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

**2009**

Department of the Treasury  
Internal Revenue Service

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

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

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation <b>THE BANDAI FOUNDATION</b>	A Employer identification number <b>33-0655933</b>
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite <b>5551 KATELLA AVENUE</b>	B Telephone number <b>(714) 816-9500</b>
	City or town, state, and ZIP code <b>CYPRESS, CA 90630</b>	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"/>

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, col. (c), line 16) **\$ 9,373,993.** (Part I, column (d) must be on cash basis)

J Accounting method:  Cash  Accrual  Other (specify) \_\_\_\_\_

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

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(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			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	254.	254.		STATEMENT 1
4 Dividends and interest from securities	274,714.	274,714.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-17,678.			
b Gross sales price for all assets on line 6a <b>1,670,813.</b>				
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	257,290.	274,968.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees <b>STMT 3</b>	7,678.	3,839.		3,839.
c Other professional fees <b>STMT 4</b>	56,931.	46,931.		10,000.
17 Interest	74.	74.		0.
18 Taxes <b>STMT 5</b>	185.	0.		105.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses <b>STMT 6</b>	494.	489.		5.
24 Total operating and administrative expenses. Add lines 13 through 23	65,362.	51,333.		13,949.
25 Contributions, gifts, grants paid	483,290.			483,290.
26 Total expenses and disbursements. Add lines 24 and 25	548,652.	51,333.		497,239.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-291,362.			
b Net investment income (if negative, enter -0-)		223,635.		
c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	18,627.	16,904.	16,904.
	2 Savings and temporary cash investments	373,106.	153,306.	153,306.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 7	8,257,776.	8,228,078.	8,328,234.
	b Investments - corporate stock STMT 8	1,310,575.	1,270,434.	875,549.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ )			
	16 Total assets (to be completed by all filers)	9,960,084.	9,668,722.	9,373,993.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶ )				
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	9,960,084.	9,668,722.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	9,960,084.	9,668,722.		
31 Total liabilities and net assets/fund balances	9,960,084.	9,668,722.		

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	9,960,084.
2 Enter amount from Part I, line 27a	2	-291,362.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	9,668,722.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,668,722.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b	<b>SEE ATTACHED STATEMENT</b>		
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e	1,670,813.	1,688,491.	-17,678.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			-17,678.

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	-17,678.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	391,533.	9,914,789.	.039490
2007	345,136.	10,047,273.	.034351
2006	225,535.	9,663,636.	.023339
2005	434,668.	9,392,725.	.046277
2004	434,481.	9,788,958.	.044385

2 Total of line 1, column (d)	2	.187842
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	.037568
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	9,485,374.
5 Multiply line 4 by line 3	5	356,347.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,236.
7 Add lines 5 and 6	7	358,583.
8 Enter qualifying distributions from Part XII, line 4	8	497,239.

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 instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	2,236.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	2,236.
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	2,236.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	10,716.
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	10,716.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	8,480.
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax <input checked="" type="checkbox"/> 8,480.   Refunded <input checked="" type="checkbox"/>	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
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		
1c		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.	
2		X
3 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		
3		X
4a		X
4b	N/A	
5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		
6	X	
7	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.		
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> CA	
8b	X	
9		X
10		X

**Part VII-A Statements Regarding Activities** (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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>WWW.BANDAI.COM/ABOUT/FOUNDATION.PHP</u>	13	X	
14	The books are in care of ► <u>STEVEN GRIMES</u> Telephone no. ► <u>(714) 816-9500</u> Located at ► <u>5551 KATELLA AVENUE, CYPRESS, CA</u> ZIP+4 ► <u>90630</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

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A	1b	
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 ► _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <input type="checkbox"/> N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <input type="checkbox"/> _____, _____, _____		
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) <input type="checkbox"/> N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

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

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? **STATEMENT 11**  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**  Yes  No

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**  Yes  No N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
KUNIO IKOMA 5551 KATELLA AVENUE CYPRESS, CA 90630	SECRETARY/TREASURER/DIRECTOR	1.00	0.	0.
MASAYUKI MATSUO 5551 KATELLA AVENUE CYPRESS, CA 90630	CHAIRMAN/DIRECTOR	1.00	0.	0.

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

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

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



**Part X. Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	8,671,075.
b	Average of monthly cash balances	1b	958,746.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	9,629,821.
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	9,629,821.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	144,447.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,485,374.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	474,269.

**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	474,269.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	2,236.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,236.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	472,033.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	472,033.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	472,033.

**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	497,239.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	497,239.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	2,236.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	495,003.

**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				472,033.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			492,575.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 497,239.				
a Applied to 2008, but not more than line 2a			492,575.	
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				4,664.
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 instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				467,369.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9) N/A

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

b Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

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

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

1 **Information Regarding Foundation Managers:**  
 a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)  
**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:  
**N/A**

b The form in which applications should be submitted and information and materials they should include:  
**N/A**

c Any submission deadlines:  
**N/A**

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







THE BANDAI FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a US TREASURY NOTES 1.375%	P	03/31/09	11/13/09
b US TREASURY NOTES 1.375%	P	03/31/09	06/24/09
c HIGHMARKET VALUE MOMENTUM	P	12/17/99	12/23/09
d HIGHMARKET VALUE MOMENTUM	P	12/15/00	12/23/09
e FHLB	P	03/18/99	03/30/09
f FNMA NTS 3.25%	P	04/08/04	02/15/09
g US TREASURY NOTES 4.5%	P	02/14/06	02/15/09
h			
i			
j			
k			
l			
m			
n			
o			

(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 201,563.		201,531.	32.
b 149,250.		151,148.	-1,898.
c 15,390.		31,168.	-15,778.
d 4,610.		8,974.	-4,364.
e 500,000.		501,200.	-1,200.
f 500,000.		495,782.	4,218.
g 300,000.		298,688.	1,312.
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			32.
b			-1,898.
c			-15,778.
d			-4,364.
e			-1,200.
f			4,218.
g			1,312.
h			
i			
j			
k			
l			
m			
n			
o			

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	-17,678.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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

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SOURCE	AMOUNT
MM FUND DIVIDENDS	254.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	254.

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**FORM 990-PF . DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2**

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<u>SOURCE</u>	<u>GROSS AMOUNT</u>	<u>CAPITAL GAINS DIVIDENDS</u>	<u>COLUMN (A) AMOUNT</u>
INTEREST INCOME	263,228.	0.	263,228.
MUTUAL FUND DIVIDENDS	11,486.	0.	11,486.
<b>TOTAL TO FM 990-PF, PART I, LN 4</b>	<b>274,714.</b>	<b>0.</b>	<b>274,714.</b>

FORM 990-PF . ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING EXPENSE	7,678.	3,839.		3,839.
TO FORM 990-PF, PG 1, LN 16B	7,678.	3,839.		3,839.

FORM 990-PF . OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	10,000.	0.		10,000.
INVESTMENT MANAGEMENT	46,931.	46,931.		0.
TO FORM 990-PF, PG 1, LN 16C	56,931.	46,931.		10,000.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	80.	0.		0.
STATE FILING FEES	105.	0.		105.
TO FORM 990-PF, PG 1, LN 18	185.	0.		105.

FORM 990-PF . OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
POSTAGE	5.	0.		5.
BANK FEES	489.	489.		0.
TO FORM 990-PF, PG 1, LN 23	494.	489.		5.

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 FORM 990-PF . U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7
 

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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURY	X		5,227,008.	5,208,394.
FEDERAL NATIONAL MORTGAGE ASSOCIATION	X		994,900.	1,027,500.
FEDERAL FARM CR BKS	X		1,005,820.	1,053,280.
FEDERAL HOME LN BKS	X		1,000,350.	1,039,060.
TOTAL U.S. GOVERNMENT OBLIGATIONS			8,228,078.	8,328,234.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			8,228,078.	8,328,234.

FORM 990-PF . CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PUBLICLY TRADED SECURITIES	1,270,434.	875,549.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,270,434.	875,549.

FORM 990-PF . GRANTS AND CONTRIBUTIONS STATEMENT 9  
PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ORANGE COUNTY BUDDHIST CHURCH 909 SOUTH DALE AVE ANAHEIM, CA 92804	NONE EMPLOYEE MATCHING/ GENERAL PURPOSE	SEC 509(A)(1)	500.
CHOC FOUNDATION 455 S. MAIN STREET ORANGE, CA 92868-3874	NONE TO NURTURE ADVANCE AND PROTECT THE HEALTH AND WELL - BEING OF CHILDREN	SEC 509(A)(1)	8,750.
CYPRESS CHILDRENS ADVOCACY COUNCIL P.O. BOX 2022 CYPRESS, CA 90630	NONE TO HELP CHILDREN IN NEED	SEC 509(A)(1)	50.
FOODAID COMPASSION 111 S. HIGHLAND #408 MEMPHIS, TN 38111	NONE TO ELIMINATE HUNGER	SEC 509(A)(2)	1,500.
SECOND HARVEST FOOD BANK 8014 MARINE WAY IRVINE, CA 92816	NONE TO ELIMINATE HUNGER	SEC 509(A)(1)	500.
TUMAINI INTERNATIONAL MINISTRIES P.O. BOX 8072 CORONA, CA 92878	NONE TO REDUCE THE SUFFERING CAUSED BY THE AIDS PENDEMIC IN KENYA, EAST AFRICA	SEC 509(A)(1)	50.
UNICEF 125 MAIDEN LANE NEW YORK, NY 10038	NONE TO PROVIDE CHILDREN WITH HEALTH CARE, CLEAN WATER, NUTRITION, EDUCATION	SEC 509(A)(1)	45.
SOCIAL ASSISTANCE PROGRAM FOR VIETNAM 12881 KNOTT STREET GARDEN GROVE, CA 92841	NONE TO PROVIDE RELIEF FOR ORPHANS & HANDICAPPED CHILDREN, MAINLY IN HEALTH CARE	SEC 509(A)(1)	1,000.

THE BANDAI FOUNDATION

33-0655933

TOYS "R" US CHILDRENS FUND ONE GOEFFREY WAY WAYNE, NJ 07470	NONE TO KEEP CHILDREN SAFE AND HELP THEM IN TIMES OF NEED	SEC 509(A)(1)	15,000.
NISHIYAMATO ACADEMY 2458 LOMITA BLVD LOMITA, CA 90717	NONE INTERNATIONAL SCHOOL	SEC 509(A)(1)	1,200.
LOWELL PTA 5201 E. BROADWAY LONG BEACH, CA 90630	NONE EMPLOYEE MATCHING	SEC 509(A)(1)	500.
CYPRESS POLICE OFFICERS ASSOCIATION PO BOX 825 CYPRESS, CA 90630	NONE CHILD SAFETY/CRIME PREVENTION	SEC 501(C)(9)	995.
FRIENDS OF CYPRESS RECREATIONS AND PARKS, INC. 5700 ORANGE AVENUE CYPRESS, CA 90630	NONE TO PROVIDE SAFE, CLEAN AND FUNCTIONAL PARKS & RECREATION FACILITIES	SEC 509(A)(1)	10,000.
MARINE TOYS FOR TOTS FOUNDATION 18251 QUENTICO GATEWAY DRIVE TRIANGLE, VA 22172	NONE TO HELP CHILDREN IN NEED	SEC 509(A)(1)	40,000.
RONALD MCDONALD HOUSE 765 S. PASADENA AVENUE PASADENA, CA 91105	NONE TO CREATE, FIND AND SUPPORT PROGRAMS THAT IMPROVE THE HEALTH AND WELL BEING OF CHILDREN	SEC 509(A)(1)	40,000.
STARLIGHT STARBRIGHT CHILDREN'S FOUNDATION 5757 WILSHIRE BLVD. M100 LOS ANGELES, CA 90036	NONE TO IMPROVE THE QUALITY OF LIFE FOR CHILDREN	SEC 509(A)(1)	40,000.
BOY SCOUTS OF AMERICA 1325 W. WALNUT HILL LN IRVING, TX 75038	NONE TO PROVIDE A PROGRAM FOR YOUNG PEOPLE THAT BUILDS CHARACTER, TRAIN THEM IN	SEC 509(A)(1)	10,000.
CITY OF HOPE 1500 EAST DUARTE ROAD DUARTE, CA 91010	NONE TO HELP RESEARCH, TREATMENT AND EDUCATION ON CANCER	SEC 509(A)(1)	40,000.

GIRL SCOUTS OF USA 420 FIFTH AVENUE NEW YORK, NY 10018-2798	NONE TO BUILD GIRLS OF COURAGE, CONFIDENCE & CHARACTER WHO MAKE THE WORLD A BETTE	SEC 509(A)(1)	10,000.
BOYS & GIRLS CLUB OF CYPRESS 10161 MOODY ST. CYPRESS, CA 90630	NONE TO PROVIDE CHILDREN WITH A SAFE PLACE TO GROW AND LEARN AND LIFE ENHANCING P	SEC 509(A)(1)	5,000.
SECOND HARVEST FOOD BANK 8014 MARINE WAY IRVINE, CA 92615	NONE TO ELIMINATE HUNGER	SEC 509(A)(1)	10,000.
COMMUNITY ACTION PARTNERSHIPS OF ORANGE COUNTY 12640 KNOTT STREET GARDEN GROVE, CA 92841	N/A TO HELP HUNGER AND POVERTY CHILDREN	SEC 509(A)(1)	17,500.
TOYS "R" US CHILDRENS FUND ONE GEOFFREY WAY WAYNO, NJ 07470	N/A TO KEEP CHILDREN SAFE AND HELP THEM IN TIMES OF NEED	SEC 509(A)(1)	25,000.
UNITED WAY INC 523 WEST 6TH STREET LOS ANGELES, CA 90014	N/A TO FIGHT POVERTY BY MEETING BASIC NEEDS, IMPROVING EDUCATIONAL ACHIEVEMENT.	SEC 509(A)(1)	40,000.
NATIONAL CENTER ON FAMILY HOMELESSNESS 181 WELLS AVENUE, NEWTON CENTER, MA 02459	N/A TO HELP HOMELESS FAMILIES	SEC 509(A)(1)	35,000.
TOY INDUSTRY FOUNDATION 1115 BROADWAY, SUITE 400 NEW YORK, NY 10010	N/A TO HELP CHILDREN IN NEED	SEC 509(A)(1)	40,000.
AMERICAN CANCER SOCIETY 1710 WEBSTER ST. OAKLAND, CA 94612	N/A FOR CANCER RESEARCH AND EDUCATION	SEC 509(A)(1)	40,000.
ST. JUDE CHILDREN'S RESEARCH HOSPITAL 262 DANNY THOMAS PLACE MEMPHIS, TN 38105	N/A PEDIATRIC TREATMENT AND RESEARCH FOR CHILDREN	SEC 509(A)(1)	40,000.

THE BANDAI FOUNDATION

33-0655933

UNITED LABOR AGENCY OF OC 2740 S. HARBOR BLVD. SANTA ANA, CA 92704	NONE TO HELP PEOPLE IN NEED	SEC 509(A)(1)	5,000.
LOS ANGELES MISSION 303 E. 5TH STREET LOS ANGELES, CA 90013	NONE TO PROVIDE HELP, HOPE AND OPPURTUNITY TO MEN, WOMEN AND CHILDREN IN NEED	SEC 509(A)(1)	500.
FRIENDS OF CYPRESS RECREATION AND PARKS INC. 5700 ORANGE AVENUE CYPRESS, CA 90630	NONE TO PROVIDE SAFE, CLEAN AND FUNCTIONAL PARKS & RECREATION FACILITIES	SEC 509(A)(1)	5,000.
CALVARY CHAPEL OF CYPRESS 5202 LINCOLN AVENUE CYPRESS, CA 90630	NONE EMPLOYEE MATCHING	SEC 509(A)(1)	200.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

483,290.

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990-PF , , INVOLVEMENT WITH NONCHARITABLE ORGANIZATIONS STATEMENT 10  
PART XVII, LINE 1, COLUMN (D)

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NAME OF NONCHARITABLE EXEMPT ORGANIZATION

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CYPRESS POLICE OFFICERS' ASSOCIATION

DESCRIPTION OF TRANSFERS, TRANSACTIONS, AND SHARING ARRANGEMENTS

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CASH GRANT

THE BANDAI FOUNDATION

EMPLOYER IDENTIFICATION NO. 33-0655933

AS STATEMENT ATTACHED TO AND MADE PART OF FEDERAL  
RETURN OF PRIVATE FOUNDATION EXEMPT FROM INCOME TAX  
FOR THE YEAR ENDED DECEMBER 31, 2009

INFORMATION REGARDING EXPENDITURE RESPONSIBILITY GRANTS – PART VII – B, LINE 5C

In accordance with IRS regulations section 53.4945-5(d), the following information is provided regarding the grants made or approved by The Bandai Foundation to organizations that are not exempt under sections 509(a)(1), (2) or (3) or section 4940(d)(2). The Foundation will exercise expenditure responsibility over these grants. The information provided includes the name and address of the grantee, the date and amount of the grant and the purpose of the grant. For grants approved or paid in the current tax year, information regarding the nature and amount of expenditures incurred by the grantees will be provided upon receipt of the grantees' annual reports which are generally due one year after payment of the grant. To the best of our knowledge no grantee has diverted any portion of the funds from the purpose of the grant.

APPROVED OR PAID IN THE YEAR ENDING DECEMBER 31, 2009

Cypress Police Officers' Association  
P.O. Box 825  
Cypress, CA 90630  
\$995