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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 , 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.

DONALD C. & ELIZABETH M. DICKINSON
FOUNDATION
PO BOX 7078
RANCHO SANTA FE, CA 92067

A Employer identification number

33-0653203

B Telephone number (see the instructions)

858-759-3256

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization. ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year
(from Part II, column (c), line 16)

▶ \$ 31,740,049.

J Accounting method: ☒ Cash ☐ Accrual
☐ 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)

REVENUE	1 Contributions, gifts, grants, etc., received (att sch)				
	2 Ck ☒ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	1,314.	1,314.	N/A	
	4 Dividends and interest from securities	1,544,588.	1,544,588.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	-619,757.			
	b Gross sales price for all assets on line 6a	2,346,445.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
SEE STATEMENT 1	-10,168.				
12 Total. Add lines 1 through 11	915,977.	1,545,902.			
13 Compensation of officers, directors, trustees, etc	104,000.	26,000.		39,000.	
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach sch)	19,488.			4,250.	
Other prof fees (attach sch)					
17 Interest	104.	104.			
18 Taxes (attach schedule) (see inst)	22,299.				
19 Depreciation (attach sch) and depletion					
20 Occupancy					
21 Travel conferences, and meetings	640.				
22 Printing and publications					
23 Other expenses (attach schedule)					
SEE STATEMENT 4	5,869.				
24 Total operating and administrative expenses. Add lines 13 through 23	152,400.	26,104.		43,250.	
25 Contributions, gifts, grants paid PART XV	1,283,770.			1,283,770.	
26 Total expenses and disbursements. Add lines 24 and 25	1,436,170.	26,104.		1,327,020.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-520,193.				
b Net investment income (if negative, enter -0)		1,519,798.			
c Adjusted net income (if negative, enter -0)					

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ADMINISTRATIVE
EXPENSES
AND
OPERATING

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end of year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
A S S E T S	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	612,518.	201,510.	201,510.
	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) STATEMENT 5	4,826,422.	3,813,704.	2,527,744.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment: basis			
Less: accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule) STATEMENT 6	27,290,187.	28,193,720.	29,010,795.	
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe)				
16 Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	32,729,127.	32,208,934.	31,740,049.	
L I A B I L I T I E S	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
N E T A S S E T B A L A N C E S	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☒			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	32,729,127.	32,208,934.	
	30 Total net assets or fund balances (see the instructions)	32,729,127.	32,208,934.	
	31 Total liabilities and net assets/fund balances (see the instructions)	32,729,127.	32,208,934.	

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	32,729,127.
2 Enter amount from Part I, line 27a	2	-520,193.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	32,208,934.
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	32,208,934.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a SEE STATEMENT 7				
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	-216,175.
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	-16,307.

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	976,730.	31,966,872.	0.030554
2007	1,391,440.	36,782,361.	0.037829
2006	1,396,285.	34,842,726.	0.040074
2005	2,152,938.	35,641,971.	0.060405
2004	1,980,634.	33,334,715.	0.059417

2 Total of line 1, column (d)	2	0.228279
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	0.045656
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	28,806,822.
5 Multiply line 4 by line 3	5	1,315,204.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	15,198.
7 Add lines 5 and 6	7	1,330,402.
8 Enter qualifying distributions from Part XII, line 4	8	1,327,020.

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 ☐ 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 ☐ and enter 1% of Part I, line 27b.		1	30,396.
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	30,396.
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	30,396.
6 Credits/Payments.			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	30,000.	
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	30,000.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	396.	
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 <u>N/A</u>	13	X	
14	The books are in care of <u>MARTIN DICKINSON</u> Telephone no. <u>858-759-3256</u> Located at <u>PO BOX 7078, RANCHO SANTA FE, CA</u> ZIP + 4 <u>92067</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 <u>15</u>	N/A	☐	N/A

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

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

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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

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?

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 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
SEE STATEMENT 8		104,000.	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		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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Form 990-PF (2009)

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	28,738,470.
b Average of monthly cash balances	1b	507,035.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	29,245,505.
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	29,245,505.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	438,683.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	28,806,822.
6 Minimum investment return. Enter 5% of line 5	6	1,440,341.

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	1,440,341.
2a Tax on investment income for 2009 from Part VI, line 5	2a	30,396.
b Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	30,396.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,409,945.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	1,409,945.
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	1,409,945.

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	1,327,020.
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	1,327,020.
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	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,327,020.

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 . . .				1,409,945.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only . . .			230,450.	
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. ▶ \$ 1,327,020.				
a Applied to 2008, but not more than line 2a			230,450.	
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				1,096,570.
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 . . .				313,375.
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				

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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)

	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 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 9

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)				
a Paid during the year SEE STATEMENT 10				
Total				1,283,770.
b Approved for future payment SEE STATEMENT 11				
Total				560,000.

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

	Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1) Cash		X
(2) Other assets		X
b Other transactions:		
(1) Sales of assets to a noncharitable exempt organization		X
(2) Purchases of assets from a noncharitable exempt organization		X
(3) Rental of facilities, equipment, or other assets		X
(4) Reimbursement arrangements		X
(5) Loans or loan guarantees		X
(6) Performance of services or membership or fundraising solicitations		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X

d If the answer to any of the above is 'Yes,' complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

b If 'Yes,' complete the following schedule.

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

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

SIGN HERE	Signature of officer or trustee <u>Martin C. Dick</u>		Date <u>5-6-10</u>	Title <u>President</u>
	Preparer's signature <u>Jill S. Olsen</u>		Date <u>5/5/10</u>	Check if self employed ☒ <u>N/A</u>
Paid Pre- parer's Use Only	Firm's name (or yours if self employed), address, and ZIP code <u>JILL S. OLSEN, CPA</u> <u>5151 SHOREHAM PLACE, STE 105</u> <u>SAN DIEGO, CA 92122-5939</u>		EIN <u>N/A</u>	
			Phone no <u>(858) 552-2284</u>	

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STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
KINDER MORGAN ENERGY	\$ -10,168.		
TOTAL	\$ -10,168.	0.	0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
JILL S. OLSEN, CPA - ACCOUNTING	\$ 11,288.			
JILL S. OLSEN, CPA - TAX COMPLIANCE	4,250.			\$ 4,250.
ORTEGA & KONRAD, LLP - FINANCIAL AUDIT	3,950.			
TOTAL	\$ 19,488.	\$ 0.		\$ 4,250.

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
IRS - 2009 EXCISE TAX ESTIMATES	\$ 22,299.			
TOTAL	\$ 22,299.	\$ 0.		\$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	\$ 99.			
BOARD MEETING EXPENSE	883.			
DUES & SUBSCRIPTIONS	3,800.			
FILING FEES	310.			
INSURANCE	750.			
MISCELLANEOUS	27.			
TOTAL	\$ 5,869.	\$ 0.		\$ 0.

STATEMENT 5
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

<u>CORPORATE STOCKS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
59,070 SH BANKAMERICA CORP NEW	COST	\$ 1,525,259.	\$ 889,594.
30,000 SH VIACOM NEW-POST REORGANIZATION	COST	1,116,074.	891,900.
20,000 SH GAYLORD ENTERTAINMENT	COST	596,260.	395,000.
25,000 SH CBS NEW - POST REORGANIZATION	COST	576,111.	351,250.
	TOTAL	<u>\$ 3,813,704.</u>	<u>\$ 2,527,744.</u>

STATEMENT 6
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>
PIMCO TOTAL RETURN FUND	COST	\$ 18,411,127.	\$ 18,872,484.
VARIOUS OTHER SECURITIES	COST	9,782,593.	10,138,311.
KINDER MORGAN ENERGY PARTNERS LP	COST	0.	0.
	TOTAL	<u>\$ 28,193,720.</u>	<u>\$ 29,010,795.</u>

STATEMENT 7
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

<u>ITEM</u>	<u>(A) DESCRIPTION</u>	<u>(B) HOW ACQUIRED</u>	<u>(C) DATE ACQUIRED</u>	<u>(D) DATE SOLD</u>
1	10000 SH CBS NEW	PURCHASED	7/14/1998	VARIOUS
2	95000 FIRST FED BANK	PURCHASED	7/02/2008	1/07/2009
3	20000 SH GAYLORD ENTERTAINMENT	PURCHASED	7/28/1998	VARIOUS
4	2000 KINDER MORGAN ENERGY PARTNERS	PURCHASED	VARIOUS	6/03/2009
5	95000 MIDFIRST BANK	PURCHASED	7/02/2008	1/02/2009
6	80000 SH PIMCO TOTAL RETURN	PURCHASED	12/31/2003	12/08/2009
7	1500 SH STANDARD & POORS DR SER 1	PURCHASED	12/10/2008	3/11/2009
8	950000 SUN NATIONAL BANK	PURCHASED	7/09/2008	1/09/2009
9	1400 SH VANGUARD EXTENDED MKT	PURCHASED	2/08/2006	3/11/2009
10	1900 SH VANGUARD GROWTH INDEX	PURCHASED	1/23/2007	3/11/2009
11	1000 SH VANGUARD INT'L EQUITY ALL WORLD	PURCHASED	9/07/2007	3/11/2009
12	1500 SH VANGUARD INT'L EQUITY PACIFIC	PURCHASED	2/08/2006	3/11/2009
13	1300 SH VANGUARD LARGE CAP INDEX	PURCHASED	2/08/2006	3/11/2009
14	1000 SH VANGUARD MID CAP INDEX	PURCHASED	2/08/2006	3/11/2009
15	1000 SH VANGUARD TOTAL STK MKT	PURCHASED	2/08/2006	3/11/2009
16	1000 SH VANGUARD VALUE INDEX	PURCHASED	2/08/2006	3/11/2009
17	5000 SH VIACOM INC NEW	PURCHASED	7/14/1998	8/12/2009
18	PIMCO LT CAPITAL GAIN DISTRIBUTION	PURCHASED	VARIOUS	12/31/2009
19	KINDER MORGAN PASS THROUGH	PURCHASED	VARIOUS	6/03/2009
20	KINDER MORGAN ENERGY PARTNERS	PURCHASED	VARIOUS	6/03/2009

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STATEMENT 7 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	97,945.		127,897.	-29,952.				\$ -29,952.
2	95,000.		95,000.	0.				0.
3	395,005.		378,000.	17,005.				17,005.
4	99,792.		94,929.	4,863.				4,863.
5	95,000.		95,000.	0.				0.
6	879,200.		839,759.	39,441.				39,441.
7	104,019.		125,189.	-21,170.				-21,170.
8	95,000.		95,000.	0.				0.
9	33,357.		67,692.	-34,335.				-34,335.
10	62,941.		113,884.	-50,943.				-50,943.
11	24,235.		58,715.	-34,480.				-34,480.
12	49,629.		98,744.	-49,115.				-49,115.
13	40,685.		75,737.	-35,052.				-35,052.
14	33,615.		68,706.	-35,091.				-35,091.
15	34,305.		64,627.	-30,322.				-30,322.
16	29,025.		60,497.	-31,472.				-31,472.
17	124,492.		103,238.	21,254.				21,254.
18	41,810.		0.	41,810.				41,810.
19	0.		6.	-6.				-6.
20	11,390.		0.	11,390.				11,390.
TOTAL								<u>\$ -216,175.</u>

STATEMENT 8
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
MARTIN C. DICKINSON PO BOX 7078 RANCHO SANTA FE, CA 92067	PRESIDENT 2.00	\$ 0.	\$ 0.	0.
ELIZABETH D. SMOYER 1603 TORRANCE ST SAN DIEGO, CA 92103	VICE PRESIDENT 1.00	0.	0.	0.
BARRY C. FITZPATRICK P.O. BOX 428 RANCHO SANTA FE, CA 92067	SECRETARY 1.00	12,500.	0.	0.
BECKY WELCH 16705 GLENWOOD COURT LAKE OSWEGO, OR 97034	DIRECTOR 1.00	12,500.	0.	0.

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STATEMENT 8 (CONTINUED)
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
JOHN M. SEIBER P.O. BOX 556 RANCHO SANTA FE, CA 92067	DIRECTOR 1.00	\$ 12,500.	\$ 0.	\$ 0.
DON SMOYER 4053 ALAMEDA DR SAN DIEGO, CA 92103	TREASURER 1.00	12,500.	0.	0.
KRISTOPHER DICKINSON 7185 SHERBOURNE LANE SAN DIEGO, CA 92129	DIRECTOR 3.00	54,000.	0.	0.
TOTAL		<u>\$ 104,000.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 9
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:	EXECUTIVE DIRECTOR, DICKINSON FOUNDATION
NAME:	ATTN: MR MARTIN DICKINSON
CARE OF:	PO BOX 7078
STREET ADDRESS:	RANCHO SANTA FE, CA 92067
CITY, STATE, ZIP CODE:	858-759-3256
TELEPHONE:	WRITTEN FORMAT SPECIFYING DOLLAR AMOUNT REQUESTED,
FORM AND CONTENT:	PROPOSED USE OF REQUESTED FUNDS, AND EVIDENCE OF
	NON-PROFIT STATUS.
SUBMISSION DEADLINES:	OCTOBER 31
RESTRICTIONS ON AWARDS:	NONE

STATEMENT 10
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
NATL COWBOY HALL OF FAME 1700 NORTHEAST 63RD ST OKLAHOMA CITY, OK 73111			EDUCATIONAL/ COMMUNITY	\$ 250,000.
DOERNBECHER CHILDREN HOSP 1121 S.W. SALMON, STE 201 PORTLAND, OR 97205			MEDICAL/ RESEARCH	60,000.

STATEMENT 10 (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
SAN DIEGO HOSPICE FOUNDATION 4311 THIRD AVENUE SAN DIEGO, CA 92103			COMMUNITY/ MEDICAL	\$ 100,000.
ACHIEVEMENT REWARDS - COLLEGE PO BOX 8394 RANCHO SANTA FE, CA 92067			EDUCATIONAL	15,000.
FRIENDS OF ROLLO 6200 E SPRING ST, STE C LONG BEACH, CA 90815			COMMUNITY/ CHILDREN	12,500.
HAHN SCHOOL OF NURSING-USD 5998 ALCALA PARK SAN DIEGO, CA 92110			EDUCATION	100,000.
MERCY HOSPITAL FOUNDATION 203 WEST F STREET SAN DIEGO, CA 92101			MEDICAL/ DIAGNOSTIC SERVICES - CATH LABS TO BE UPDATED TO DIGITAL IMAGING TECHNOLOGY	50,000.
SAN DIEGO EDUCATION FUND 4100 NORMAL ST SAN DIEGO, CA 92103			SCHOLARSHIPS FOR PROSPECTIVE EDUCATORS	18,770.
SANTA FE PREPARATORY SCHOOL 1101 CAMINO DE CRUZ BLANCA SANTA FE, NM 87505			EDUCATION	35,000.
ZOOLOGICAL SOCIETY - SAN DIEGO PO BOX 120551 SAN DIEGO, CA 92112			CONSERVATION OF & EDUCATION ABOUT ANIMALS, PLANTS & THEIR HABITATS	15,000.
COLORADO SPRINGS FINE ARTS CENTER 30 W. DALE STREET COLORADO SPRINGS, CO 80903			ARTS/CULTURE	50,000.
QUAIL BOTANICAL GARDENS PO BOX 23005 ENCINITAS, CA 92023			CONSERVATION OF ENDANGERED PLANT SPECIES	20,000.
SCRIPPS HEALTH FOUNDATION 4275 CAMPUS PT COURT SAN DIEGO, CA 92121			MEDICAL/RESEARCH	80,000.

STATEMENT 10 (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
UNITED THROUGH READING 11555 SORRENTO VALLEY RD #203 SAN DIEGO, CA 92121			PROMOTE LITERACY	\$ 40,000.
SATURDAY ACADEMY PO BOX 8728 PORTLAND, OR 97207			TO EXPAND AND ENHANCE THE ASE PROGRAM	25,000.
ATHLETES FOR EDUCATION FOUNDATION PO BOX 900517 SAN DIEGO, CA 92190			YOUTH EDUCATIONAL EMPOWERMENT PROGRAMS	40,000.
HELEN WOODWARD ANIMAL CENTER PO BOX 64 RANCHO SANTA FE, CA 92067			ANIMAL PRESERVATION & PLACEMENT	20,000.
SAN DIEGUITO ACADEMY FOUNDATION 800 SANTA FE DR ENCINITAS, CA 92024			EDUCATION	25,000.
ASELTINE SCHOOL 4027 NORMAL ST SAN DIEGO, CA 92103			EDUCATION	10,000.
AUTISM TREE PROJECT 3428 HUGO ST SAN DIEGO, CA 92106			PROMOTION OF AUTISM EDUCATION	5,000.
DOWN'S SYNDROME NETWORK OREGON 18210 CRESTLINE DR LAKE OSWEGO, OR 97034			SUPPORT FOR FAMILIES & INDIVIDUALS WITH DOWNS SYNDROME	25,000.
ELEMENTARY INSTITUTE OF SCIENCE 608 51ST ST SAN DIEGO, CA 92114			PROMOTION OF SCIENCE EDUCATION	10,000.
FRESH START SURGICAL GIFTS 2011 PALOMAR AIRPORT RD CARLSBAD, CA 92011			ASSIST DISADVANTAGED YOUTH WITH SURGERY FOR DEFORMITIES	15,000.
KRAEMER ENDOWMENT FOUNDATION 2119 EAST MADISON AVE EL CAJON, CA 92019			CIVIC/COMMUNITY SERVICES	50,000.

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STATEMENT 10 (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
NEW CHILDREN'S MUSEUM 200 WEST ISLAND AVE SAN DIEGO, CA 92101			SUPPORT INTERACTIVE EDUCATIONAL EXPERIENCES TO PROMOTE LEARNING THROUGH THE ARTS	\$ 50,000.
RADY CHILDRENS HOSPITAL 3030 CHILDRENS WAY SAN DIEGO, CA 92123			MEDICAL/HEALTH SERVICES FOR CHILDREN	75,000.
REUBEN H FLEET SCIENCE CENTER 1875 EL PRADO SAN DIEGO, CA 92101			PROMOTION OF SCIENCE & TECHNOLOGY THROUGH LIFELONG LEARNING	62,500.
ROLLING READERS 2911 ADAMS AVE SAN DIEGO, CA 92116			TO INSPIRE CHILDREN TO LOVE READING	15,000.
SUMMERBRIDGE SAN DIEGO 10272 SAUNDERS DR SAN DIEGO, CA 92131			EDUCATION	10,000.
TOTAL				\$ 1,283,770.

STATEMENT 11
FORM 990-PF, PART XV, LINE 3B
RECIPIENT APPROVED FOR FUTURE PAYMENT

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
MERCY HOSPITAL FOUNDATION 203 WEST F STREET SAN DIEGO, CA 92101			EXPAND & MODERNIZE THE EMERGENCY DEPARTMENT	\$ 200,000.
COLORADO SPRINGS FINE ARTS CTR 30 W. DALE STREET COLORADO SPRINGS, CO 80903			SUPPORT OF MUSEUM EXPANSION CAPITAL CAMPAIGN	100,000.
DOERNBECHER CHILDREN'S HOSPITAL FDN 1121 SW SALMON, STE 201 PORTLAND, OR 97205			CHALLENGE GRANT IN SUPPORT OF NEW EMERGENCY ENTRANCE	160,000.

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STATEMENT 11 (CONTINUED)
FORM 990-PF, PART XV, LINE 3B
RECIPIENT APPROVED FOR FUTURE PAYMENT

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
NEW CHILDREN'S MUSEUM OF SAN DIEGO 200 WEST ISLAND AVE SAN DIEGO, CA 92101			ORGANIZATIONAL GROWTH THROUGH MATCHING CHALLENGE GRANTS	\$ 100,000
TOTAL				\$ 560,000

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PART VII-B: STATEMENTS REGARDING ACTIVITIES FOR WHICH FORM 4720 MAY BE REQUIRED

QUESTION 1A(4): REASONABLE COMPENSATION IN THE FORM OF DIRECTORS FEES AND
MANAGEMENT FEES WAS PAID TO DISQUALIFIED PERSONS. IN ADDITION, MINIMAL EXPENSES FOR
TRAVEL TO BOARD MEETINGS WERE REIMBURSED TO A DISQUALIFIED PERSON.