include:
 - a. Introduction. State a brief history of the applicant's organization, its past program accomplishments and community support. Show how the proposed project is within the applicant's goals and objectives.
 - b. The Problem or Need. Define and document the problem or need that will be assisted or resolved by the project. Identify the groups affected. Describe the cause of the problem and give opinion as to what would result if the project was not undertaken.
 - c. Program Objectives. State the predicted goals and end results of the project in measurable terms. If the project will require further funding or continued implementation, set forth what additional needs will be required to attain the desired results.
 - d. Methods. Describe the time sequence of activities and the personnel's qualifications to carry out and follow through the project's objectives. State reasons why the methods outlined are the best approach to achieve the maximum results.

- e. Evaluation. State how the applicant intends to monitor the progress of the project and evaluate its success.
- f. Proposed Budget. Present a realistic estimate of the project costs. State when and how you anticipate that funds awarded by this Foundation would actually be expended for the project.

DOCUMENTS TO BE ATTACHED TO PROPOSAL PERTAINING TO APPLICANT:

1. A complete financial statement (audited, if available) for the most recent fiscal year and a copy of the most recent IRS Form 990.
2. Budget for current year and the next preceding year.
3. Current annual report or statement of program activities.
4. List of names of governing body and indicate any paid staff member on board.
5. The Internal Revenue Service and State Franchise Tax Board determination letters confirming applicant's tax-exempt status.
6. List separately stating all sources and amounts of current annual income.

MAILING ADDRESS FOR APPLICATIONS:

FREEMAN E. FAIRFIELD FOUNDATION
P.O. Box 7798
Long Beach, CA 90807