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

2009

Department of the Treasury
Internal Revenue Service

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

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

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

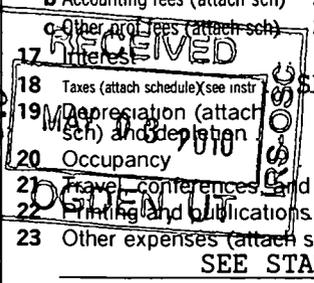
Use the IRS label. Otherwise, print or type See Specific Instructions.	BESS J. HODGES FOUNDATION 5100 E. ANAHEIM ROAD LONG BEACH, CA 90815-4215	A Employer identification number 33-0046140 B Telephone number (see the instructions) (562) 961-4115 C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization <input 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		
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 8,742,563.		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions).)	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc, received (att sch)				
2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	148,423.	148,423.	148,423.	
4 Dividends and interest from securities	71,804.	71,804.	71,804.	
5a Gross rents	165,199.	165,199.	165,199.	
b Net rental income or (loss) 60,916.		STATEMENT 1		
6a Net gain/(loss) from sale of assets not on line 10	-219,488.			
b Gross sales price for all assets on line 6a 2,194,897.				
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	165,938.	385,426.	385,426.	
13 Compensation of officers, directors, trustees, etc	57,000.	27,000.		30,000.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) SEE ST 2	3,000.	3,000.		
b Accounting fees (attach sch) SEE ST 3	8,000.	8,000.		
c Other prof fees (attach sch) SEE ST 4	15,496.	15,496.		
17 Interest				
18 Taxes (attach schedule)(see instr) SEE STM 5	1,223.	-1,072.		2,295.
19 Depreciation (attach sch) and depletion	15,949.	15,949.		
20 Occupancy	2,961.	2,961.		
21 Travel, conferences and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) SEE STATEMENT 6	107,674.	107,674.		
24 Total operating and administrative expenses. Add lines 13 through 23	211,303.	179,008.		32,295.
25 Contributions, gifts, grants paid PART XV	279,451.			279,451.
26 Total expenses and disbursements. Add lines 24 and 25	490,754.	179,008.	0.	311,746.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-324,816.			
b Net investment income (if negative, enter -0)		206,418.		
c Adjusted net income (if negative, enter -0)			385,426.	

SCANNED BY 10/20/11

REVENUE

OPERATING AND ADMINISTRATIVE EXPENSES



0145

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing	23,642.	40,208.	40,208.
	2	Savings and temporary cash investments	201,529.	421,261.	421,261.
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U.S. and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule)			
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis	4,224,089.		
	Less: accumulated depreciation (attach schedule) SEE STMT 7	87,434.	36,653.	4,136,655.	
12	Investments – mortgage loans			6,100,000.	
13	Investments – other (attach schedule) STATEMENT 8	2,711,279.	2,001,195.	2,141,000.	
14	Land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)				
15	Other assets (describe SEE STATEMENT 9)	2,830,800.	40,094.	40,094.	
16	Total assets (to be completed by all filers – see instructions Also, see page 1, item I)	5,803,903.	6,639,413.	8,742,563.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule) STMT 10		2,923,096.	
	22	Other liabilities (describe SEE STATEMENT 11)	11,890.	16,890.	
	23	Total liabilities (add lines 17 through 22)	11,890.	2,939,986.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>				
	24	Unrestricted	5,792,013.	3,699,427.	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see the instructions)	5,792,013.	3,699,427.		
31	Total liabilities and net assets/fund balances (see the instructions)	5,803,903.	6,639,413.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,792,013.
2	Enter amount from Part I, line 27a	2	-324,816.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 12	3	10,230.
4	Add lines 1, 2, and 3	4	5,477,427.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 13	5	1,778,000.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	3,699,427.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a 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			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss). [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 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 the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	332,114.	6,276,857.	0.052911
2007	327,630.	8,620,828.	0.038004
2006	256,198.	6,056,753.	0.042300
2005	259,886.	5,904,126.	0.044018
2004	261,114.	4,197,089.	0.062213

2 Total of line 1, column (d)	2	0.239446
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.047889
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	5,233,659.
5 Multiply line 4 by line 3	5	250,635.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,064.
7 Add lines 5 and 6	7	252,699.
8 Enter qualifying distributions from Part XII, line 4	8	311,746.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter. _____ (attach copy of letter if necessary - see instr.)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	2,064.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b).		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3 Add lines 1 and 2	3	2,064.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	2,064.
6 Credits/Payments		
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6 a	886.
b Exempt foreign organizations – tax withheld at source	6 b	
c Tax paid with application for extension of time to file (Form 8868)	6 c	
d Backup withholding erroneously withheld	6 d	
7 Total credits and payments. Add lines 6a through 6d	7	886.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	19.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,197.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ 0. (2) On foundation managers. ▶ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) CA		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities Continued

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11	X	
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ <u>WERTZ & COMPANY LLP</u> Telephone no. ▶ <u>(562) 424-1040</u> Located at ▶ <u>3780 KILROY AIRPORT WAY, #320 LONG BEACH CA</u> ZIP + 4 ▶ <u>90806-2460</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15		N/A	▶ <input type="checkbox"/> N/A

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20__ , 20__ , 20__ , 20__		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see the instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20__ , 20__ , 20__ , 20__		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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

5a During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

5b	N/A	
6b		X
7b	N/A	

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

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

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

If 'Yes' to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOYCE MURCHISON 5100 E. ANAHEIM ROAD LONG BEACH, CA 90815-4215	EXECUTIVE DI 5.00	39,000.	0.	0.
GEORGE MURCHISON 5100 E ANAHEIM ROAD LONG BEACH, CA 90815-4215	TRUSTEE 4.00	9,000.	0.	0.
MICHAEL MURCHISON 5100 E. ANAHEIM ROAD LONG BEACH, CA 90815-4215	TRUSTEE 4.00	9,000.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services – (see instructions). If none, enter 'NONE.'

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

		0

Part IX-A Summary of Direct Charitable Activities

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

2	

3	

4	

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

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

2	

All other program-related investments. See instructions.	
3	
-----	0.

Total. Add lines 1 through 3

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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	2,028,287.
b	Average of monthly cash balances	1b	260,072.
c	Fair market value of all other assets (see instructions)	1c	3,025,000.
d	Total (add lines 1a, b, and c)	1d	5,313,359.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets.	2	0.
3	Subtract line 2 from line 1d	3	5,313,359.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	79,700.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,233,659.
6	Minimum investment return. Enter 5% of line 5	6	261,683.

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	261,683.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	2,064.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,064.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	259,619.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	259,619.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	259,619.

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	311,746.
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	311,746.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	2,064.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	309,682.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				259,619.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			278,867.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 311,746.				
a Applied to 2008, but not more than line 2a			278,867.	
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				32,879.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				226,740.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

Part 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

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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 organization had \$5,000 or more in assets at any time during the year - see 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))
NONE

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:

SEE STATEMENT 14

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines:

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

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)				
<p><i>a Paid during the year</i> SEE STATEMENT 15</p>				
Total				▶ 3a 279,451.
<p><i>b Approved for future payment</i></p>				
Total				▶ 3b

BESS J. HODGES FOUNDATION

33-0046140

**STATEMENT 1
FORM 990-PF, PART I, LINE 6A
NET GAIN (LOSS) FROM NONINVENTORY SALES PER BOOKS
ASSETS NOT INCLUDED IN PART IV**

DESCRIPTION:	200 SH NEWMONT MINING		
DATE ACQUIRED:	1/04/2007		
HOW ACQUIRED:	PURCHASE		
DATE SOLD:	2/25/2009		
TO WHOM SOLD:			
GROSS SALES PRICE:	8,168.		
COST OR OTHER BASIS:	8,722.		
BASIS METHOD:	COST		
		GAIN (LOSS)	-554.
DESCRIPTION:	500 SH TEXTRON INC		
DATE ACQUIRED:	12/08/2008		
HOW ACQUIRED:	PURCHASE		
DATE SOLD:	2/02/2009		
TO WHOM SOLD:			
GROSS SALES PRICE:	3,997.		
COST OR OTHER BASIS:	7,739.		
BASIS METHOD:	COST		
		GAIN (LOSS)	-3,742.
DESCRIPTION:	500 SH AMERICAN INT'L GROUP		
DATE ACQUIRED:	8/05/2008		
HOW ACQUIRED:	PURCHASE		
DATE SOLD:	5/26/2009		
TO WHOM SOLD:			
GROSS SALES PRICE:	825.		
COST OR OTHER BASIS:	14,295.		
BASIS METHOD:	COST		
		GAIN (LOSS)	-13,470.
DESCRIPTION:	850 SH BARCLAYS PLC		
DATE ACQUIRED:	VARIOUS		
HOW ACQUIRED:	PURCHASE		
DATE SOLD:	5/04/2009		
TO WHOM SOLD:			
GROSS SALES PRICE:	14,697.		
COST OR OTHER BASIS:	28,522.		
BASIS METHOD:	COST		
		GAIN (LOSS)	-13,825.
DESCRIPTION:	600 SH INT'L GAME TECHNOLOGY		
DATE ACQUIRED:	9/02/2008		
HOW ACQUIRED:	PURCHASE		
DATE SOLD:	6/01/2009		
TO WHOM SOLD:			
GROSS SALES PRICE:	10,812.		
COST OR OTHER BASIS:	13,101.		
BASIS METHOD:	COST		
		GAIN (LOSS)	-2,289.

BESS J. HODGES FOUNDATION

33-0046140

STATEMENT 1 (CONTINUED)
FORM 990-PF, PART I, LINE 6A
NET GAIN (LOSS) FROM NONINVENTORY SALES PER BOOKS
ASSETS NOT INCLUDED IN PART IV

DESCRIPTION:	1000 SH MYLAN LABORATORIES		
DATE ACQUIRED:	6/27/2007		
HOW ACQUIRED:	PURCHASE		
DATE SOLD:	4/09/2009		
TO WHOM SOLD:			
GROSS SALES PRICE:	14,243.		
COST OR OTHER BASIS:	18,348.		
BASIS METHOD:	COST		
		GAIN (LOSS)	-4,105.
DESCRIPTION:	500 SH MYLAN LABORATORIES		
DATE ACQUIRED:	11/23/2007		
HOW ACQUIRED:	PURCHASE		
DATE SOLD:	4/09/2009		
TO WHOM SOLD:			
GROSS SALES PRICE:	7,121.		
COST OR OTHER BASIS:	6,795.		
BASIS METHOD:	COST		
		GAIN (LOSS)	326.
DESCRIPTION:	2000 SH ALCOA INC		
DATE ACQUIRED:	VARIOUS		
HOW ACQUIRED:	PURCHASE		
DATE SOLD:	8/17/2009		
TO WHOM SOLD:			
GROSS SALES PRICE:	24,927.		
COST OR OTHER BASIS:	30,391.		
BASIS METHOD:	COST		
		GAIN (LOSS)	-5,464.
DESCRIPTION:	500 SH KIMBERLY CLARK DE MEXICO		
DATE ACQUIRED:	2/25/2004		
HOW ACQUIRED:	PURCHASE		
DATE SOLD:	8/17/2009		
TO WHOM SOLD:			
GROSS SALES PRICE:	10,925.		
COST OR OTHER BASIS:	6,690.		
BASIS METHOD:	COST		
		GAIN (LOSS)	4,235.
DESCRIPTION:	200 SH 3M CO		
DATE ACQUIRED:	11/17/2006		
HOW ACQUIRED:	PURCHASE		
DATE SOLD:	9/16/2009		
TO WHOM SOLD:			
GROSS SALES PRICE:	15,026.		
COST OR OTHER BASIS:	16,346.		
BASIS METHOD:	COST		
		GAIN (LOSS)	-1,320.

STATEMENT 1 (CONTINUED)
FORM 990-PF, PART I, LINE 6A
NET GAIN (LOSS) FROM NONINVENTORY SALES PER BOOKS
ASSETS NOT INCLUDED IN PART IV

DESCRIPTION:	400 SH DOW CHEMICAL		
DATE ACQUIRED:	8/21/2006		
HOW ACQUIRED:	PURCHASE		
DATE SOLD:	11/30/2009		
TO WHOM SOLD:			
GROSS SALES PRICE:	11,109.		
COST OR OTHER BASIS:	14,872.		
BASIS METHOD:	COST		
		GAIN (LOSS)	-3,763.
DESCRIPTION:	30000 CIT GROUP INC BOND		
DATE ACQUIRED:	2/07/2005		
HOW ACQUIRED:	PURCHASE		
DATE SOLD:	10/27/2009		
TO WHOM SOLD:			
GROSS SALES PRICE:	17,148.		
COST OR OTHER BASIS:	30,000.		
BASIS METHOD:	COST		
		GAIN (LOSS)	-12,852.
DESCRIPTION:	SUMMARY SMITH BARNEY - SHADDEN GROUP		
DATE ACQUIRED:	VARIOUS		
HOW ACQUIRED:	PURCHASE		
DATE SOLD:	VARIOUS		
TO WHOM SOLD:			
GROSS SALES PRICE:	2,055,899.		
COST OR OTHER BASIS:	2,218,564.		
BASIS METHOD:	COST		
		GAIN (LOSS)	-162,665.
		TOTAL	<u>\$ -219,488.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GENERAL COUNSEL	\$ 3,000.	\$ 3,000.		
TOTAL	<u>\$ 3,000.</u>	<u>\$ 3,000.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

BESS J. HODGES FOUNDATION

33-0046140

STATEMENT 3
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING & TAX SERVICES	\$ 8,000.	\$ 8,000.		
TOTAL	<u>\$ 8,000.</u>	<u>\$ 8,000.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT EXPENSES	\$ 15,496.	\$ 15,496.		
TOTAL	<u>\$ 15,496.</u>	<u>\$ 15,496.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 5
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES	\$ -2,227.	\$ -2,227.		
FOREIGN TAXES	1,155.	1,155.		
PAYROLL TAXES	2,295.			\$ 2,295.
TOTAL	<u>\$ 1,223.</u>	<u>\$ -1,072.</u>	<u>\$ 0.</u>	<u>\$ 2,295.</u>

STATEMENT 6
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AMORTIZATION	\$ 1,140.	\$ 1,140.		
MISCELLANEOUS EXPENSE	1,107.	1,107.		
OFFICE EXPENSE	1,074.	1,074.		
RENTAL EXPENSES	104,283.	104,283.		
TAXES & LICENSES	70.	70.		
TOTAL	<u>\$ 107,674.</u>	<u>\$ 107,674.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

BESS J. HODGES FOUNDATION

33-0046140

STATEMENT 7
FORM 990-PF, PART II, LINE 11
INVESTMENTS - LAND, BUILDINGS, AND EQUIPMENT

<u>CATEGORY</u>	<u>BASIS</u>	<u>ACCUM. DEPREC.</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
BUILDINGS	\$ 2,552,089.	\$ 87,434.	\$ 2,464,655.	\$ 6,100,000.
LAND	1,672,000.		1,672,000.	0.
TOTAL	<u>\$ 4,224,089.</u>	<u>\$ 87,434.</u>	<u>\$ 4,136,655.</u>	<u>\$ 6,100,000.</u>

STATEMENT 8
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

<u>OTHER INVESTMENTS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
UBS EQUITY ACCOUNT	MKT VAL	\$ 672,107.	\$ 811,091.
UBS INCOME ACCOUNT	MKT VAL	163,045.	142,151.
WELLS FARGO - SHULTEN ACCOUNT	MKT VAL	185,751.	172,953.
SMITH BARNEY - SHADDEN ACCOUNT	MKT VAL	980,292.	1,014,805.
TOTAL		<u>\$ 2,001,195.</u>	<u>\$ 2,141,000.</u>

STATEMENT 9
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

<u>NET INTANGIBLE ASSETS</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
TOTAL	<u>\$ 40,094.</u>	<u>\$ 40,094.</u>

STATEMENT 10
FORM 990-PF, PART II, LINE 21
MORTGAGES AND OTHER NOTES PAYABLE

<u>MORTGAGES PAYABLE</u>	<u>BALANCE DUE</u>
FARMERS & MERCHANTS BANK	\$ 2,923,096.
TOTAL MORTGAGES PAYABLE	<u>\$ 2,923,096.</u>

BESS J. HODGES FOUNDATION

33-0046140

STATEMENT 11
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

SECURITY DEPOSITS	\$ 16,890.
TOTAL	<u>\$ 16,890.</u>

STATEMENT 12
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

PROPERTY MGMT ACCOUNT TRANSFERRED ON PURCHASE OF BUILDING	\$ 10,230.
TOTAL	<u>\$ 10,230.</u>

STATEMENT 13
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

LIQUIDATION OF BJH LEASING	\$ 1,778,000.
TOTAL	<u>\$ 1,778,000.</u>

STATEMENT 14
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM: BESS J HODGES FOUNDATION
NAME: JOYCE MURCHISON
CARE OF: BESS J HODGES FOUNDATION
STREET ADDRESS: 5100 E ANAHEIM ROAD
CITY, STATE, ZIP CODE: LONG BEACH, CA 90815-4215
TELEPHONE: (562) 961-4115
FORM AND CONTENT:

APPLICATION MUST BE SUBMITTED IN THE FORM FOR A FULL PROPOSAL CONTAINING THE FOLLOWING REQUIRED INFORMATION:

1. INTRODUCTION - STATE A BRIEF HISTORY OF THE APPLICANT'S ORGANIZATION, ITS PAST ACCOMPLISHMENTS AND COMMUNITY SUPPORT. SHOW HOW THE PROPOSED PROJECT IS WITHIN THE APPLICANT'S GOALS AND OBJECTIVES.

2. 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 NATURE OF THE PROBLEM AND GIVE AN OPINION AS TO WHAT WOULD RESULT IF THE PROJECT WAS NOT UNDERTAKEN.

3. 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.

4. METHODS - DESCRIBE THE TIME SEQUENCE OF ACTIVITIES AND THE PERSONNEL'S QUALIFICATIONS TO CARRY OUT AND FOLLOW

BESS J. HODGES FOUNDATION

33-0046140

STATEMENT 14 (CONTINUED)
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

THROUGH THE PROJECTS OBJECTIVES. STATE REASONS WHY THE METHODS OUTLINED ARE THE BEST APPROACH TO ACHIEVE THE MAXIMUM RESULTS.

5. EVALUATION - STATE HOW THE APPLICANT INTENDS TO MONITOR THE PROGRESS OF THE PROJECT AND EVALUATE ITS SUCCESS.

6. 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.

SUBMISSION DEADLINES:
RESTRICTIONS ON AWARDS:

MARCH 31

THE TRUSTEES OF THE BESS J HODGES FOUNDATION WILL CONSIDER REQUESTS FOR GRANTS TO TAX-EXEMPT ORGANIZATIONS AND AGENCIES WHOSE ACTIVITIES ARE IN THE LONG BEACH AREA AND FALL WITHIN THE FOLLOWING GENERAL CATEGORIES: EDUCATION, HEALTH, HUMAN SERVICES, PUBLIC AFFAIRS & COMMUNITY DEVELOPMENT, RELIGION, AND THE ARTS.

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; DEVELOPS SELF-RELIANCE; DIRECT THEMSELVES TO PREVENTION AS WELL AS TO TREATMENT; AND ELIMINATE DUPLICATION OF SERVICES AND ENCOURAGE COOPERATION.

STATEMENT 15
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
BOYS & GIRLS CLUB OF LONG BCH 3635 LONG BEACH BLVD. LONG BEACH, CA 90807	N/A	PUBLIC	GENERAL OPERATING	\$ 6,000.
CARPENTER PERFORMING ARTS CTR 6200 ATHERTON STREET LONG BEACH, CA 90815	N/A	PUBLIC	GENERAL OPERATING	5,000.
CASA YOUTH SHELTER 10911 REAGAN STREET LOS ALAMITOS, CA 90720	N/A	PUBLIC	GENERAL OPERATING	3,000.
CHILDNET FOUNDATION 5150 E PACIFIC COAST HWY #365 LONG BEACH, CA 90804	N/A	PUBLIC	GENERAL OPERATING	4,000.

BESS J. HODGES FOUNDATION

33-0046140

STATEMENT 15 (CONTINUED)
 FORM 990-PF, PART XV, LINE 3A
 RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
CHILDREN'S CLINIC 2801 ATLANTIC AVENUE LONG BEACH, CA 90806	N/A	PUBLIC	GENERAL OPERATING	\$ 3,000.
CHILDREN'S DENTAL FOUNDATION 455 E COLUMBIA ST LONG BEACH, CA 90801	N/A	PUBLIC	GENERAL OPERATING	3,000.
CHILDREN TODAY INC P O BOX 16004 LONG BEACH, CA 90806	N/A	PUBLIC	GENERAL OPERATING	5,000.
CSULB FOUNDATION 1250 BELLFLOWER BLVD LONG BEACH, CA 90840	N/A	PUBLIC	PRESIDENT'S SCHOLARS	10,000.
DRAMATIC RESULTS 3308 LIME AVE SIGNAL HILL, CA 90755	N/A	PUBLIC	GENERAL OPERATING	5,000.
LEADERSHIP LONG BEACH 3939 ATLANTIC AVE #201 LONG BEACH, CA 90807	N/A	PUBLIC	GENERAL OPERATING	5,000.
LONG BEACH DAY NURSERY 1548 CHESTNUT AVENUE LONG BEACH, CA 90813	N/A	PUBLIC	GENERAL OPERATING	3,000.
LONG BEACH MUSEUM ART 2300 E. OCEAN BLVD. LONG BEACH, CA 90803	N/A	PUBLIC	GENERAL OPERATING	5,000.
LONG BEACH PUBLIC LIBRARY FDN. 101 PACIFIC AVENUE LONG BEACH, CA 90822	N/A	PUBLIC	GENERAL OPERATING	5,000.
CALIF CONFERENCE FOR EQUALITY 444 W. OCEAN BLVD., STE 940 LONG BEACH, CA 90802	N/A	PUBLIC	GENERAL OPERATING	5,000.
NEW LIFE BEGINNINGS 835 E 6TH STREET LONG BEACH, CA 90802	N/A	PUBLIC	GENERAL OPERATING	8,000.
OPERATION JUMP START 3515 LINDEN AVE LONG BEACH, CA 90807	N/A	PUBLIC	GENERAL OPERATING	2,500.

BESS J. HODGES FOUNDATION

33-0046140

STATEMENT 15 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
ORAL ROBERTS UNIVERSITY P O BOX 2187 TULSA, OK 74102	N/A	PUBLIC	GENERAL OPERATING	\$ 28,967.
RANCHO LOS CERRITOS FN 4600 VIRGINIA ROAD LONG BEACH, CA 90807	N/A	PUBLIC	GENERAL OPERATING	3,000.
ST. ANTHONY'S HIGH SCHOOL 620 OLIVE STREET LONG BEACH, CA 90802	N/A	PUBLIC	GENERAL OPERATING	5,000.
ST. MARY MEDICAL FOUNDATION 1050 LINDEN AVENUE LONG BEACH, CA 90813	N/A	PUBLIC	GENERAL OPERATING	16,500.
TRINITY BROADCASTING P.O. BOX A SANTA ANA, CA 92711	N/A	PUBLIC	GENERAL OPERATING	14,484.
UNIVERSITY ART MUSEUM 1250 BELLFLOWER BLVD. LONG BEACH, CA 90840	N/A	PUBLIC	GENERAL OPERATING	5,000.
ARTS & SERV. FOR DISABLED, INC 3962 STUDEBAKER RD. LONG BEACH, CA 90808	N/A	PUBLIC	GENERAL OPERATING	3,000.
LONG BEACH NONPROFIT PARTNERSHIP 3635 ATLANTIC AVE LONG BEACH, CA 90807	N/A	PUBLIC	GENERAL OPERATING	5,000.
ST. JOSEPH SCHOOL 6200 E. WILLOW ST. LONG BEACH, CA 90815	N/A	PUBLIC	GENERAL OPERATING	6,000.
HOME OWNERSHIP PERS IMPROVMNT 21231 HAWTHORNE BLVD TORRANCE, CA 90503	N/A	PUBLIC	GENERAL OPERATING	3,000.
CAMP FIRE LONG BEACH COUNCIL 7070 E CARSON ST LONG BEACH, CA 90808	N/A	PUBLIC	GENERAL OPERATING	3,000.
MEMORIAL MEDICAL CENTER FDN P O BOX 1428 LONG BEACH, CA 90801	N/A	PUBLIC	JACQUES CENTER	10,000.

BESS J. HODGES FOUNDATION

33-0046140

STATEMENT 15 (CONTINUED)
 FORM 990-PF, PART XV, LINE 3A
 RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
MUSEUM OF LATIN AMERICAN ART 628 ALAMITOS AVE LONG BEACH, CA 90802	N/A	PUBLIC	GENERAL OPERATING	\$ 3,000.
CONSERVATION CORP OF LONG BCH 340 NIETO AVE LONG BEACH, CA 90814	N/A	PUBLIC	GENERAL OPERATING	2,000.
INT'L CITY THEATRE (ICT) P O BOX 32069 LONG BEACH, CA 90832	N/A	PUBLIC	GENERAL OPERATING	3,000.
PATHWAYS TO INDEPENDENCE P O BOX 43 LOS ALAMITOS, CA 90720	N/A	PUBLIC	GENERAL OPERATING	5,000.
STOP-GAP 2900 BRISTOL ST #D-105 COSTA MESA, CA 92626	N/A	PUBLIC	GENERAL OPERATING	4,000.
RANCHO LOS ALAMITOS FDN 6400 BIXBY HILL RD LONG BEACH, CA 90815	N/A	PUBLIC	GENERAL OPERATING	5,000.
KNIGHTS OF MALTA 465 CALIFORNIA ST, STE 818 SAN FRANCISCO, CA 94104	N/A	PUBLIC	GENERAL OPERATING	3,000.
ABILITY FIRST 3770 E WILLOW ST LONG BEACH, CA 90815	N/A	PUBLIC	GENERAL OPERATING	6,000.
INTEGRATED REHAB THERAPIES 15239 SPRINGDALE ST HUNTINGTON BEACH, CA 92649	N/A	PUBLIC	GENERAL OPERATING	500.
LONG BEACH BLAST 737 PINE AVE #201 LONG BEACH, CA 90813	N/A	PUBLIC	GENERAL OPERATING	5,000.
BRING ME A BOOK FOUNDATION 1045 TERRA BELLA AVE MOUNTAIN VIEW, CA 94043	N/A	PUBLIC	GENERAL OPERATING	3,000.
HISTORICAL SOCIETY OF LONG BEACH PO BOX 1869 LONG BEACH, CA 90801	N/A	PUBLIC	GENERAL OPERATING	1,000.

BESS J. HODGES FOUNDATION

33-0046140

STATEMENT 15 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
SEXUAL ASSAULT CRISIS AGENCY 3711 LONG BEACH BLVD #815 LONG BEACH, CA 90807	N/A	PUBLIC	GENERAL OPERATING	\$ 5,000.
SUCCESS IN CHALLENGES 5239 ATLANTIC AVE LONG BEACH, CA 90805	N/A	PUBLIC	GENERAL OPERATING	2,500.
UKLEJA CTR FOR ETHICAL LEADERSHIP 1250 BELLFLOWER BLVD LONG BEACH, CA 90840	N/A	PUBLIC	GENERAL OPERATING	3,000.
GIRLFRIENDS INC 5615 E PAGEANTRY ST LONG BEACH, CA 90808	N/A	PUBLIC	GENERAL OPERATING	1,000.
CHICAR ORG INC 333 W OCEAN BLVD, 14TH FLOOR LONG BEACH, CA 90802	N/A	PUBLIC	GENERAL OPERATING	12,000.
NEW HOPE GRIEF SUPPORT COMMUNITY 4195 VIKING WAY #240 LONG BEACH, CA 90808	N/A	PUBLIC	GENERAL OPERATING	5,000.
THE CENTER LONG BEACH 2017 E FOURTH STREET LONG BEACH, CA 90814	N/A	PUBLIC	GENERAL OPERATING	5,000.
LONG BEACH BAR FOUNDATION 3515 LINDEN AVE LONG BEACH, CA 90807	N/A			3,000.
LONG BEACH COMMUNITY PLAYHOUSE 5021 E ANAHEIM ST LONG BEACH, CA 90804	N/A			3,000.
LONG BEACH EDUCATION FOUNDATION 1515 HUGHES WAY LONG BEACH, CA 90810	N/A			3,000.
LONG BEACH RESCUE MISSION P O BOX 1969 LONG BEACH, CA 90801	N/A			10,000.

BESS J. HODGES FOUNDATION

33-0046140

STATEMENT 15 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
LAS FLORISTAS, C/O VICKY DAWSON 4252 COUNTRY CLUB DR LONG BEACH, CA 90807	N/A			\$ 1,000.
POWER 4 YOUTH 607 E 3RD STREET LONG BEACH, CA 90802	N/A			5,000.
			TOTAL \$	<u>279,451.</u>

BESS J. HODGES FOUNDATION

33-0046140

	COST BASIS	FMV
100% STOCK OWNERSHIP IN CLOSELY HELD CORPORATION BJH LEASING, INC (FORMERLY LONG BEACH CENTRAL WHOLESALE MARKET)		
CARRYING VALUE AT BEGINNING OF YEAR	1,778,000	2,115,000
DISSOLUTION OF BJH LEASING INC, 12/30/09	(1,778,000)	(2,115,000)
CARRYING VALUE AT END OF YEAR	-0-	-0-

NOTE: THE MANAGEMENT OF BJH LEASING, INC
SOLD ITS SOLE ASSET IN 2009 AND
DISSOLVED THE CORPORATION. THERE WAS
NO LIQUIDATING DISTRIBUTION.