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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

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 , 20

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 THE SAMUELI FOUNDATION		A Employer identification number 33-0758237
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) (949) 760-4300
2101 E. COAST HIGHWAY, SUITE 300		
City or town, state, and ZIP code CORONA DEL MAR, CA 92625-1941		

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) **\$ 174,127.**

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	1,373,718.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments	3,254.	3,254.		ATCH 1
	4 Dividends and interest from securities	143.	143.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-5,539.			
	b Gross sales price for all assets on line 6a	1,368,179.			
	7 Capital gain net income (from Part IV, line 2)		1,292,710.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit (or loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	1,371,576.	1,296,107.		
	13 Compensation of officers, directors, trustees, etc.	326,968.			326,968.
	14 Other employee salaries and wages	59,089.			59,089.
	15 Pension plans, employee benefits	21,115.			21,115.
	16a Legal fees (attach schedule)	1,039.			1,039.
	b Accounting fees (attach schedule) ATCH 3	26,008.	6,502.		19,506.
	c Other professional fees (attach schedule). *	500.	500.		0.
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) *	35,174.	0.		4,774.
	19 Depreciation (attach schedule) and depletion	14,972.			
	20 Occupancy				
	21 Travel, conferences, and meetings	21,459.			21,459.
	22 Printing and publications	58.			58.
	23 Other expenses (attach schedule) ATCH 6	94,047.	7,425.		86,622.
	24 Total operating and administrative expenses. Add lines 13 through 23	600,429.	14,427.		540,630.
	25 Contributions, gifts, grants paid	1,250,264.			1,250,264.
	26 Total expenses and disbursements. Add lines 24 and 25	1,850,693.	14,427.		1,790,894.
	27 Subtract line 26 from line 12	-479,117.			
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)		1,281,680.		
	c Adjusted net income (if negative, enter -0-)			-0-	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. * ATCH 4 JSA ** ATCH 5 Form 990-PF (2009)

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				
	2	Savings and temporary cash investments	519,478.	155,202.	155,202.	
	3	Accounts receivable				
		Less allowance for doubtful accounts				
	4	Pledges receivable				
		Less allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)				
	7	Other notes and loans receivable (attach schedule)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	Liabilities	11	Investments - land, buildings, and equipment basis			
		Less accumulated depreciation (attach schedule)				
12		Investments - mortgage loans				
13		Investments - other (attach schedule)				
14		Land, buildings, and equipment basis	51,357.		ATCH 7	
		Less accumulated depreciation (attach schedule)	32,432.	33,897.	18,925.	
15		Other assets (describe)				
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	553,375.	174,127.	174,127.	
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons	0.	100,000.	ATCH 8	
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ATCH 9)	131.	0.		
	23	Total liabilities (add lines 17 through 22)	131.	100,000.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	0.	0.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
	29	Retained earnings, accumulated income, endowment, or other funds	553,244.	74,127.		
30	Total net assets or fund balances (see page 17 of the instructions)	553,244.	74,127.			
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	553,375.	174,127.			

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	553,244.
2	Enter amount from Part I, line 27a	2	-479,117.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	74,127.
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	74,127.

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 SEE PART IV SCHEDULE				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) 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			

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	1,292,710.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):		{ If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	3,350,771.	508,470.	6.589909
2007	5,523,775.	891,698.	6.194670
2006	4,587,262.	718,522.	6.384303
2005	3,219,699.	434,989.	7.401794
2004	5,486,372.	441,384.	12.429929

2 Total of line 1, column (d)	2	39.000605
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	7.800121
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	410,817.
5 Multiply line 4 by line 3	5	3,204,422.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	12,817.
7 Add lines 5 and 6	7	3,217,239.
8 Enter qualifying distributions from Part XII, line 4	8	1,790,894.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of 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 ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	25,634.
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	
3 Add lines 1 and 2		3	25,634.
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	25,634.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	29,793.	
b Exempt foreign organizations-tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	29,793.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	4,159.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> 0. Refunded <input type="checkbox"/>	11	4,159.	

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 page 19 of the instructions for definition)?		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		
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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
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?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> CALIFORNIA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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 page 20 of the 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.SAMUELI.ORG</u>	13	X	
14	The books are in care of <u>MICHAEL SCHULMAN</u> Telephone no <u>949-760-4300</u> Located at <u>2101 E. COAST HIGHWAY, SUITE 300 CORONA DEL MAR, CA</u> ZIP + 4 <u>92625-1941</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			

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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input 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)?		X
Organizations relying on a current notice regarding disaster assistance check here		
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?		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 page 20 of the instructions)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<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)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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 page 22 of the instructions). ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ Yes ☒ NoOrganizations 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? ☐ 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? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 10		326,968.	5,921.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 11		59,089.	0.	0.

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services NONE

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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

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

	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions.	
3 NONE	

Total. Add lines 1 through 3

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	0.
b	Average of monthly cash balances	1b	417,073.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	417,073.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	417,073.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	6,256.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	410,817.
6	Minimum investment return. Enter 5% of line 5	6	20,541.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	20,541.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	25,634.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	25,634.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	-5,093.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	-5,093.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,790,894.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,790,894.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,790,894.

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				0.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years 20 07, 20 06, 20 05		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004 5,530,565.				
b From 2005 0.				
c From 2006 0.				
d From 2007 5,523,775.				
e From 2008 3,350,771.				
f Total of lines 3a through e	14,405,111.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 1,790,894.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				0.
e Remaining amount distributed out of corpus	1,790,894.			
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	16,196,005.			
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				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010.				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	5,530,565.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	10,665,440.			
10 Analysis of line 9				
a Excess from 2005 0.				
b Excess from 2006 0.				
c Excess from 2007 5,523,775.				
d Excess from 2008 3,350,771.				
e Excess from 2009 1,790,894.				

Part XIV	Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)	NOT APPLICABLE
-----------------	---	----------------

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(1)(3) or

4942(1)(5)

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

Part XV **Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

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

ATTACHMENT 12

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	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
a Paid during the year ATTACHMENT 13				
Total. ▶ 3a				1,250,264.
b Approved for future payment ATTACHMENT 14				
Total. ▶ 3b				1,026,478.

Form **990-PF** (2009)

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions on page 28 to verify calculations)

NONE



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

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?		Yes	No
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? ☐ Yes ☒ No

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here	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.			
	 Signature of officer or trustee	11/15/10 Date	Exec Dir Title	
Paid Preparer's Use Only	Preparer's signature 	Date 11-10-10	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (See Signature on page 30 of the instructions) P00157895
	Firm's name (or yours if self-employed), address, and ZIP code BOLAR HIRSCH & JENNINGS LLP 18101 VON KARMAN AVENUE, STE 1440 IRVINE, CA 92612			EIN ▶ 33-0480814 Phone no 949-224-3300

Schedule of Contributors

OMB No 1545-0047

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

2009

Name of the organization

THE SAMUELI FOUNDATION

Employer identification number

33-0758237

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

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

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

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

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE SAMUELI FOUNDATION

Employer identification number
33-0758237**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	HS MANAGEMENT, LP 2101 E. COAST HIGHWAY, SUITE 300 CORONA DEL MAR, CA 92625	\$ 562,955.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	HS MANAGEMENT, LP 2101 E. COAST HIGHWAY, SUITE 300 CORONA DEL MAR, CA 92625	\$ 640,650.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	HS MANAGEMENT, LP 2101 E. COAST HIGHWAY, SUITE 300 CORONA DEL MAR, CA 92625	\$ 170,113.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization THE SAMUELI FOUNDATION

Employer identification number
33-0758237**Part II** Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	VARIOUS SECURITIES SEE STATEMENT A	\$ 562,955.	04/22/2009
2	VARIOUS SECURITIES SEE STATEMENT A	\$ 640,650.	08/31/2009
3	VARIOUS SECURITIES SEE STATEMENT A	\$ 170,113.	12/03/2009
		\$	
		\$	
		\$	
		\$	

FORM 990-PF - PART IV

DATE	DESCRIPTION	AMOUNT	CREDIT	DEBIT	BALANCE
1970					
1	TO BALANCE				
2	BY SALES				
3	TO PURCHASES				
4	BY SALES				
5	TO PURCHASES				
6	BY SALES				
7	TO PURCHASES				
8	BY SALES				
9	TO PURCHASES				
10	BY SALES				
11	TO PURCHASES				
12	BY SALES				
13	TO PURCHASES				
14	BY SALES				
15	TO PURCHASES				
16	BY SALES				
17	TO PURCHASES				
18	BY SALES				
19	TO PURCHASES				
20	BY SALES				
21	TO PURCHASES				
22	BY SALES				
23	TO PURCHASES				
24	BY SALES				
25	TO PURCHASES				
26	BY SALES				
27	TO PURCHASES				
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41	TO PURCHASES				
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80	BY SALES				
81	TO PURCHASES				
82	BY SALES				
83	TO PURCHASES				
84	BY SALES				
85	TO PURCHASES				
86	BY SALES				
87	TO PURCHASES				
88	BY SALES				
89	TO PURCHASES				
90	BY SALES				

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2009

Name of estate or trust

THE SAMUELI FOUNDATION

Employer identification number

33-0758237

Note: Form 5227 filers need to complete *only* Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►	5	

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b.	6b	1,292,710.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►	12	1,292,710.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2009

Part III Summary of Parts I and II**Caution:** Read the instructions before completing this part.

	(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13		
14 Net long-term gain or (loss):			
a Total for year	14a		1,292,710.
b Unrecaptured section 1250 gain (see line 18 of the worksheet)	14b		
c 28% rate gain	14c		
15 Total net gain or (loss). Combine lines 13 and 14a	15		1,292,710.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:

a The loss on line 15, column (3) or **b** \$3,000 **16** ()

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20 Add lines 18 and 19	20		
21 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-	21		
22 Subtract line 21 from line 20. If zero or less, enter -0-	22		
23 Subtract line 22 from line 17. If zero or less, enter -0-	23		
24 Enter the smaller of the amount on line 17 or \$2,300	24		
25 Is the amount on line 23 equal to or more than the amount on line 24?			
<input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box.			
<input type="checkbox"/> No. Enter the amount from line 23	25		
26 Subtract line 25 from line 24	26		
27 Are the amounts on lines 22 and 26 the same?			
<input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31			
<input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29 Subtract line 28 from line 27	29		
30 Multiply line 29 by 15% (.15)		30	
31 Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)		31	
32 Add lines 30 and 31		32	
33 Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)		33	
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)		34	

Schedule D (Form 1041) 2009

Employer identification number

33-0758237

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	1,292,710.
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Samueli Foundation

Capital Gains

12/31/2009

Ticker	Stock Name	Exchange Fund Distr	Date Acquired	Date Sold	# of Shares	Tax Cost Value	Proceeds	Tax Gain /Loss
C	Cardinal Health Inc.	Edgewater	11/9/2000	4/23/2009	4,777	50,679.00	159,642.75	108,963.75
GE	General Electric Co		12/18/2000	4/23/2009	33,607	15,884.34	397,311.88	381,427.54
BRK.A	Berkshire	Meadowbrook	8/10/2000	8/7/2009	6	8,734.66	641,086.43	632,351.77
K	Kellogg	GS2000	5/25/2000	12/3/2009	2,411	171.00	127,464.60	127,293.60
FDO	Family Dollar Store	GS2000 or Belcrest	5/25/2000	12/3/2009	1,500	0.00	42,672.85	42,672.85
						\$ 75,469.00	\$ 1,368,178.51	\$ 1,292,709.51

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST	3,254.	3,254.
TOTAL	<u>3,254.</u>	<u>3,254.</u>

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION

DIVIDENDS

REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
143.	143.
<u>143.</u>	<u>143.</u>
TOTAL	

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	17,108.	4,277.		12,831.
TAX PREPARATION FEES	8,900.	2,225.		6,675.
TOTALS	26,008.	6,502.	0.	19,506.

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
CUSTODIAL FEES	500.	500.	0.
TOTALS	<u>500.</u>	<u>500.</u>	<u>0.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
TAXES & LICENSES	150.	0.	150.
PAYROLL TAXES	4,574.	0.	4,574.
STATE TAXES	10.	0.	10.
PROPERTY TAXES	40.	0.	40.
FEDERAL TAXES	30,400.	0.	0.
TOTALS	35,174.	0.	4,774.

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OFFICE EXPENSES	563.	0.	563.
OTHER ADMIN EXPENSES	1,821.	0.	1,821.
AUTO EXPENSES	3,285.	0.	3,285.
MEALS & ENTERTAINMENT	13,536.	0.	13,536.
BANK CHARGES	225.	225.	0.
TELEPHONE & INTERNET	4,627.	0.	4,627.
MANAGEMENT FEES	47,815.	7,200.	40,615.
TRAINING	21.	0.	21.
INSURANCE	2,528.	0.	2,528.
PAYROLL PROCESSING FEES	3,321.	0.	3,321.
DUES & SUBSCRIPTIONS	12,305.	0.	12,305.
RECRUITING	4,000.	0.	4,000.
TOTALS	94,047.	7,425.	86,622.

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENTATTACHMENT 7FIXED ASSET DETAIL ACCUMULATED DEPRECIATION DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING			ENDING			BEGINNING			ENDING		
		BALANCE	ADDITIONS	DISPOSALS	BALANCE	BALANCE	ADDITIONS	DISPOSALS	BALANCE	ADDITIONS	DISPOSALS	BALANCE	
PROXIMA ULTEA LGT	M5	6,442			6,442	6,442			6,442			6,442	
SOFTWARE-WEBSITE	SL	14,700			14,700	4,900.	4,900		4,900.			9,800	
SOFTWARE-CRM	SL	10,800			10,800		3,600		2,700			6,300	
SOFTWARE-CRM	SL	5,400			5,400		1,800		1,350.			3,150	
SOFTWARE-CRM	SL	5,400			5,400		1,800		1,350			3,150	
SOFTWARE-CRM	SL	8,615.			8,615		2,872		718			3,590	
TOTALS		<u>51,357</u>			<u>51,357</u>				<u>17,460</u>			<u>32,432</u>	

ATTACHMENT 8FORM 990PF, PART II - LOANS FROM OFFICERS, DIRECTORS, ETC.

LENDER: DUE TO SHILOH TRUST
ORIGINAL AMOUNT: 100,000.
DATE OF NOTE: 12/23/2009
MATURITY DATE: 12/22/2012
REPAYMENT TERMS: OUTSTANDING PRINCIPAL SHALL BE PAID ON 12/22/12
SECURITY PROVIDED: NONE
PURPOSE OF LOAN: FUND OPERATIONS
DESCRIPTION AND FMV CASH
OF CONSIDERATION:

BEGINNING BALANCE DUE 0.

ENDING BALANCE DUE 100,000.

TOTAL BEGINNING LOANS FROM OFFICERS, DIRECTORS, ETC. 0.

TOTAL ENDING LOANS FROM OFFICERS, DIRECTORS, ETC. 100,000.

FORM 990PF, PART II - OTHER LIABILITIESATTACHMENT 9DESCRIPTIONENDING
BOOK VALUE

EMPLOYEE WITHHOLDING

0.

TOTALS

0.

THE SAMUELI FOUNDATION

33-0758237

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
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HENRY SAMUELI
2101 E. COAST HIGHWAY, SUITE 300
CORONA DEL MAR, CA 92625-1941

SECRETARY
1.00

0. 0. 0.

SUSAN SAMUELI
2101 E. COAST HIGHWAY, SUITE 300
CORONA DEL MAR, CA 92625-1941

PRESIDENT
5.00

0. 0. 0.

MICHAEL SCHULMAN
2101 E. COAST HIGHWAY, SUITE 300
CORONA DEL MAR, CA 92625-1941

EXECUTIVE DIRECTOR
1.00

0. 0. 0.

GERALD SOLOMON
2101 E. COAST HIGHWAY, SUITE 300
CORONA DEL MAR, CA 92625-1941

EXECUTIVE DIRECTOR
33.00

326,968. 5,921. 0.

GRAND TOTALS

326,968.

5,921.

0.

THE SAMUELI FOUNDATION

33-0758237

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 11

CONTRIBUTIONS EXPENSE ACCT
TO EMPLOYEE AND OTHER
BENEFIT PLANS ALLOWANCES

TITLE AND AVERAGE
HOURS PER WEEK
DEVOTED TO POSITION

NAME AND ADDRESS

MAGGIE SCHERER
2101 E. COAST HIGHWAY
SUITE 300
CORONA DEL MAR, CA 92625-1941

EXECUTIVE ASSISTANT
40.00

59,089.

0.

TOTAL COMPENSATION

59,089.

0.

0.

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

HENRY SAMUELI
SUSAN SAMUELI

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13			
RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHED STATEMENT	NONE	GENERAL	1,250,264
	PUBLIC CHARITY		
TOTAL CONTRIBUTIONS PAID			1,250,264

ATTACHMENT 13

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR OF 2009

RECIPIENT NAME AND ADDRESS	RECIPIENT STATUS	PURPOSE OF GRANT	RECIPIENT RELATIONSHIP	AMOUNT
American Academy of Arts & Sciences 136 Irving Street Cambridge, MA 02138-1996	Public Charity	EDUCATION Annual Contribution	None	5,000.00
AIEF (Amer. Israel Edu. Foundation) 9339 Genesee Ave Suite 270 San Diego CA 92121	Public Charity	RELIGIOUS Annual contribution	None	25,000.00
American Friends of the Re'ut Institute 9100 Wilshire Blvd Suite 400 West Beverly Hills CA 90212	Public Charity	RELIGIOUS Project Support Top 15 Project	None	30,000.00
American Jewish World Service 131 Steuart Street, Suite 200 San Francisco CA 94105	Public Charity	SOCIAL SVC Project Support Darfur Project	None	25,000.00
Anaheim Amateur Association 300 W Lincoln Ave Anaheim, CA 92805	Public Charity	SOCIAL SVC Project Support Sports Scholarships	None	50,000.00
Anaheim Community Foundation 200 S Anaheim Blvd #433 Anaheim CA 92805	Public Charity	SOCIAL SVC Project Support STEM Outreach Support	None	2,500.00
ARCS Foundation, Inc. P O Box 10942 Newport Beach CA 92658	Public Charity	EDUCATION Project Support Scholarships	None	5,000.00
Chapman University One University Drive Orange CA 92866	Public Charity	EDUCATION Event Sponsorship Holocaust Memorial Writing Contest	None	35,000.00
Community Foundation of the Jewish 1 Federation Irvine CA 92612	Public Charity	RELIGIOUS Annual Support Operating	None	10,000.00
Grantmakers in Health 1100 Connecticut Ave Suite 1200 Washington DC 20036	Public Charity	HEALTH Project Support	None	18,750.00
Hands Together 201 Civic Center Drive Santa Ana, CA 92701	Public Charity	SOCIAL SVC Project Support Operating	None	5,000.00
Heritage Pointe 27356 Bellogente Mission Viejo CA 92691	Public Charity	RELIGIOUS Project Support	None	5,000.00

International Justice Mission		Public Charity		SOCIAL SVC		None		25,000.00
P O Box 58147				Project Support				
Washington								
DC								
20037								
International Princess		Public Charity		SOCIAL SVC		None		5,000.00
3500 Barranca Parkway				Project Support				
Suite 220								
Irvine								
CA								
92606								
J.F. Shea Therapeutic Riding Center		Public Charity		HEALTH		None		2,500.00
26284 Oso Road				Project Support				
San Juan Capistrano				Scholarships				
CA								
92675								
Jewish Community Center of OC		Public Charity		RELIGIOUS		None		25,000.00
1 Federation Way				Annual				
Suite 200				Operating Expenses				
Irvine								
CA								
92603								
Jewish Federation of OC		Public Charity		RELIGIOUS		None		145,000.00
1 Federation Way				Program/Event Support				
Suite 210				Israel Expo				
Irvine				Birthright				
CA				Rose Initiative				
92603								
Kehilat Ra'anana for		Public Charity		RELIGIOUS		None		100,000.00
94 Pardes Mashutaf St				Operating Support				
Ra'anana, Israel 43356								
Kidsworld		Public Charity		SOCIAL SVC		None		65,400.00
1902 W Chestnut Avenue				Program Support				
Santa Ana, CA 92703				Wellness Program/ Operating				
Kings Care Foundation		Public Charity		SOCIAL SVC		None		50,000.00
555 N Nash Street				Project Support				
El Segundo, CA 90245								
Latino Health Access		Public Charity		SOCIAL SVC		None		5,000.00
1701 N Main Street				Project Support				
Santa Ana, CA 92706				2020 Project				
National Academy of Engineering		Public Charity		EDUCATION		None		11,000.00
500 Fifth Street - NW				Annual Support/ Program				
Washington, DC 20418								
OC Performing Arts Center		Public Charity		ARTS		None		50,000.00
Seegerstrom Hall				Project Support				
Costa Mesa, CA 92626				Samueli Theater				
Orange County Community Founda		Public Charity		SOCIAL SVC		None		(15,000.00)
30 Corporate Park								
Suite 410								
Irvine								
CA								
92606								
Orangewood Children's Foundati		Public Charity		SOCIAL SVC		None		36,523.98
1575 East 17th Street				Project Support				
Santa Ana								
CA								
92705								
Orange County United Way		Public Charity		SOCIAL SVC		None		2,500.00
18012 Mitchell Ave South				Project Support				
Irvine, CA 92614								

Share Our Selves		Public Charity	SOCIAL SVC	None		2,500.00
1550 Superior Ave			Project Support			
Costa Mesa, CA 92627						
SIIB		Public Charity	HEALTH	Related		80,000.00
1737 King Street, Suite 600			Grant support			
Alexandria,						
VA						
22314						
Someone Cares Soup Kitchen		Public Charity	SOCIAL SVC	None		2,500.00
720 West 19th Street			Project Support			
Costa Mesa, CA 92627						
Taller San Jose		Public Charity	SOCIAL SVC	None		5,000.00
801 North Broadway			Project Support			
Santa Ana, CA 92701						
Tarbut V' Torah		Public Charity	EDUCATION	None		25,000.00
5 Federation Way			Scholarships			
Irvine						
CA						
92612						
Telluride Foundation		Public Charity	SOCIAL SVC	None		25,000.00
620 Mountain Village Blvd			Project Support			
Suite 2B						
Telluride						
CO						
81435						
Temple Beth El		Public Charity	RELIGIOUS	None		75,000.00
2A Liberty			Operating Support			
Aliso Viejo						
CA						
92656-3372						
UCI Foundation		Public Charity	EDUCATION	None		163,000.00
4199 Campus Drive			Project Support			
Suite 402						
Irvine						
CA						
92697						
UC Regents/Susan Samueli Ctr.		Public Charity	EDUCATION	None		85,000.00
UC Irvine College of Medicine			Project Support SSCIM			
1034 Hewitt Hall						
Irvine						
CA						
92697						
UCLA Foundation		Public Charity	EDUCATION	None		20,500.00
Emily Lerner - Athletics Dept			Project Support			
P O. Box 24209						
Los Angeles						
CA						
90099-4214						
Volunteer Center Orange County		Public Charity	EDUCATION	None		5,000.00
1901 E Fourth Street			Project Support			
Santa Ana, CA 92705						
Santa Ana School District		Public Charity	SOCIAL SVC	None		37,590.42
1601 E Chestnut Ave			Sports Equipment			
Santa Ana, CA 92701						

1,250,264.40

FORM 990FF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 14

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SEE ATTACHED STATEMENT

NONE

PUBLIC CHARITY

GENERAL

1,026,478

TOTAL CONTRIBUTIONS APPROVED

1,026,478

THE SAMUELI FAMILY FOUNDATION

33-0758237

FORM 990-PF

2009 GRANTS AND CONTRIBUTIONS
APPROVED FOR FUTURE PAYMENT

RECIPIENT NAME AND ADDRESS	RECIPIENT STATUS	PURPOSE OF GRANT	Grant (GR) Pledge (PL)	RECIPIENT RELATIONSHIP	AMOUNT	Pledge Period
Discovery Science Center 2500 North Main Street Santa Ana, CA 92705	Public Charity	Exhibit	PL	None	926,270.00	2009
Santa Ana School District 1601 E Chestnut Ave Santa Ana, CA 92701	Public Charity	Equipment	GR	None	208.09	2009
Jewish Federation of OC 1 Federation Way, Suite 210 Irvine, CA 92603	Public Charity	Scholarship	PL	None	50,000.00	2009
Jewish Federation of OC 1 Federation Way, Suite 210 Irvine, CA 92603	Public Charity	Merger	PL	None	50,000.00	2009
					<u>\$ 1,026,478.09</u>	

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete **only Part I** and check this box ☒ X
 • If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete **only Part II** (on page 2 of this form)
Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization THE SAMUELI FOUNDATION	Employer identification number 33-0758237
	Number, street, and room or suite no. If a P.O. box, see instructions 2101 E. COAST HIGHWAY, SUITE 300	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions CORONA DEL MAR, CA 92625-1941	

Check type of return to be filed (file a separate application for each return)

- | | | | | | |
|-------------------------------------|-------------|--------------------------|--|--------------------------|-----------|
| <input type="checkbox"/> | Form 990 | <input type="checkbox"/> | Form 990-T (corporation) | <input type="checkbox"/> | Form 4720 |
| <input type="checkbox"/> | Form 990-BL | <input type="checkbox"/> | Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> | Form 5227 |
| <input type="checkbox"/> | Form 990-EZ | <input type="checkbox"/> | Form 990-T (trust other than above) | <input type="checkbox"/> | Form 6069 |
| <input checked="" type="checkbox"/> | Form 990-PF | <input type="checkbox"/> | Form 1041-A | <input type="checkbox"/> | Form 8870 |

- The books are in the care of ► **MICHAEL SCHULMAN**

Telephone No ► 949 760-4300

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time
until 08/16, 2010, to file the exempt organization return for the organization named above. The extension is
for the organization's return for.

- ☒ calendar year 2009 or
☐ tax year beginning _____, _____, and ending _____, _____

2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a - If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 29,793.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 29,793.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	\$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev 4-2009)

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization THE SAMUELI FOUNDATION	Employer identification number 33-0758237
	Number, street, and room or suite no. If a P.O. box, see instructions 2101 E. COAST HIGHWAY, SUITE 300	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CORONA DEL MAR, CA 92625-1941	

Check type of return to be filed (File a separate application for each return).

<input type="checkbox"/> Form 990	<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 5227	

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of **▶ MICHAEL SCHULMAN**

Telephone No. **▶ 949 760-4300**

FAX No. **▶**

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) **▶** ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 4 I request an additional 3-month extension of time until **11/15/2010**
- 5 For calendar year **2009**, or other tax year beginning **▶** and ending **▶**
- 6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension **AN UNAVOIDABLE DELAY HAS BEEN EXPERIENCED IN ASSEMBLING THE ESSENTIAL DATA NECESSARY FOR THE PREPARATION OF THE RETURN. THE TIME REQUESTED WILL BE REQUIRED FOR PREPARING THE RETURN.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	29,793.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	29,793.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature **▶ *Jen S. Kraft*** Title **▶ CPA** Date **▶ 7/28/2010**

BOLAR HIRSCH & JENNINGS LLP
18101 VON KARMAN AVENUE, STE 1440
IRVINE, CA 92612

Form 8868 (Rev 4-2009)