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

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

, and ending

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation THE HEXBERG FAMILY FOUNDATION			A Employer identification number 91-2172555
	Number and street (or P O box number if mail is not delivered to street address) 921 EMERALD BAY			B Telephone number 714-236-4800
	City or town, state, and ZIP code LAGUNA BEACH, CA 92651			C If exemption application is pending, check here ► <input type="checkbox"/> D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
	H Check type of organization: <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			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"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 7,727,690.		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		
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).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income
Revenue	1 Contributions, gifts, grants, etc., received	1,347,935.		N/A
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B			
	3 Interest on savings and temporary cash investments	390.	390.	STATEMENT 1
	4 Dividends and interest from securities	151,011.	151,011.	STATEMENT 2
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	-69,641.		
	b Gross sales price for all assets on line 6a	1,237,330.		
	7 Capital gain net income (from Part IV, line 2)		0.	
	8 Net short-term capital gain			
	9 Income modifications			
	Gross sales less returns and allowances			
b Less. Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	1,429,695.	151,401.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees			
	b Accounting fees	STMT 3	9,268.	0.
	c Other professional fees	STMT 4	700.	0.
	17 Interest			
	18 Taxes	STMT 5	9,882.	3,046.
	19 Depreciation and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses	STMT 6	21,316.	21,243.
	24 Total operating and administrative expenses. Add lines 13 through 23		41,166.	24,289.
25 Contributions, gifts, grants paid		277,500.	277,500.	
26 Total expenses and disbursements. Add lines 24 and 25		318,666.	24,289.	
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements		1,111,029.		
b Net investment income (if negative, enter -0-)		127,112.		
c Adjusted net income (if negative, enter -0-)			N/A	

Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments		1,432,248.	1,753,056.	1,787,508.
	3 Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ►				
	Less: allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock				
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 7	5,399,134.	6,189,355.	5,940,182.
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers)		6,831,382.	7,942,411.	7,727,690.
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	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 ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		6,831,382.	7,942,411.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		0.	0.	
	30 Total net assets or fund balances		6,831,382.	7,942,411.	
	31 Total liabilities and net assets/fund balances		6,831,382.	7,942,411.	

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	6,831,382.
2 Enter amount from Part I, line 27a	2	1,111,029.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	7,942,411.
5 Decreases not included in line 2 (itemize) ►	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,942,411.

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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.)
a					
b	SEE ATTACHED STATEMENT				
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e	1,237,330.		1,306,971.		-69,641.
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					-69,641.
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		-69,641.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }		3		N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	244,520.	5,598,014.	.043680
2007	123,000.	5,049,576.	.024358
2006	51,500.	3,228,338.	.015952
2005	68,559.	1,407,086.	.048724
2004	50,300.	733,944.	.068534

2 Total of line 1, column (d)

2 .201248

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 .040250

4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5

4 5,583,738.

5 Multiply line 4 by line 3

5 224,745.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 1,271.

7 Add lines 5 and 6

7 226,016.

8 Enter qualifying distributions from Part XII, line 4

8 277,500.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 2b

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2009 estimated tax payments and 2008 overpayment credited to 2009

6a 2,000.

b Exempt foreign organizations - tax withheld at source

6b

c Tax paid with application for extension of time to file (Form 8868)

6c

d Backup withholding erroneously withheld

6d

7 Total credits and payments. Add lines 6a through 6d

7 2,000.

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached

8

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

9

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

10 729.

11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ►

729. Refunded ►

11 0.

Part VII-A Statements Regarding Activities

1a 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?

Yes

No

1a X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?

1b X

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

1c X

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

0.

(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

2 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*

3 X

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a X

b If "Yes," has it filed a tax return on Form 990-T for this year?

4b

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5 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:

N/A

6 X

• 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?

7 X

7 Did the foundation have at least \$5,000 in assets at any time during the year?

8b X

If "Yes," complete Part II, col. (c), and Part XV.

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

9 X

CA

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate)

10 X

of each state as required by General Instruction G? If "No," attach explanation

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)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

STMT 8

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Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 **X**

12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? 12 **X**

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 **X**

Website address ► **N/A**

14 The books are in care of ► **FROSTAD & WARD, AN ACCOUNTANCY CORP** Telephone no. ► **714-236-4800**
Located at ► **4281 KATELLA AVE SUITE 127, LOS ALAMITOS, CA** ZIP+4 ► **90720**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► **15** N/A **0.**

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.

1a During the year did the foundation (either directly or indirectly):

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No

(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) Yes No

b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?

Organizations relying on a current notice regarding disaster assistance check here ► **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?

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)): Yes Noa At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? Yes No

If "Yes," list the years ► _____, _____, _____, _____

b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) **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.

► _____, _____, _____, _____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes Nob 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.) **N/A**4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? **3b**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? **4a** **X**4b **X**

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (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
 Yes No
 Yes No
 Yes No
 Yes No
 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)?

N/A

5b



Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

Yes No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes No

6b



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

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes No

N/A

7b

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

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

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

(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
GREGORY HEXBERG 921 EMERALD BAY LAGUNA BEACH, CA 92651	TRUSTEE 0.00	0.	0.	0.
JILL HEXBERG 10732 ORANGE PARK BLVD ORANGE, CA 92869	TRUSTEE 0.00	0.	0.	0.
DEBORAH L HEXBERG 921 EMERALD BAY LAGUNA BEACH, CA 92651	TRUSTEE 0.00	0.	0.	0.

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

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

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



0

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Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
3 Five highest-paid independent contractors for professional services. 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**

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		
3	All other program-related investments. See instructions.	
Total. Add lines 1 through 3		► 0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,946,676.
b	Average of monthly cash balances	1b	722,094.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	5,668,770.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5,668,770.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	85,032.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,583,738.
6	Minimum investment return. Enter 5% of line 5	6	279,187.

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	279,187.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,271.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,271.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	277,916.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	277,916.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	277,916.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	277,500.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	277,500.
b	Cash distribution test (attach the required schedule)	5	1,271.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	276,229.
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		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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				277,916.
2 Undistributed income, if any, as of the end of 2008			274,148.	
a Enter amount for 2008 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 277,500.			274,148.	
a Applied to 2008, but not more than line 2a				
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				3,352.
e Remaining amount distributed out of corpus	0.			0.
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.	
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.	
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				274,564.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

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

4942(j)(3) or 4942(j)(5)

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

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

Part XV **Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see the instructions.)****1 Information Regarding Foundation Managers:**

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

NONE

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

NONE**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

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

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

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				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 9				
Total			► 3a	277,500.
b Approved for future payment				
NONE				
Total			► 3b	0.

923611 02-02-10

Form 990-PF (2009)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income
	(a) Business code	(b) Amount		
1 Program service revenue:				
a				
b				
c				
d				
e				
f				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments			14	390.
4 Dividends and interest from securities			14	151,011.
5 Net rental income or (loss) from real estate:				
a Debt-financed property				
b Not debt-financed property				
6 Net rental income or (loss) from personal property				
7 Other investment income				
8 Gain or (loss) from sales of assets other than inventory			18	-69,641.
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory				
11 Other revenue:				
a				
b				
c				
d				
e				
12 Subtotal. Add columns (b), (d), and (e)		0.	81,760.	0.
13 Total. Add line 12, columns (b), (d), and (e)			13	81,760.
(See worksheet in line 13 instructions to verify calculations.)				

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

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

Employer identification number

THE HEXBERG FAMILY FOUNDATION91-2172555

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 foundationCheck 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).

LHA 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

THE HEXBERG FAMILY FOUNDATION

Employer identification number

91-2172555

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	THE HEXBERG CHARITABLE LEAD TRUST 921 EMERALD BAY LAGUNA BEACH, CA 92651	\$ 1,347,935.	<input checked="checked" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 8

NAME OF CONTRIBUTOR

ADDRESS

THE HEXBERG CHARITABLE LEAD TRUST

921 EMERALD BAY
LAGUNA BEACH CA

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 9

RECIPIENT NAME AND ADDRESS

RECIPIENT RELATIONSHIP
AND PURPOSE OF GRANTRECIPIENT
STATUS

AMOUNT

ADVENTURE UNLIMITED/DISCOVERY
BOUND FOUNDATION
5201 SOUTH QUEBEC STREET
GREENWOOD VILLAGE , CO 80111NONE
PROVIDE SPIRITUAL
ADVENTURES FOR YOUTH501 (C)(3)
ORGANIZATI

25,000.

AIDS RESEARCH ALLIANCE
621-A N.SAN VICENTE BLVD WEST
HOLLYWOOD, CA 90069NONE
AIDS RESEARCH501 (C)(3)
PUBLIC
CHARITY

3,500.

AMERICAN RED CROSS
601 N GOLDEN CIRCLE DRIVE SANTA
ANA CANONE
FOR GENERAL OPERATING
SUPPORT OF CHARITABLE
ORGANIZA501 (C)(3)
PUBLIC
CHARITY

2,500.

AMERICAN SOCIETY FOR THE
PREVENTION OF CRUELTY TO ANIMALS
(ASPCA) - PO BOX 97288
WASHINGTON DC 20090NONE
PREVENTION OF CRUELTY
TO ANIMALS501 (C)(3)
PUBLIC
CHARITY

7,500.

ARMED SERVICES YMCA OF THE USA
6359 WALKER LANE, #200
ALEXANDRIA, VA 22310NONE
SUPPORT OF OUR MEN IN
THE SERVICE501 (C)(3)
PUBLIC
CHARITY

2,500.

BOYS & GIRLS CLUB OF LAGUNA
BEACH
1085 LAGUNA CANYON ROAD LAGUNA
BEACH CANONE
HELP PROVIDE A
POSITIVE ENVIRONMENT
FOR THE CHILDREN OF
COMMUNITY501 (C)(3)
PUBLIC
CHARITY

5,000.

THE HEXBERG FAMILY FOUNDATION

91-2172555

CHALLENGED ATHLETES FOUNDATION PO BOX 910769 SAN DIEGO, CA 92191	NONE PROVIDE SUPPORT TO PEOPLE WITH PHYSICAL DISABILITIES	501 (C)(3) ORGANIZATI	5,000.
CHILDREN'S DEFENSE FUND 25 E STREET NW WASHINGTON DC 20001	NONE PROTECT & SUPPORT CHILDREN OF AMERICA	501 (C)(3) ORGANIZATI	2,500.
CHILDREN'S HOSPITAL OF LOS ANGELES 4650 SUNSET BLVD #29 LOS ANGELES , CA 90027	NONE SUPPLY FUNDING FOR A VARIETY OF CHILDREN'S NEEDS	501 (C)(3) PUBLIC CHARITY	10,000.
CROSSROADS MINISTRY PO BOX 6246 OAKRIDGE TN	NONE ASSIST SINGLE MOTHER'S & BABIES WHO HAVE NO HOMES	501 (C)(3) PUBLIC CHARITY	2,500.
DIRECT RELIEF INTERNATIONAL 27 S LA PATERA LANE SANTA BARBARA, CA 93117	NONE PROVIDE MEDICAL ASSISTANCE AND SUPPLIES	501 (C)(3) PUBLIC CHARITY	25,000.
DOCTORS WITHOUT BORDERS 333 7TH AVENUE, 2ND FLOOR NEW YORK, NY 10001	NONE TO ASSIST IN PROVIDING MEDICAL CARE AROUND THE WORLD	501 (C)(3) PUBLIC CHARITY	3,000.
FISHER HOUSE FOUNDATION, INC 1401 ROCKVILLE PIKE, #600 ROCKVILLE, MA	NONE FOR THE BENEFIT OF OUR MILITARY SERVICE MEN & WOMEN	501 (C)(3) ORGANIZATI	2,500.
FOOD BANK OF SOUTHERN CALIFORNIA 1444 SAN FRANCISCO AVE LONG BEACH , CA 90813	NONE SUPPORT FOOD DISTRIBUTION PROGRAM	501 (C)(3) PUBLIC CHARITY	2,500.
FREEDOM ALLIANCE 22570 MARKEY COURT DULLES , VA 20166	NONE PROVIDE EDUCATIONAL SCHOLARSHIP TO CHILDREN	501 (C)(3) ORGANIZATI	5,000.
HABITAT FOR HUMANITY-ORANGE COUNTY 2200 SOUTH RITCHIEY SANTA ANA , CA 92705	NONE BUILDING FUND	501 (C)(3) PUBLIC CHARITY	2,500.

THE HEXBERG FAMILY FOUNDATION

91-2172555

HEAL THE BAY 1444 9TH STREET SANTA MONICA, CA 90401	NONE PROTECT OUR COASTAL WATERS AND MARINE LIFE	501 (C)(3) PUBLIC CHARITY	2,500.
ORANGE COUNTY BOY SCOUTS OF AMERICA 1211 EAST DYER ROAD SANTA ANA , CA 92705	NONE FOR GENERAL OPERATING SUPPORT OF CHARITABLE ORGANIZA	501 (C)(3) ORGANIZATI	2,500.
ORANGE COUNTY RESCUE MISSION 1 HOPE DRIVE TUSTIN CA	NONE FOR THE GENERAL OPERATING SUPPORT OF CHARITY	501 (C)(3) PUBLIC CHARITY	5,000.
PACIFIC AVIATION MUSEUM-PEARL HARBOR PO BOX 29988 HONOLULU, HI 96820	NONE RESTORATION OF HISTORIC AIRFIELD CONTROL TOWER	501 (C)(3) PUBLIC CHARITY	2,500.
PACIFIC MARINE MAMMAL CENTER LAGUNA CANYON ROAD LAGUNA BEACH CA	NONE ASSIST IN RESCUING AND REHABILITATING MARINE MAMMALS	501 (C)(3) PUBLIC CHARITY	2,500.
PRINCIPIA COLLEGE 13201 CLAYTON ROAD ST LOUIS , MO 63131	NONE ST LOUIS TRACK & STADIUM MAINTENANCE FUND	501 (C)(3) ORGANIZATI	50,000.
PRINCIPIA COLLEGE 13201 CLAYTON ROAD ST LOUIS MO	HELP SUPPORT THE ATHLETIC PROGRAM	501 (C)(3) PUBLIC CHARITY	5,000.
SANTA ANA ZOO 1801 EAST CHESTNUT AVENUE SANTA ANA , CA 92701	NONE SUPPORT THE ZOO'S "FUNKY MONKEY" EVENT	501 (C)(3) PUBLIC CHARITY	3,000.
SMILE TRAIN 41 MADISON AVENUE 28TH FLOOR NEW YORK, NY 10010	NONE ASSIST IN PROVIDING CLEFT PALATE SURGERY TO CHILDREN	501 (C)(3) PUBLIC CHARITY	3,000.
SURFRIDER FOUNDATION PO BOX 6010 SAN CLEMENTE CA	NONE PROGRAMS TO PROTECT LOCAL BEACHES AND KEEP WATER CLEAN	501 (C)(3) ORGANIZATI	2,500.

THE HEXBERG FAMILY FOUNDATION

91-2172555

SUSAN G KOMEN FOR THE CURE
3191-A AIRPORT LOOP COSTA MESA
CA 26

NONE
FOR GENERAL OPERATING
SUPPORT OF CHARITABLE
ORGANIZA

501 (C)(3) 2,500.
PUBLIC
CHARITY

THE BILLFISH FOUNDATION
2161 E COMMERCIAL BLVD FORT
LAUDERDALE , FL 33308

NONE
ASSIST IN FIGHT
AGAINST IRRESPONSIBLE
FISHING

501 (C)(3) 2,500.
ORGANIZATI

THE DISTINGUISHED FLYING CROSS
SOCIETY
PO BOX 530250 SAN DIEGO , CA
92153

NONE
FOR GENERAL OPERATING
SUPPORT OF CHARITABLE
ORGANIZA

501 (C)(3) 2,500.
ORGANIZATI

THE FOREST FOUNDATION
853 LINCOLN WAY #208 AUBURN ,
CA 95603

NONE
HELP EDUCATE ON THE
IMPORTANCE OF CARING
FOR FORESTS

501 (C)(3) 2,500.
PUBLIC
CHARITY

THE HUMANE SOCIETY OF THE UNITED
STATES
2100 L STREET NW WASHINGTON DC
20037

NONE
TO ASSIST IN
PROTECTING ANIMALS
FROM CRUELTY & ABUSE

501 (C)(3) 3,000.
PUBLIC
CHARITY

UNICEF
125 MAIDEN LANE NEW YORK, NY
10038

NONE
PROVIDE HEALTH
CARE-EMERGENCY RELIEF
FOR CHILDREN

501 (C)(3) 2,500.
PUBLIC
CHARITY

USO
PO BOX 96860 WASHINGTON DC
20077

NONE
TO HELP SUPPORT OUR
MEN & WOMEN IN THE
ARMED SERVICE

501 (C)(3) 3,000.
PUBLIC
CHARITY

WOUNDED WARRIOR PROJECT
7020 A.D. SKINNER PARKWAY #100
JACKSONVILLE, FL 32256

NONE
ASSIST INJURED
SERVICEMEN AND WOMEN
UNDERGOING TREATMENT &
REHABILITATION

501 (C)(3) 2,500.
PUBLIC
CHARITY

SECOND HARVEST FOOD BANK
8014 MARINE WAY IRVINE, CA
92618

NONE
ASSIST IN ELIMINATING
HUNGER IN ORANGE
COUNTY CALIFORNIA

501 (C)(3) 2,500.
ORGANIZATI

EQUALITY NOW
250 WEST 57 STREET #1527 NEW
YORK, NY 10107

NONE
END VIOLENCE AND
DISCRIMINATION AGAINST
WOMEN/GIRLS

501 (C)(3) 2,500.
ORGANIZATI

CHILDREN'S SCHOLARSHIP FUND 80WEST 38TH STREET 9TH FLOOR NEW YORK, NY 10018	NONE PAY FOR SCHOLARSHIPS FOR NEEDY CHILDREN	501 (C)(3) ORGANIZATI	2,500.
EARTH RIGHTS INTERNATIONAL 1612 K STREET NW, SUITE 401 WASHINGTON DC 20006	NONE SUPPORT PROGRAMS DEFENDING HUMAN RIGHTS & ENVIRONMENT	501 (C)(3) ORGANIZATI	2,500.
NORTH HILLS CHURCH 3100 EAST BIRCH BREA, CA 92821	NONE SUPPORT BOSTON MISSION OUTREACH PROGRAM	501 (C)(3) ORGANIZATI	500.
CENTER FOR ENERGY EFFICIENCY AND RENEWABLE TECHNOLOGIES (CEERT) 1100 11TH STREET, SUITE 311 SACRAMENTO, CA 95814	NONE DESIGN & FIGHT FOR GLOBAL WARMING SOLUTIONS	501 (C)(3) ORGANIZATI	2,500.
PEDIATRIC BRAIN TUMOR FOUNDATION 302 RIDGEFIELD ASHVILLE, NC 28806	NONE CANCER RESEARCH	501 (C)(3) ORGANIZATI	2,500.
THE CHILDREN'S HEALTH FUND 215 WEST 125TH STREET NEW YORK, NY 10027	NONE HELP PROVIDE HEALTH CARE SERVICES TO CHILDREN	501 (C)(3) ORGANIZATI	2,500.
THE ANDRE AGASSI CHARITABLE FOUNDATION 3883 HOWARD HUGHES PARKWAY 8TH FLOOR LAS VEGAS, NV 89169	NONE TRANSFORM US PUBLIC EDUCATION FOR UNDERSERVED YOUTH	501 (C)(3) ORGANIZATI	2,500.
SURFERS HEALING PO BOX 1267 SAN JUAN CAPISTRANO, CA 92693	NONE AID THE LIVES OF CHILDREN WITH AUTISM BY EXPOSING THEM TO SURFING	501 (C)(3) PUBLIC CHARITY	2,500.
SADDLEBACK VALLEY POP WARNER FOOTBALL 24171 TORENA CIRCLE MISSION VIEJO, CA 92691	NONE HELP SEND THE TEAM TO THE WESTERN CONFERENCE CHAMPIONSHIP	501 (C)(3) PUBLIC CHARITY	2,500.
CATALINA ISLAND CONSERVANCY PO BOX 2739 AVALON, CA 90704	NONE FOR PROGRAMS IN CONSERVATION, EDUCATION AND RECREATION	501 (C)(3) ORGANIZATI	2,500.

CRYSTAL COVE ALLIANCE 3535 E COAST HWY PMB 360 CORONA DEL MAR, CA 92625	NONE RESTORATION, EDUCATION AND CONSERVATION OF CRYSTAL COVE	501 (C)(3) ORGANIZATI	2,500.
GLENDALE ASSOCIATION FOR THE RESTARTED 6512 SAN FERNANDO ROAD GLENDALE, CA 91201	NONE BENEFIT THE WORK ACTIVITY PROGRAM FOR THE RETARDED	501 (C)(3) ORGANIZATI	5,000.
LAGUNA BEACH ANIMAL SHELTER PO BOX 104 LAGUNA BEACH , CA 92652	NONE ASSIST IN THE RENOVATION OF THE FACILITY	501 (C)(3) ORGANIZATI	25,000.
BLUE BELL FOUNDATION FOR CATS 20982 LAGUNA CANYON RD LAGUNA BEACH , CA 92651	HELP PROVIDE FOR AND HOUSE RETIRED CATS IN THE COMMUNITY	501 (C)(3) ORGANIZATI	5,000.
OPEN HOUSE MINISTRIES 900 W 12TH ST VANCOUVER, WA 98660	NONE HELP HOMELESS FAMILIES	501 (C)(3) ORGANIZATI	1,000.
THE MAMMOTH SKI MUSEUM 100 COLLEGE PARKWAY MAMMOTH LAKES, CA 93546	NONE HELP DEVELOP EXHIBITIONS, EDUCATIONAL & PUBLIC PROGRAMS	501 (C)(3) ORGANIZATI	5,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			<u>277,500.</u>

THE HEXBERG FAMILY FOUNDATION

CONTINUATION FOR 990-PF, PART IV
91-2172555 PAGE 1 OF 1

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	BLACKROCK LATIN AMERICA		07/17/08	06/14/09
b	FIRST EAGLE OVERSEAS		06/19/08	05/18/09
c	TURNER MIDCAP GROWTH		01/14/09	12/09/09
d	VIRTUS REAL ESTATE SECURITIES		00/00/00	05/08/09
e	VIRTUS REAL ESTATE SECURITIES		03/23/09	05/15/09
f	WELLS FARGO C&B MID CAP VALUE		00/00/00	10/20/09
g	FIRST EAGLE OVERSEAS		04/09/08	05/18/09
h	KEELEY SMALL CAP VALUE CLASS A		00/00/00	05/27/09
i	MATTHEWS PACIFIC TIGER FUND		00/00/00	07/16/09
j	TURNER MIDCAP GROWTH INV		00/00/00	12/09/09
k	WESTPORT SELECT CAP		00/00/00	07/16/09
l	CAPITAL GAINS DIVIDENDS			
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 80,756.		115,600.	-34,844.
b 2,053.		2,535.	-482.
c 86,185.		89,414.	-3,229.
d 215,651.		214,323.	1,328.
e 2,822.		3,231.	-409.
f 275,121.		206,670.	68,451.
g 138,809.		171,450.	-32,641.
h 145,532.		187,713.	-42,181.
i 63,417.		76,003.	-12,586.
j 156,644.		162,511.	-5,867.
k 64,043.		77,521.	-13,478.
l 6,297.			6,297.
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-34,844.
b			-482.
c			-3,229.
d			1,328.
e			-409.
f			68,451.
g			-32,641.
h			-42,181.
i			-12,586.
j			-5,867.
k			-13,478.
l			6,297.
m			
n			
o			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	-69,641.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8		3	N/A

023591
04-24-09

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

SOURCE	AMOUNT
FIDELITY	28.
WELLS FARGO ADVISORS	2.
WELLS FARGO ADVISORS	360.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	390.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIDELITY	62,857.	3,905.	58,952.
WELLS FARGO ADVISORS	94,451.	2,392.	92,059.
TOTAL TO FM 990-PF, PART I, LN 4	157,308.	6,297.	151,011.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	9,268.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	9,268.	0.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTANT	700.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	700.	0.		0.

FORM 990-PF

TAXES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	3,046.	3,046.		0.
FRANCHISE TAX BOARD	2,610.	0.		0.
REGISTRY OF CHARITABLE				
TRUSTS	150.	0.		0.
FEDERAL TAXES	4,076.	0.		0.
TO FORM 990-PF, PG 1, LN 18	9,882.	3,046.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISOR FEES	21,218.	21,218.		0.
WIRE FEE	25.	25.		0.
SECRETARY OF STATE FEE	20.	0.		0.
MISCELLANEOUS	53.	0.		0.
TO FORM 990-PF, PG 1, LN 23	21,316.	21,243.		0.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT

7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
WELLS FARGO ADVISORS	FMV	3,699,748.	3,389,422.
FIDELITY SECURITIES	FMV	2,489,607.	2,550,760.
TOTAL TO FORM 990-PF, PART II, LINE 13		6,189,355.	5,940,182.