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

2009

Department of the Treasury
Internal Revenue Service

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

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

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

| | | |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Use the IRS label. Otherwise, print or type. See Specific Instructions. | DBJ FOUNDATION 1301 EAST 9TH STREET #3500 CLEVELAND, OH 44114 | A Employer identification number 34-1661482 |
| | | B Telephone number (see the instructions) (216) 928-2981 |
| | | C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | I Fair market value of all assets at end of year (from Part II, column (c), line 16) ▶ \$ 21,667,098. | |
| | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis) | |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions)) | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| 1 Contributions, gifts, grants, etc., received (att sch) | 50,000. | | | |
| 2 Ck <input type="checkbox"/> if the foundn is not req to att Sch B | | | | |
| 3 Interest on savings and temporary cash investments | 226. | 226. | N/A | |
| 4 Dividends and interest from securities | 555,728. | 555,728. | | |
| 5a Gross rents | | | | |
| b Net rental income or (loss) | | | | |
| 6a Net gain/(loss) from sale of assets not on line 10 | -1,476,559. | | | |
| b Gross sales price for all assets on line 6a | 18,009,224. | | | |
| 7 Capital gain net income (from Part IV, line 2) | | 0. | | |
| 8 Net short-term capital gain | | | | |
| 9 Income modifications | | | | |
| 10a Gross sales price less returns and allowances | | | | |
| b Less cost of goods sold | | | | |
| c Gross profit/(loss) (att sch) | | | | |
| 11 Other income (attach schedule) | 35,720. | | | |
| 12 Total. Add lines 1 through 11 | -834,885. | 555,954. | | |
| 13 Compensation of officers, directors, trustees, etc | 0. | | | |
| 14 Other employee salaries and wages | 24,050. | | | 24,050. |
| 15 Pension plans, employee benefits. | | | | |
| 16a Legal fees (attach schedule) SEE ST 2 | 5,478. | | | 5,478. |
| b Accounting fees (attach sch) SEE ST 3 | 8,264. | 4,132. | | 4,132. |
| c Other prof fees (attach sch) SEE ST 4 | 74,998. | 74,998. | | |
| 17 Interest | | | | |
| 18 Taxes (attach schedule)(see instr) SEE STM 5 | 10,432. | 375. | | 2,657. |
| 19 Depreciation (attach sch) and depletion | | | | |
| 20 Occupancy | | | | |
| 21 Travel, conferences, and meetings | | | | |
| 22 Printing and publications | | | | |
| 23 Other expenses (attach schedule) SEE STATEMENT 6 | 27,615. | 265. | | 27,239. |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | 150,837. | 79,770. | | 63,556. |
| 25 Contributions, gifts, grants paid PART XV | 759,450. | | | 759,450. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 910,287. | 79,770. | | 823,006. |
| 27 Subtract line 26 from line 12: | | | | |
| a Excess of revenue over expenses and disbursements | -1,745,172. | | | |
| b Net investment income (if negative, enter -0-) | | 476,184. | | |
| C Adjusted net income (if negative, enter -0-) | | | | |

REVENUE RECEIVED
JUN 03 2010
OGDEN, UT
SEE STATEMENT 1

SCANNED JUN 03 2010

618 10

| 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 | | 209,025. | 195,466. | 195,466. | |
| | 2 | Savings and temporary cash investments | | | | | |
| | 3 | Accounts receivable | | | | | |
| | | Less: allowance for doubtful accounts | | | | | |
| | 4 | Pledges receivable | | | | | |
| | | Less: allowance for doubtful accounts | | | | | |
| | 5 | Grants receivable | | | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions) | | | | | |
| | 7 | Other notes and loans receivable (attach sch) | | | | | |
| | | Less: allowance for doubtful accounts | | | | | |
| | 8 | Inventories for sale or use | | | | | |
| | 9 | Prepaid expenses and deferred charges | | | 50,000. | 50,000. | 50,000. |
| | 10a | Investments – U.S. and state government obligations (attach schedule) | STATEMENT 7 | | 1,746,662. | 416,959. | 425,756. |
| | b | Investments – corporate stock (attach schedule) | STATEMENT 8 | | 18,205,982. | 14,964,263. | 14,507,825. |
| | c | Investments – corporate bonds (attach schedule) | STATEMENT 9 | | 3,643,390. | 6,484,919. | 6,488,051. |
| | 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 | | | | | | |
| | Less: accumulated depreciation (attach schedule) | | | | | | |
| 15 | Other assets (describe) | | | | | | |
| 16 | Total assets (to be completed by all filers – see instructions. Also, see page 1, item I) | | | 23,855,059. | 22,111,607. | 21,667,098. | |
| LIABILITIES | 17 | Accounts payable and accrued expenses | | 531. | 2,251. | | |
| | 18 | Grants payable | | | | | |
| | 19 | Deferred revenue | | | | | |
| | 20 | Loans from officers, directors, trustees, & other disqualified persons | | | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | | | |
| | 22 | Other liabilities (describe) | | | | | |
| | 23 | Total liabilities (add lines 17 through 22) | | | 531. | 2,251. | |
| NET ASSETS OR FUND BALANCES | Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/> | | | | | | |
| | 24 | Unrestricted | | 23,854,528. | 22,109,356. | | |
| | 25 | Temporarily restricted | | | | | |
| | 26 | Permanently restricted | | | | | |
| | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/> | | | | | | |
| | 27 | Capital stock, trust principal, or current funds | | | | | |
| | 28 | Paid-in or capital surplus, or land, building, and equipment fund | | | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | | | | | |
| 30 | Total net assets or fund balances (see the instructions) | | | 23,854,528. | 22,109,356. | | |
| 31 | Total liabilities and net assets/fund balances (see the instructions) | | | 23,855,059. | 22,111,607. | | |

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 | 23,854,528. |
| 2 | Enter amount from Part I, line 27a | 2 | -1,745,172. |
| 3 | Other increases not included in line 2 (itemize) | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 22,109,356. |
| 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 | 22,109,356. |

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)

(b) How acquired
P — Purchase
D — Donation

(c) Date acquired
(month, day, year)

(d) Date sold
(month, day, year)

| | | | |
|-----------------------------|--|--|--|
| 1 a SEE STATEMENT 10 | | | |
| 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) Fair Market Value as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of column (i) over column (j), if any | (l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h)) |
|--------------------------------------|-----------------------------------|--------------------------------------------------|-------------------------------------------------------------------------------------------------|
| 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 | -1,476,559. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8 | | 3 | 329,633. |

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

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

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

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

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (column (b) divided by column (c)) |
|----------------------------------------------------------------|---------------------------------------|-------------------------------------------|-----------------------------------------------------------|
| 2008 | 1,536,369. | 25,437,221. | 0.060398 |
| 2007 | 1,620,407. | 30,003,121. | 0.054008 |
| 2006 | 916,974. | 26,925,077. | 0.034057 |
| 2005 | 746,790. | 14,803,475. | 0.050447 |
| 2004 | 674,388. | 15,938,273. | 0.042312 |

| | | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|-------------|
| 2 Total of line 1, column (d) | 2 | 0.241222 |
| 3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | 3 | 0.048244 |
| 4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 | 4 | 19,324,368. |
| 5 Multiply line 4 by line 3 | 5 | 932,285. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 4,762. |
| 7 Add lines 5 and 6 | 7 | 937,047. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 823,006. |

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

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

| | | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|---------|
| 1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instr.) | 1 | 9,524. |
| 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 | | |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b) | | |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 2 | 0. |
| 3 Add lines 1 and 2 | 3 | 9,524. |
| 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 | 9,524. |
| 6 Credits/Payments: | | |
| a 2009 estimated tax pmts and 2008 overpayment credited to 2009 | 6a | 7,200. |
| b Exempt foreign organizations – tax withheld at source | 6b | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c | 6,800. |
| d Backup withholding erroneously withheld | 6d | |
| 7 Total credits and payments Add lines 6a through 6d | 7 | 14,000. |
| 8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached | 8 | 38. |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | 0. |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 4,438. |
| 11 Enter the amount of line 10 to be: Credited to 2010 estimated tax 4,438. Refunded | 11 | 0. |

Part VII-A Statements Regarding Activities

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

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>DBJFOUNDATION.ORG</u> | 13 | X | |
| 14 | The books are in care of <u>AVERY & GREIG, LLP</u> Telephone no. <u>(310) 829-7654</u> Located at <u>2811 WILSHIRE BLVD #700 SANTA MONICA CA</u> ZIP + 4 <u>90403</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 | N/A | | <input type="checkbox"/> |
| | | 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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/> | 1b | N/A |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009? | 1c | X |
| 2 | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) | | |
| a | At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__ .</u> | | |
| b | Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see the instructions) | 2b | N/A |
| c | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__ , 20__ , 20__ , 20__ .</u> | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If 'Yes,' did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.) | 3b | N/A |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | X |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009? | 4b | X |

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

Organizations relying on a current notice regarding disaster assistance check here

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

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

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 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 |
|-----------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| DAVID H. JACOBS JR. 235 ENTRADA DR SANTA MONICA, CA 90402 | TRUSTEE 20.00 | 0. | 0. | 0. |
| | | | | |
| | | | | |
| | | | | |

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

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

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

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

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

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

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

| | Expenses |
|-------|----------|
| 1 N/A | |
| ----- | |
| 2 | |
| ----- | |
| 3 | |
| ----- | |
| 4 | |
| ----- | |

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

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

Total. Add lines 1 through 3 ▶ 0.

BAA

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 | 19,444,046. |
| b Average of monthly cash balances | 1b | 174,602. |
| c Fair market value of all other assets (see instructions) | 1c | |
| d Total (add lines 1a, b, and c) | 1d | 19,618,648. |
| 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 | 19,618,648. |
| 4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions) | 4 | 294,280. |
| 5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 19,324,368. |
| 6 Minimum investment return. Enter 5% of line 5 | 6 | 966,218. |

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 | 966,218. |
| 2a Tax on investment income for 2009 from Part VI, line 5 | 2a | 9,524. |
| b Income tax for 2009. (This does not include the tax from Part VI) | 2b | |
| c Add lines 2a and 2b | 2c | 9,524. |
| 3 Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 956,694. |
| 4 Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 Add lines 3 and 4 | 5 | 956,694. |
| 6 Deduction from distributable amount (see instructions) | 6 | |
| 7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 956,694. |

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 | 823,006. |
| b Program-related investments — total from Part IX-B | 1b | |
| 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes | 2 | |
| 3 Amounts set aside for specific charitable projects that satisfy the | | |
| a Suitability test (prior IRS approval required) | 3a | |
| b Cash distribution test (attach the required schedule) | 3b | |
| 4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 823,006. |
| 5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) | 5 | |
| 6 Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 823,006. |

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 | | | | 956,694. |
| 2 Undistributed income, if any, as of the end of 2009: | | | | |
| a Enter amount for 2008 only | | | 0. | |
| b Total for prior years: 20 __, 20 __, 20 __ | | 0. | | |
| 3 Excess distributions carryover, if any, to 2009: | | | | |
| a From 2004 | | | | |
| b From 2005 | | | | |
| c From 2006 | | | | |
| d From 2007 | 181,723. | | | |
| e From 2008 | 278,468. | | | |
| f Total of lines 3a through e | 460,191. | | | |
| 4 Qualifying distributions for 2009 from Part XII, line 4. ▶ \$ 823,006. | | | | |
| a Applied to 2008, but not more than line 2a | | | 0. | |
| 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 | | | | 823,006. |
| 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)) | 133,688. | | | 133,688. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | 326,503. | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | 0. | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | 0. | | |
| d Subtract line 6c from line 6b. Taxable amount – see instructions | | 0. | | |
| e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount – see instructions | | | 0. | |
| f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010 | | | | 0. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | 0. | | | |
| 8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions) | 0. | | | |
| 9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a | 326,503. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2005 | | | | |
| b Excess from 2006 | | | | |
| c Excess from 2007 | 48,035. | | | |
| d Excess from 2008 | 278,468. | | | |
| e Excess from 2009 | | | | |

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

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

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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

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

1 Information Regarding Foundation Managers:

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

DAVID H. JACOBS JR.

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc, (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 11

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient Name and address (home or business) | 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 SEE STATEMENT 12 | | | | |
| Total | | | | ▶ 3a 759,450. |
| b Approved for future payment | | | | |
| Total | | | | ▶ 3b |

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2009

Name of the organization

DBJ FOUNDATION

Employer identification number

34-1661482

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Form 990-PF

Section:

- 501(c)(____) (enter number) organization
 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
 527 political organization
 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)/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 their 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).

BAA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Employer identification number

DBJ FOUNDATION

34-1661482

Part I Contributors (see instructions.)

| (a) Number | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | (d) Type of contribution |
|---------------|-------------------------------------------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | DAVID JACOBS ----- 235 ENTRADA DR ----- SANTA MONICA, CA 90402 ----- | \$ 50,000. | Person <input checked="" 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) |
| ----- | ----- ----- ----- | \$ ----- | 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

Employer identification number

DBJ FOUNDATION

34-1661482

Part III Exclusively religious, charitable, etc, individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete cols (a) through (e) and the following line entry)

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of \$1,000 or less for the year. (Enter this information once - see instructions) ▶ \$ N/A

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------|
| | N/A | | |
| | | | |
| | | | |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| | | | |
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| | | | |
| | | | |
| | | | |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
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| | | | |
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| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
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| | | | |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
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CLIENT 039990

DBJ FOUNDATION

34-1661482

5/11/10

10:39AM

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

| | (A) REVENUE PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME |
|--------------------|-----------------------------|---------------------------------|-------------------------------|
| FEDERAL TAX REFUND | | | |
| | \$ 35,720. | | |
| TOTAL | <u>\$ 35,720.</u> | <u>\$ 0.</u> | <u>\$ 0.</u> |

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

| | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|--------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| LEGAL FEES | | | | |
| | \$ 5,478. | | | \$ 5,478. |
| TOTAL | <u>\$ 5,478.</u> | <u>\$ 0.</u> | <u>\$ 0.</u> | <u>\$ 5,478.</u> |

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

| | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-----------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| ACCOUNTING FEES | | | | |
| | \$ 8,264. | \$ 4,132. | | \$ 4,132. |
| TOTAL | <u>\$ 8,264.</u> | <u>\$ 4,132.</u> | <u>\$ 0.</u> | <u>\$ 4,132.</u> |

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

| | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|--------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| ADVISOR FEES | | | | |
| | \$ 74,998. | \$ 74,998. | | |
| TOTAL | <u>\$ 74,998.</u> | <u>\$ 74,998.</u> | <u>\$ 0.</u> | <u>\$ 0.</u> |

CLIENT 039990

DBJ FOUNDATION

34-1661482

5/11/10

10:39AM

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

| | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| FEDERAL | \$ 7,200. | | | |
| FOREIGN | 375. | \$ 375. | | |
| PAYROLL TAXES | 2,657. | | | \$ 2,657. |
| STATE | 200. | | | |
| TOTAL | \$ 10,432. | \$ 375. | | \$ 2,657. |

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

| | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| BANK CHARGES | \$ 100. | \$ 100. | | |
| GRANT SUPPORT | 25,209. | | | \$ 25,098. |
| INSURANCE | 2,141. | | | 2,141. |
| WIRE FEES | 165. | 165. | | |
| TOTAL | \$ 27,615. | \$ 265. | | \$ 27,239. |

STATEMENT 7
FORM 990-PF, PART II, LINE 10A
INVESTMENTS - U.S. AND STATE GOVERNMENT OBLIGATIONS

| U.S. GOVERNMENT OBLIGATIONS | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|-------------------------------|---------------------|--------------------|----------------------|
| AMERICAN FUNDS (SEE ATTACHED) | COST | \$ 416,959. | \$ 425,756. |
| | | \$ 416,959. | \$ 425,756. |
| TOTAL | | \$ 416,959. | \$ 425,756. |

STATEMENT 8
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

| CORPORATE STOCKS | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|-----------------------------------|---------------------|-----------------------|-----------------------|
| AMERICAN FUNDS (SEE ATTACHED) | COST | \$ 4,836,417. | \$ 5,008,481. |
| SCHWAB INVESTMENTS (SEE ATTACHED) | COST | 10,127,846. | 9,499,344. |
| TOTAL | | \$ 14,964,263. | \$ 14,507,825. |

CLIENT 039990

DBJ FOUNDATION

34-1661482

5/11/10

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STATEMENT 9
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

| <u>CORPORATE BONDS</u> | <u>VALUATION METHOD</u> | <u>BOOK VALUE</u> | <u>FAIR MARKET VALUE</u> |
|-----------------------------------|-------------------------|----------------------|--------------------------|
| SCHWAB INVESTMENTS (SEE ATTACHED) | COST | \$ 4,865,283. | \$ 4,906,206. |
| AMERICAN FUNDS (SEE ATTACHED) | COST | 1,619,636. | 1,581,845. |
| | TOTAL | <u>\$ 6,484,919.</u> | <u>\$ 6,488,051.</u> |

STATEMENT 10
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

| <u>ITEM</u> | <u>(A) DESCRIPTION</u> | <u>(B) HOW ACQUIRED</u> | <u>(C) DATE ACQUIRED</u> | <u>(D) DATE SOLD</u> |
|-------------|-----------------------------------------------------------|-------------------------|--------------------------|----------------------|
| 1 | 3,553.2990 AQR INTL MOMENTUM FD CL L | PURCHASED | 10/05/2009 | 12/22/2009 |
| 2 | 1,273.4080 DFA EMERGING MKTS | PURCHASED | 11/03/2005 | 3/02/2009 |
| 3 | 10,975.1080 DFA EMERGING MKTS | PURCHASED | VARIOUS | 5/04/2009 |
| 4 | 2,273.8710 DFA EMERGING MKTS | PURCHASED | VARIOUS | 5/04/2009 |
| 5 | 52,545.7800 DFA EMERGING MARKETS CORE EQUITY PORT | PURCHASED | 5/04/2009 | 10/02/2009 |
| 6 | 38,910.5060 DIMENSIONAL ADV ONE YR FIXED | PURCHASED | 10/10/2008 | 5/04/2009 |
| 7 | 16,990.2910 DIMENSIONAL ADV ONE YR FIXED | PURCHASED | 10/10/2008 | 6/24/2009 |
| 8 | 100,870.5350 DIMENSIONAL ADV ONE YR FIXED | PURCHASED | VARIOUS | 10/27/2009 |
| 9 | 9,832.4020 DFA INVT GRP INC INL | PURCHASED | VARIOUS | 3/02/2009 |
| 10 | 56,564.6490 DFA INVT GRP INC INL | PURCHASED | VARIOUS | 5/04/2009 |
| 11 | 593.4970 DFA INVT GRP INC INL | PURCHASED | VARIOUS | 5/04/2009 |
| 12 | 5,223.1720 DFA SHORT TERM EXTENDED QUALITY PORT INSTL | PURCHASED | 5/04/2009 | 12/22/2009 |
| 13 | 28,735.6320 DFA US LARGE CAP | PURCHASED | VARIOUS | 3/02/2009 |
| 14 | 15,328.0200 DFA US LARGE CAP | PURCHASED | VARIOUS | 10/27/2009 |
| 15 | 16,391.5090 DFA US LARGE CAP | PURCHASED | 1/12/2004 | 11/25/2009 |
| 16 | 5,830.9040 DFA US LARGE CAP | PURCHASED | 1/12/2004 | 12/22/2009 |
| 17 | 23,046.1540 DFA US MICRO CAP PORT | PURCHASED | VARIOUS | 5/04/2009 |
| 18 | 456.4520 DFA US MICRO CAP PORT | PURCHASED | VARIOUS | 5/04/2009 |
| 19 | 6,679.3890 DFA US SMALL CAP | PURCHASED | VARIOUS | 3/02/2009 |
| 20 | 7,277.6280 DFA US SMALL CAP | PURCHASED | VARIOUS | 10/27/2009 |
| 21 | 6,584.5820 DFA US SMALL CAP | PURCHASED | VARIOUS | 11/25/2009 |
| 22 | 3,265.3060 DFA US SMALL CAP | PURCHASED | VARIOUS | 12/22/2009 |
| 23 | 5,760.3690 DFA INTL SMALL CAP | PURCHASED | 3/10/2004 | 3/02/2009 |
| 24 | 24,397.2290 DFA INTL SMALL CAP | PURCHASED | VARIOUS | 5/04/2009 |
| 25 | 368.7530 DFA INTL SMALL CAP | PURCHASED | VARIOUS | 5/04/2009 |
| 26 | 54,651.1630 GOLDMAN SACHS ABSOLUTE RETURN TRACKER | PURCHASED | 3/02/2009 | 5/04/2009 |
| 27 | 73,508.1710 GOLDMAN SACHS ABSOLUTE RETURN TRACKER | PURCHASED | VARIOUS | 10/02/2009 |
| 28 | 36,391.2050 HUSSMAN STRATEGIC GROWTH | PURCHASED | 2/11/2009 | 5/04/2009 |
| 29 | 7,751.9380 HUSSMAN STRATEGIC GROWTH | PURCHASED | 2/11/2009 | 10/27/2009 |
| 30 | 6,015.6250 HUSSMAN STRATEGIC GROWTH | PURCHASED | VARIOUS | 11/25/2009 |
| 31 | 3,351.5200 HUSSMAN STRATEGIC GROWTH | PURCHASED | 3/02/2009 | 12/22/2009 |
| 32 | 26,484.8130 NATIXIS GATEWAY | PURCHASED | VARIOUS | 3/02/2009 |
| 33 | 26,713.8900 NATIXIS GATEWAY | PURCHASED | 5/04/2009 | 8/20/2009 |
| 34 | 34,126.2580 PIMCO ALL ASSET ALL AUTHORITY | PURCHASED | 10/05/2009 | 12/02/2009 |
| 35 | 42,630.9380 PIMCO COMMODITY REAL RETURN STRATEGY FD INSTL | PURCHASED | 5/04/2009 | 10/27/2009 |
| 36 | 48,421.0530 PIMCO COMMODITY REAL RETURN STRATEGY FD INSTL | PURCHASED | 5/04/2009 | 11/25/2009 |

STATEMENT 10 (CONTINUED)
 FORM 990-PF, PART IV, LINE 1
 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

| ITEM | (A) DESCRIPTION | (B) HOW ACQUIRED | (C) DATE ACQUIRED | (D) DATE SOLD |
|------|-----------------------------------------------------------|------------------|-------------------|---------------|
| 37 | 45,906.3350 PIMCO COMMODITY REAL RETURN STRATEGY FD INSTL | PURCHASED | VARIOUS | 12/02/2009 |
| 38 | 216,517.5950 VANGUARD SHORT TERM BD INDEX SIGNAL | PURCHASED | 12/15/2008 | 1/06/2009 |
| 39 | 150,983.3400 VANGUARD ST INVMT | PURCHASED | 1/07/2009 | 5/04/2009 |
| 40 | 6,503.2990 VANGUARD ST INVMT | PURCHASED | 10/27/2009 | 12/23/2009 |
| 41 | 21,561.7720 VANGUARD GROWTH INDEX | PURCHASED | 5/01/2007 | 3/03/2009 |
| 42 | 14,413.7130 VANGUARD GROWTH INDEX | PURCHASED | 5/01/2007 | 10/27/2009 |
| 43 | 14,949.7950 VANGUARD GROWTH INDEX | PURCHASED | 5/01/2007 | 11/25/2009 |
| 44 | 2,222.2220 VANGUARD GROWTH INDEX | PURCHASED | 5/01/2007 | 12/23/2009 |
| 45 | 8,917.1970 VANGUARD INDEX SM CAP | PURCHASED | 5/01/2007 | 10/27/2009 |
| 46 | 8,443.6040 VANGUARD INDEX SM CAP | PURCHASED | 5/01/2007 | 11/25/2009 |
| 47 | 2,946.3760 VANGUARD INDEX SM CAP | PURCHASED | 5/01/2007 | 12/23/2009 |
| 48 | 36,809.0040 VANGUARD MKT NEUTRAL | PURCHASED | 2/11/2008 | 2/10/2009 |
| 49 | 19,968.0510 VANGUARD MKT NEUTRAL | PURCHASED | 5/29/2008 | 2/10/2009 |
| 50 | 1,153.9730 VANGUARD INTL GROWTH | PURCHASED | VARIOUS | 3/03/2009 |
| 51 | 11,668.0760 VANGUARD INTL GROWTH | PURCHASED | VARIOUS | 5/04/2009 |
| 52 | 97,744.5636 US GOVERNMENT SECURITIES FUND-A | PURCHASED | VARIOUS | 11/30/2009 |
| 53 | 3,300.7314 US GOVERNMENT SECURITIES FUND-A | PURCHASED | VARIOUS | 11/30/2009 |

| ITEM | (E) GROSS SALES | (F) DEPREC. ALLOWED | (G) COST BASIS | (H) GAIN (LOSS) | (I) FMV 12/31/69 | (J) ADJ. BAS. 12/31/69 | (K) EXCESS (I) - (J) | (L) GAIN (LOSS) |
|------|-----------------|---------------------|----------------|-----------------|------------------|------------------------|----------------------|-----------------|
| 1 | 41,975. | | 41,717. | 258. | | | | \$ 258. |
| 2 | 16,975. | | 29,471. | -12,496. | | | | -12,496. |
| 3 | 233,091. | | 254,102. | -21,011. | | | | -21,011. |
| 4 | 48,293. | | 37,008. | 11,285. | | | | 11,285. |
| 5 | 865,929. | | 660,000. | 205,929. | | | | 205,929. |
| 6 | 399,975. | | 394,175. | 5,800. | | | | 5,800. |
| 7 | 174,975. | | 172,117. | 2,858. | | | | 2,858. |
| 8 | 1041968. | | 1031698. | 10,270. | | | | 10,270. |
| 9 | 87,975. | | 161,172. | -73,197. | | | | -73,197. |
| 10 | 743,800. | | 1020004. | -276,204. | | | | -276,204. |
| 11 | 7,804. | | 6,794. | 1,010. | | | | 1,010. |
| 12 | 54,975. | | 52,912. | 2,063. | | | | 2,063. |
| 13 | 274,975. | | 487,706. | -212,731. | | | | -212,731. |
| 14 | 249,975. | | 263,467. | -13,492. | | | | -13,492. |
| 15 | 277,975. | | 936. | 277,039. | | | | 277,039. |
| 16 | 99,975. | | 102,055. | -2,080. | | | | -2,080. |
| 17 | 194,946. | | 319,545. | -124,599. | | | | -124,599. |
| 18 | 3,861. | | 3,552. | 309. | | | | 309. |
| 19 | 69,975. | | 158,696. | -88,721. | | | | -88,721. |
| 20 | 134,975. | | 188,715. | -53,740. | | | | -53,740. |
| 21 | 122,975. | | 152,567. | -29,592. | | | | -29,592. |
| 22 | 63,975. | | 77,998. | -14,023. | | | | -14,023. |
| 23 | 49,975. | | 75,206. | -25,231. | | | | -25,231. |
| 24 | 282,739. | | 404,285. | -121,546. | | | | -121,546. |
| 25 | 4,273. | | 3,749. | 524. | | | | 524. |
| 26 | 469,975. | | 445,967. | 24,008. | | | | 24,008. |
| 27 | 660,813. | | 599,033. | 61,780. | | | | 61,780. |
| 28 | 479,975. | | 446,903. | 33,072. | | | | 33,072. |
| 29 | 99,975. | | 95,198. | 4,777. | | | | 4,777. |
| 30 | 76,975. | | 74,060. | 2,915. | | | | 2,915. |
| 31 | 42,975. | | 41,798. | 1,177. | | | | 1,177. |

CLIENT 039990

DBJ FOUNDATION

34-1661482

5/11/10

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STATEMENT 10 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

| ITEM | (E) GROSS SALES | (F) DEPREC. ALLOWED | (G) COST BASIS | (H) GAIN (LOSS) | (I) FMV 12/31/69 | (J) ADJ. BAS. 12/31/69 | (K) EXCESS (I) - (J) | (L) GAIN (LOSS) |
|------|-----------------------|---------------------------|----------------------|-----------------------|------------------------|------------------------------|----------------------------|-----------------------|
| 32 | 555,362. | | 759,433. | -204,071. | | | | \$-204,071. |
| 33 | 652,595. | | 627,000. | 25,595. | | | | 25,595. |
| 34 | 372,975. | | 365,847. | 7,128. | | | | 7,128. |
| 35 | 349,975. | | 283,933. | 66,042. | | | | 66,042. |
| 36 | 413,975. | | 322,497. | 91,478. | | | | 91,478. |
| 37 | 391,556. | | 346,867. | 44,689. | | | | 44,689. |
| 38 | 2223611. | | 2215000. | 8,611. | | | | 8,611. |
| 39 | 1500749. | | 1467583. | 33,166. | | | | 33,166. |
| 40 | 68,975. | | 68,806. | 169. | | | | 169. |
| 41 | 369,975. | | 680,499. | -310,524. | | | | -310,524. |
| 42 | 369,975. | | 454,903. | -84,928. | | | | -84,928. |
| 43 | 401,975. | | 471,822. | -69,847. | | | | -69,847. |
| 44 | 60,975. | | 70,134. | -9,159. | | | | -9,159. |
| 45 | 139,975. | | 179,245. | -39,270. | | | | -39,270. |
| 46 | 133,975. | | 169,725. | -35,750. | | | | -35,750. |
| 47 | 49,975. | | 59,225. | -9,250. | | | | -9,250. |
| 48 | 391,632. | | 457,179. | -65,547. | | | | -65,547. |
| 49 | 212,451. | | 250,025. | -37,574. | | | | -37,574. |
| 50 | 34,975. | | 26,589. | 8,386. | | | | 8,386. |
| 51 | 484,550. | | 1023656. | -539,106. | | | | -539,106. |
| 52 | 1402635. | | 1338025. | 64,610. | | | | 64,610. |
| 53 | 47,366. | | 45,184. | 2,182. | | | | 2,182. |
| | | | | | | | TOTAL | <u>\$-1476559.</u> |

STATEMENT 11
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:
NAME: DAVID H. JACOBS, JR.
CARE OF:
STREET ADDRESS: 235 ENTRADA DR
CITY, STATE, ZIP CODE: SANTA MONICA, CA 90402
TELEPHONE:
FORM AND CONTENT: A LETTER THAT INDICATES THE PURPOSE, THE INTENT, AND PROJECTED DATE.
SUBMISSION DEADLINES: NONE
RESTRICTIONS ON AWARDS: LIMITED TO RELIGIOUS, COMMUNITY, AND CHARITABLE PROGRAMS.

CLIENT 039990

DBJ FOUNDATION

34-1661482

5/11/10

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**STATEMENT 12
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR**

| <u>NAME AND ADDRESS</u> | <u>DONEE RELATIONSHIP</u> | <u>FOUND- ATION STATUS</u> | <u>PURPOSE OF GRANT</u> | <u>AMOUNT</u> |
|----------------------------------------------------------------------------------------|-------------------------------|------------------------------------|---------------------------------------------------|---------------|
| AIDS TASK FORCE 3210 EUCLID AVE CLEVELAND, OH 44115 | | | CONTRIBUTION TO TAX-EXEMPT ORG GENERAL FUND | \$ 85,000. |
| CLEVELAND SIGHT CENTER 1900 EAST 101ST ST, P.O. BOX 1988 CLEVELAND, OH 44106 | | | CONTRIBUTION TO TAX-EXEMPT ORG GENERAL FUND | 50,000. |
| EITELJORG MUSEUM 500 W WASHINGTON ST INDIANAPOLIS, IN 46204 | | | CONTRIBUTION TO TAX-EXEMPT ORG GENERAL FUND | 25,000. |
| HAZELDEN 15245 PLEASANT VALLEY RD, 11-C03 CENTER CITY, MN 55012 | | | CONTRIBUTION TO TAX-EXEMPT ORG GENERAL FUND | 50,000. |
| INDIANA UNIVERSITY FOUNDATION P.O. BOX 500 BLOOMINGTON, IN 47402 | | | CONTRIBUTION TO TAX-EXEMPT ORG GENERAL FUND | 88,000. |
| JACOBS AQUATIC CENTER 320 LAGUNA AVE KEY LARGO, FL 33037 | | | CONTRIBUTION TO TAX-EXEMPT ORG GENERAL FUND | 20,000. |
| LAKE ERIE SCIENCE CENTER 28728 WOLF ROAD BAY VILLAGE, OH 44140 | | | CONTRIBUTION TO TAX-EXEMPT ORG GENERAL FUND | 50,000. |
| METROHEALTH SYSTEM FOUNDATION 2500 METROHEALTH DR CLEVELAND, OH 44109 | | | CONTRIBUTION TO TAX-EXEMPT ORG GENERAL FUND | 65,000. |
| PROVIDENCE HOUSE 2037 WEST 32ND ST CLEVELAND, OH 44113 | | | CONTRIBUTION TO TAX-EXEMPT ORG GENERAL FUND | 20,000. |
| UNITED CEREBRAL PALSY OF GREATER CLEVELA 10011 EUCLID AVE CLEVELAND, OH 44106 | | | CONTRIBUTION TO TAX-EXEMPT ORG GENERAL FUND | 10,000. |
| VOCATIONAL GUIDANCE SERVICES 2239 EAST 55TH ST CLEVELAND, OH 44103 | | | CONTRIBUTION TO TAX-EXEMPT ORG GENERAL FUND | 10,000. |

CLIENT 039990

DBJ FOUNDATION

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STATEMENT 12 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

| <u>NAME AND ADDRESS</u> | <u>DONEE RELATIONSHIP</u> | <u>FOUND- ATION STATUS</u> | <u>PURPOSE OF GRANT</u> | <u>AMOUNT</u> |
|------------------------------------------------------------------------------------------|-------------------------------|------------------------------------|---------------------------------------------------|--------------------|
| UNIVERSITY RADIATION MEDICINE FOUNDATION 60 SOUTH PARK PL PAINESVILLE, OH 44077 | | | CONTRIBUTION TO TAX-EXEMPT ORG GENERAL FUND | \$ 200,000. |
| MIDDLEBURG EARLY EDUCATION CENTER 7171 PEARL RD MIDDLEBURG HTS, OH 44130 | | | CONTRIBUTION TO TAX-EXEMPT ORG GENERAL FUND | 5,450. |
| CUYAHOGA COUNTY PUBLIC LIBRARY 2111 SNOW RD PARMA, OH 44134 | | | CONTRIBUTION TO TAX-EXEMPT ORG GENERAL FUND | 50,000. |
| CORNUCOPIA INC 18120 SLOANE AVENUE LAKEWOOD, OH 44107 | | | CONTRIBUTION TO TAX-EXEMPT ORG GENERAL FUND | 31,000. |
| | | | TOTAL | \$ <u>759,450.</u> |

CLIENT 039990

DBJ FOUNDATION

34-1661482

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**OTHER INCOME PRODUCING ACTIVITIES
INTEREST ON SAVINGS & CASH INVESTMENTS**

WELLS FARGO

| | | |
|-------|----|-------------|
| | \$ | 226. |
| TOTAL | \$ | <u>226.</u> |

**OTHER INCOME PRODUCING ACTIVITIES
DIVIDENDS/INTEREST FROM SECURITIES.**AMERICAN FUNDS
AMERICAN FUNDS - SHORT TERM CAPITAL GAIN DISTRIBUTIONS
SCHWAB

| | | |
|-------|----|-----------------|
| | \$ | 251,125. |
| | | 1,241. |
| | | <u>303,362.</u> |
| TOTAL | \$ | <u>555,728.</u> |

**BALANCE SHEET
CASH-NON-INTEREST-BEARING**WELLS FARGO
SCHWAB

| | | |
|-------|----|-----------------|
| | \$ | 29,741. |
| | | <u>165,725.</u> |
| TOTAL | \$ | <u>195,466.</u> |

CLIENT 039990

DBJ FOUNDATION

34-1661482

5/11/10

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AVERAGE MONTHLY FAIR MARKET VALUE OF SECURITIES
FORM 990-PF, PART X, LINE 1A

| SECURITY | JANUARY | FEBRUARY | MARCH | APRIL | MAY | JUNE | JULY | AUGUST | SEPTEMBER | OCTOBER | NOVEMBER | DECEMBER |
|----------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|
| | 18,109,331 | 17,030,478 | 16,859,676 | 17,819,062 | 18,864,010 | 19,214,836 | 19,659,379 | 20,437,538 | 21,003,974 | 21,238,801 | 21,475,373 | 21,616,094 |
| AVERAGES | <u>18,109,331</u> | <u>17,030,478</u> | <u>16,859,676</u> | <u>17,819,062</u> | <u>18,864,010</u> | <u>19,214,836</u> | <u>19,659,379</u> | <u>20,437,538</u> | <u>21,003,974</u> | <u>21,238,801</u> | <u>21,475,373</u> | <u>21,616,094</u> |

TOTALS 233,328,552 NUMBER OF MONTHS 12

AVERAGE MONTHLY FAIR MARKET VALUE 19,444,046

2009

FEDERAL WORKSHEETS

PAGE 3

CLIENT 039990

DBJ FOUNDATION

34-1661482

5/11/10

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AVERAGE MONTHLY CASH BALANCES
FORM 990-PF, PART X, LINE 1B

| CASH BAL. | JANUARY | FEBRUARY | MARCH | APRIL | MAY | JUNE | JULY | AUGUST | SEPTEMBER | OCTOBER | NOVEMBER | DECEMBER |
|-----------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|
| | 198,618 | 187,867 | 182,537 | 168,342 | 180,298 | 191,294 | 187,961 | 190,088 | 201,282 | 165,103 | 100,303 | 141,526 |
| AVERAGES | <u>198,618</u> | <u>187,867</u> | <u>182,537</u> | <u>168,342</u> | <u>180,298</u> | <u>191,294</u> | <u>187,961</u> | <u>190,088</u> | <u>201,282</u> | <u>165,103</u> | <u>100,303</u> | <u>141,526</u> |

TOTALS 2,095,219 NUMBER OF MONTHS 12

AVERAGE MONTHLY CASH BALANCES 174,602

SCHEDULE D
(Form 1041)

Capital Gains and Losses

OMB No. 1545-0092

Department of the Treasury
Internal Revenue Service

▶ 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).

2009

Name of estate or trust

DBJ FOUNDATION

Employer identification number

34-1661482

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

| 1a | (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 instructions) | (f) Gain or (loss) for the entire year Subtract (e) from (d) | |
|-------------|--------------------------------------------------------------------------------------------------------------------------|---------------------------------------|-----------------------------------|--------------------|-----------------------------------------------------|-----------------------------------------------------------------------|----------|
| 3,553.2990 | AQR INTL MOMENTUM FD CL L | 10/05/09 | 12/22/09 | 41,975. | 41,717. | 258. | |
| 2,273.8710 | DFA EMERGING MKTS | VARIOUS | 5/04/09 | 48,293. | 37,008. | 11,285. | |
| 52,545.7800 | DFA EMERGING MARKETS CORE EQUITY PORT | 5/04/09 | 10/02/09 | 865,929. | 660,000. | 205,929. | |
| 38,910.5060 | DIMENSIONAL ADV ONE YR FIXED | 10/10/08 | 5/04/09 | 399,975. | 394,175. | 5,800. | |
| 16,990.2910 | DIMENSIONAL ADV ONE YR FIXED | 10/10/08 | 6/24/09 | 174,975. | 172,117. | 2,858. | |
| | b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b | | | | | 1b | 103,503. |
| 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 page 2 | | | | | 5 | 329,633. |

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

| 6a | (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 instructions) | (f) Gain or (loss) for the entire year Subtract (e) from (d) | |
|--------------|---------------------------------------------------------------------------------------------------------------------------|---------------------------------------|-----------------------------------|--------------------|-----------------------------------------------------|-----------------------------------------------------------------------|-------------|
| 1,273.4080 | DFA EMERGING MKTS | 11/03/05 | 3/02/09 | 16,975. | 29,471. | -12,496. | |
| 10,975.1080 | DFA EMERGING MKTS | VARIOUS | 5/04/09 | 233,091. | 254,102. | -21,011. | |
| 100,870.5350 | DIMENSIONAL ADV ONE YR FIXED | VARIOUS | 10/27/09 | 1,041,968. | 1,031,698. | 10,270. | |
| 9,832.4020 | DFA INVT GRP INC INL | VARIOUS | 3/02/09 | 87,975. | 161,172. | -73,197. | |
| 56,564.6490 | DFA INVT GRP INC INL | VARIOUS | 5/04/09 | 743,800. | 1,020,004. | -276,204. | |
| | b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b | | | | | 6b | -1,433,554. |
| 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 page 2 | | | | | 12 | -1,806,192. |

Part III Summary of Parts I and II

Caution: Read the instructions before completing this part.

Table with 4 columns: Line number, (1) Beneficiaries' (see instructions), (2) Estate's or trust's, (3) Total. Rows include Net short-term gain or (loss), Net long-term gain or (loss) (Total for year, Unrecaptured section 1250 gain, 28% rate gain), and Total net gain or (loss).

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

Table with 2 columns: Description and Amount. Row 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.

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 in 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 in the instructions if:

- Either line 14b, column (2) or line 14c, column (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 in the instructions if either line 14b, column (2) or line 14c, column (2) is more than zero.

Table with 4 columns: Line number, Description, Amount, and Total. Rows 17-34: Tax computation steps including taxable income, capital gains, tax on gains, and final tax on all taxable income.

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No. 1545-0092

2009

Name of estate or trust

DBJ FOUNDATION

Employer identification number

34-1661482

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

| 1 a | (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 (see instructions) | (e) Cost or other basis (see instructions) | (f) Gain or (loss) Subtract (e) from (d) | |
|--------------|-----------------------------------------------------------------------------------|---------------------------------------|-----------------------------------|------------------------------------------|-----------------------------------------------------|------------------------------------------------|---------|
| 593.4970 | DFA INVT GRP INC INL | VARIOUS | 5/04/09 | 7,804. | 6,794. | 1,010. | |
| 5,223.1720 | DFA SHORT TERM EXTENDED QUALITY PORT INSTL | 5/04/09 | 12/22/09 | 54,975. | 52,912. | 2,063. | |
| 456.4520 | DFA US MICRO CAP PORT | VARIOUS | 5/04/09 | 3,861. | 3,552. | 309. | |
| 368.7530 | DFA INTL SMALL CAP | VARIOUS | 5/04/09 | 4,273. | 3,749. | 524. | |
| 54,651.1630 | GOLDMAN SACHS ABSOLUTE RETURN TRACKER | 3/02/09 | 5/04/09 | 469,975. | 445,967. | 24,008. | |
| 73,508.1710 | GOLDMAN SACHS ABSOLUTE RETURN TRACKER | VARIOUS | 10/02/09 | 660,813. | 599,033. | 61,780. | |
| 36,391.2050 | HUSSMAN STRATEGIC GROWTH | 2/11/09 | 5/04/09 | 479,975. | 446,903. | 33,072. | |
| 7,751.9380 | HUSSMAN STRATEGIC GROWTH | 2/11/09 | 10/27/09 | 99,975. | 95,198. | 4,777. | |
| 6,015.6250 | HUSSMAN STRATEGIC GROWTH | VARIOUS | 11/25/09 | 76,975. | 74,060. | 2,915. | |
| 3,351.5200 | HUSSMAN STRATEGIC GROWTH | 3/02/09 | 12/22/09 | 42,975. | 41,798. | 1,177. | |
| 26,484.8130 | NATIXIS GATEWAY | VARIOUS | 3/02/09 | 555,362. | 759,433. | -204,071. | |
| 26,713.8900 | NATIXIS GATEWAY | 5/04/09 | 8/20/09 | 652,595. | 627,000. | 25,595. | |
| 34,126.2580 | PIMCO ALL ASSET | ALL AUTHORITY | 10/05/09 | 12/02/09 | 372,975. | 365,847. | 7,128. |
| 42,630.9380 | PIMCO COMMODITY | REAL RETURN STRATEGY | 5/04/09 | 10/27/09 | 349,975. | 283,933. | 66,042. |
| 48,421.0530 | PIMCO COMMODITY | REAL RETURN STRATEGY | 5/04/09 | 11/25/09 | 413,975. | 322,497. | 91,478. |
| 45,906.3350 | PIMCO COMMODITY | REAL RETURN STRATEGY | VARIOUS | 12/02/09 | 391,556. | 346,867. | 44,689. |
| 216,517.5950 | VANGUARD SHORT TERM BD INDEX SIGNAL | 12/15/08 | 1/06/09 | 2,223,611. | 2,215,000. | 8,611. | |
| 150,983.3400 | VANGUARD ST INVMT | 1/07/09 | 5/04/09 | 1,500,749. | 1,467,583. | 33,166. | |
| 6,503.2990 | VANGUARD ST INVMT | 10/27/09 | 12/23/09 | 68,975. | 68,806. | 169. | |
| 36,809.0040 | VANGUARD MKT NEUTRAL | 2/11/08 | 2/10/09 | 391,632. | 457,179. | -65,547. | |
| 19,968.0510 | VANGUARD MKT NEUTRAL | 5/29/08 | 2/10/09 | 212,451. | 250,025. | -37,574. | |
| 3,300.7314 | US GOVERNMENT SECURITIES FUND-A | VARIOUS | 11/30/09 | 47,366. | 45,184. | 2,182. | |

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

103,503.

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

Schedule D-1 (Form 1041) 2009

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

DBJ FOUNDATION

34-1661482

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

| 6a | (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 (see instructions) | (e) Cost or other basis (see instructions) | (f) Gain or (loss) Subtract (e) from (d) |
|------------------|-----------------------------------------------------------------------------------|---------------------------------------|-----------------------------------|------------------------------------------|-----------------------------------------------------|------------------------------------------------|
| 28,735.6320 | DFA US LARGE CAP | VARIOUS | 3/02/09 | 274,975. | 487,706. | -212,731. |
| 15,328.0200 | DFA US LARGE CAP | VARIOUS | 10/27/09 | 249,975. | 263,467. | -13,492. |
| 16,391.5090 | DFA US LARGE CAP | 1/12/04 | 11/25/09 | 277,975. | 936. | 277,039. |
| 5,830.9040 | DFA US LARGE CAP | 1/12/04 | 12/22/09 | 99,975. | 102,055. | -2,080. |
| 23,046.1540 | DFA US MICRO CAP PORT | VARIOUS | 5/04/09 | 194,946. | 319,545. | -124,599. |
| 6,679.3890 | DFA US SMALL CAP | VARIOUS | 3/02/09 | 69,975. | 158,696. | -88,721. |
| 7,277.6280 | DFA US SMALL CAP | VARIOUS | 10/27/09 | 134,975. | 188,715. | -53,740. |
| 6,584.5820 | DFA US SMALL CAP | VARIOUS | 11/25/09 | 122,975. | 152,567. | -29,592. |
| 3,265.3060 | DFA US SMALL CAP | VARIOUS | 12/22/09 | 63,975. | 77,998. | -14,023. |
| 5,760.3690 | DFA INTL SMALL CAP | 3/10/04 | 3/02/09 | 49,975. | 75,206. | -25,231. |
| 24,397.2290 | DFA INTL SMALL CAP | VARIOUS | 5/04/09 | 282,739. | 404,285. | -121,546. |
| 21,561.7720 | VANGUARD GROWTH INDEX | 5/01/07 | 3/03/09 | 369,975. | 680,499. | -310,524. |
| 14,413.7130 | VANGUARD GROWTH INDEX | 5/01/07 | 10/27/09 | 369,975. | 454,903. | -84,928. |
| 14,949.7950 | VANGUARD GROWTH INDEX | 5/01/07 | 11/25/09 | 401,975. | 471,822. | -69,847. |
| 2,222.2220 | VANGUARD GROWTH INDEX | 5/01/07 | 12/23/09 | 60,975. | 70,134. | -9,159. |
| 8,917.1970 | VANGUARD INDEX SM CAP | 5/01/07 | 10/27/09 | 139,975. | 179,245. | -39,270. |
| 8,443.6040 | VANGUARD INDEX SM CAP | 5/01/07 | 11/25/09 | 133,975. | 169,725. | -35,750. |
| 2,946.3760 | VANGUARD INDEX SM CAP | 5/01/07 | 12/23/09 | 49,975. | 59,225. | -9,250. |
| 1,153.9730 | VANGUARD INTL GROWTH | VARIOUS | 3/03/09 | 34,975. | 26,589. | 8,386. |
| 11,668.0760 | VANGUARD INTL GROWTH | VARIOUS | 5/04/09 | 484,550. | 1,023,656. | -539,106. |
| 97,744.5636 | US GOVERNMENT SECURITIES FUND-A | VARIOUS | 11/30/09 | 1,402,635. | 1,338,025. | 64,610. |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| 6b Total. | Combine the amounts in column (f). Enter here and on Schedule D, line 6b | | | | | -1,433,554. |

Schedule D-1 (Form 1041) 2009

FORM 990-PF, PART II, LINE 10A
INVESTMENTS - U.S. GOVERNMENT OBLIGATIONS
AMERICAN FUNDS

| QUANTITY | DESCRIPTION | COST BASIS | CURRENT VALUE |
|-----------------------------------------------------------|---------------------------------|--------------------------|--------------------------|
| 30,454.641 | US GOVERNMENT SECURITIES FUND-A | <u>416,959.34</u> | <u>425,755.87</u> |
| TOTAL U.S. GOVERNMENT OBLIGATIONS - AMERICAN FUNDS | | <u>416,959.34</u> | <u>425,755.87</u> |

FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCK
AMERICAN FUNDS

| QUANTITY | DESCRIPTION | COST BASIS | CURRENT VALUE |
|-----------------------------------------------|-----------------------------------|----------------------------|----------------------------|
| 11,937.614 | CAPITAL WORLD GROWTH & INC FUND-A | 403,344.58 | 406,833.89 |
| 95,024.015 | CAPITAL INCOME BUILDER-A | 4,382,466.50 | 4,550,700.08 |
| 1,079 375 | NEW WORLD FUND-A | <u>50,605.67</u> | <u>50,946.50</u> |
| TOTAL CORPORATE STOCK - AMERICAN FUNDS | | <u>4,836,416.75</u> | <u>5,008,480.47</u> |

FORM 990-PF, PART II, LINE 10B
 INVESTMENTS - CORPORATE STOCK
 SCHWAB INVESTMENTS

| QUANTITY | DESCRIPTION | SYMBOL | COST BASIS | CURRENT VALUE |
|---------------------------------------------------|--------------------------|---------------|-----------------------------|----------------------------|
| 70,203.468 | AQR INTL MOMENTUM FD | AIMOX | 824,212.52 | 841,037.55 |
| 204,683.594 | DFA TA WORLD EX US CORE | DFTWX | 1,310,000.00 | 1,752,091.56 |
| 116,560.735 | DFA US LARGE CAP | DFLVX | 2,558,195.91 | 1,988,526.14 |
| 44,799.227 | DFA US SMALL CAP | DFSVX | 1,080,176.37 | 879,408.83 |
| 55,296.003 | HUSSMAN STRATEGIC GROWTH | HSGFX | 702,423.02 | 706,682.92 |
| 32,550.998 | IVY ASSET STRATEGY FUND | IVAEX | 750,000.00 | 730,118.89 |
| 68,589.972 | PIMCO ALL ASSET ALL AUTH | PAUIX | 739,966.14 | 703,047.21 |
| 48,060.411 | VANGUARD GROWTH INDEX | VIGRX | 1,502,791.55 | 1,313,010.43 |
| 34,784.352 | VANGUARD INDEX SM CAP | VISGX | 660,080.34 | 585,420.64 |
| TOTAL CORPORATE STOCK - SCHWAB INVESTMENTS | | | <u>10,127,845.85</u> | <u>9,499,344.17</u> |

FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS
AMERICAN FUNDS

| QUANTITY | DESCRIPTION | COST BASIS | CURRENT VALUE |
|-----------------------------------------------|-----------------------------|----------------------------|----------------------------|
| 501,251.950 | AMERICAN FUNDS MONEY FUND-A | 501,251.95 | 501,251.95 |
| 53,868.028 | CAPITAL WORLD BOND FUND-A | <u>1,118,384.38</u> | <u>1,080,592.64</u> |
| TOTAL CORPORATE BONDS - AMERICAN FUNDS | | <u>1,619,636.33</u> | <u>1,581,844.59</u> |

FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS
SCHWAB INVESTMENTS

| QUANTITY | DESCRIPTION | SYMBOL | COST BASIS | CURRENT VALUE |
|---------------------------------------------------|-------------------------|---------------|----------------------------|----------------------------|
| 233,622.336 | DFA SHORT TERM EXTENDED | DFEQX | 2,407,088.39 | 2,450,698.30 |
| 231,870.453 | VANGUARD ST INVESTMENT | VFSUX | <u>2,458,194.13</u> | <u>2,455,508.10</u> |
| TOTAL CORPORATE BONDS - SCHWAB INVESTMENTS | | | <u>4,865,282.52</u> | <u>4,906,206.40</u> |

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **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
- 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 DBJ FOUNDATION | Employer identification number 34-1661482 |
| | Number, street, and room or suite number. If a P.O. box, see instructions 1301 EAST 9TH STREET #3500 | |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions CLEVELAND, OH 44114 | |
| | | |

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 (section 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 ▶ AVERY & GREIG, LLP

Telephone No ▶ (310) 829-7654 FAX No ▶ (310) 829-7659

• 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 8/15, 20 10, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶ calendar year 20 09 or
- ▶ tax year beginning _____, 20 _____, and ending _____, 20 _____

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 \$ | 14,000. |
| 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 \$ | 7,200. |
| 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 \$ | 6,800. |

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.

BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev 4-2009)

1369

DAVID H. & BARBARA M. JACOBS FOUNDATION

130 WEST CHANNEL ROAD SUITE 702
SANTA MONICA, CALIFORNIA 90402

WELLS FARGO BANK, N A
WWW.WELLSFARGO.COM

16-24/1220

5/5/2010

PAY
TO THE
ORDER OF

UNITED STATES TREASURY

\$ **6,800.00

Six Thousand Eight Hundred and 00/100..... DOLLARS

UNITED STATES TREASURY
OGDEN, UT 84201

[Signature]
AUTHORIZED SIGNATURE

MEMO

34-1661482 FORM 8868 EXTENSION 2009