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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

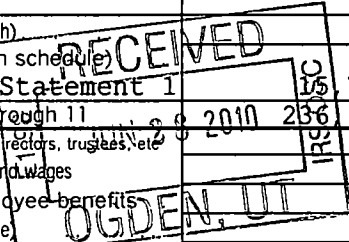
Use the IRS label. Otherwise, print or type. See Specific Instructions.	The Louis B. Mayer Foundation 6 West 48th. Street, 10th Fl. New York, NY 10036-1802	A	Employer identification number 95-2232340
		B	Telephone number (see the instructions) 212-812-4362
		C	If exemption application is pending, check 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"/>
I	Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 10,017,584.	F	If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
		J	Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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))				
1 Contributions, gifts, grants, etc., received (att sch)				
2 Cl <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	21.	21.	21.	
4 Dividends and interest from securities	194,986.	194,986.	194,986.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	26,221.			
b Gross sales price for all assets on line 6a	559,525.			
7 Capital gain net income (from Part IV, line 2)		26,221.		
8 Net short-term capital gain			3,303.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule) See Statement 1	15,712.	15,712.	15,712.	
12 Total. Add lines 1 through 11	236,940.	236,940.	214,022.	
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) See St. 2	6,275.	3,137.		3,138.
c Other prof fees (attach sch) See St. 3	82,740.	58,154.		24,586.
17 Interest.				
18 Taxes (attach schedule) See Stm 4	3,548.	3,548.		
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) See Statement 5	5,074.	2,536.		2,538.
24 Total operating and administrative expenses. Add lines 13 through 23	97,637.	67,375.		30,262.
25 Contributions, gifts, grants paid Part XV	427,500.			427,500.
26 Total expenses and disbursements. Add lines 24 and 25	525,137.	67,375.	0.	457,762.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-288,197.			
b Net investment income (if negative, enter -0-)		169,565.		
c Adjusted net income (if negative, enter -0-)			214,022.	

SCANNED JUL 01 2010

REVENUE

ADMINISTRATIVE EXPENSES



24/614

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
ASSETS	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	86,331.	180,325.	180,325.
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – US and state government obligations (attach schedule)			
		b Investments – corporate stock (attach schedule) Statement 6	10,511,687.	10,133,929.	9,837,259.
		c Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments – mortgage loans				
13	Investments – other (attach schedule)				
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)	10,598,018.	10,314,254.	10,017,584.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
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	10,598,018.	10,314,254.	
	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)	10,598,018.	10,314,254.		
31	Total liabilities and net assets/fund balances (see the instructions)	10,598,018.	10,314,254.		

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	10,598,018.
2	Enter amount from Part I, line 27a	2	-288,197.
3	Other increases not included in line 2 (itemize) See Statement 7	3	4,433.
4	Add lines 1, 2, and 3	4	10,314,254.
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	10,314,254.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a TD Ameritrade - attachment - long term	P	Various	Various
b TD Ameritrade - attachment - short term	P	Various	Various
c TD Ameritrade - attachment - short term	P	Various	Various
d TD Ameritrade - attachment - long term	P	Various	Various
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 471,517.		456,456.	15,061.
b 78,483.		76,848.	1,635.
c 1,668.			1,668.
d 7,857.			7,857.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			15,061.
b			1,635.
c			1,668.
d			7,857.
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	26,221.
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	3,303.

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	645,860.	10,633,616.	0.060738
2007	675,781.	13,279,547.	0.050889
2006	530,748.	12,678,226.	0.041863
2005	531,696.	11,503,736.	0.046219
2004	530,004.	10,635,409.	0.049834

2 Total of line 1, column (d)	2	0.249543
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	0.049909
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	9,056,714.
5 Multiply line 4 by line 3	5	452,012.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,696.
7 Add lines 5 and 6	7	453,708.
8 Enter qualifying distributions from Part XII, line 4	8	457,762.

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.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	1,696.
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	1,696.
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	1,696.
6 Credits/Payments:			
a 2009 estimated tax prmts and 2008 overpayment credited to 2009	6a	8,696.	
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	8,696.
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	7,000.
11 Enter the amount of line 10 to be. Credited to 2010 estimated tax 7,000. 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 \rightarrow \$ 0. (2) On foundation managers \rightarrow \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \rightarrow \$ 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) <u>NY</u>		
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-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 propoganda, 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
Robert A. Gottlieb 6 West 48th. Street, 10th. Fl. New York, NY 10036	Trustee/Pres 2.00	0.	0.	0.
Carol Farkas 6 West 48th. Street, 10th. Fl. New York, NY 10036	Secretary/Tr 1.00	0.	0.	0.
Elliot R. Cattarulla 6 West 48th. Street, 10th. Fl. New York, NY 10036	Trustee 1.00	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.

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	1 a	9,061,306.
b	Average of monthly cash balances	1 b	133,328.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	9,194,634.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	9,194,634.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	137,920.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9,056,714.
6	Minimum investment return. Enter 5% of line 5	6	452,836.

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	452,836.
2a	Tax on investment income for 2009 from Part VI, line 5	2 a	1,696.
b	Income tax for 2009 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	1,696.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	451,140.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	451,140.
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	451,140.

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	1 a	457,762.
b	Program-related investments – total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	457,762.
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	1,696.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	456,066.

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				451,140.
2 Undistributed income, if any, as of the end of 2009.				
a Enter amount for 2008 only			413,466.	
b Total for prior years 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 457,762.				
a Applied to 2008, but not more than line 2a			413,466.	
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				44,296.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010.				406,844.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005 ...				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

	Prior 3 years				(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))
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 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 Schedule attached				427,500.
Total				▶ 3a 427,500.
b Approved for future payment				
Total				▶ 3b

The Louis B. Mayer Foundation

95-2232340

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Oil royalties	\$ 15,712.	\$ 15,712.	\$ 15,712.
Total	<u>\$ 15,712.</u>	<u>\$ 15,712.</u>	<u>\$ 15,712.</u>

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Review and tax	\$ 6,275.	\$ 3,137.		\$ 3,138.
Total	<u>\$ 6,275.</u>	<u>\$ 3,137.</u>	<u>\$ 0.</u>	<u>\$ 3,138.</u>

Statement 3
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
Administrative management	\$ 49,171.	\$ 24,585.		\$ 24,586.
Investment management fees	33,569.	33,569.		
Total	<u>\$ 82,740.</u>	<u>\$ 58,154.</u>	<u>\$ 0.</u>	<u>\$ 24,586.</u>

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign taxes paid	\$ 3,548.	\$ 3,548.		
Total	<u>\$ 3,548.</u>	<u>\$ 3,548.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

The Louis B. Mayer Foundation

95-2232340

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank fees	\$ 281.	\$ 140.		\$ 141.
Board expenses	2,693.	1,346.		1,347.
Phone and fax	494.	247.		247.
Postage and courier	494.	247.		247.
Supplies and xerox	1,112.	556.		556.
Total	<u>\$ 5,074.</u>	<u>\$ 2,536.</u>	<u>\$ 0.</u>	<u>\$ 2,538.</u>

Statement 6
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
TD Ameritrade - attachment	Mkt Val	\$ 10,133,929.	\$ 9,837,259.
	Total	<u>\$ 10,133,929.</u>	<u>\$ 9,837,259.</u>

Statement 7
Form 990-PF, Part III, Line 3
Other Increases

TD Ameritrade - non taxable distribution	\$ 4,433.
Total	<u>\$ 4,433.</u>

Other Income Producing Activities
Interest on savings & cash investments

Chase checking

Total \$ 21.
\$ 21.

Realized Gains and Losses Report

Fiscal Year Ending 12/31/2009

Louis B. Mayer Foundation W-Foundation Trust Acct # 908535310
 TD Ameritrade Institutional, Custodian
 227 Inwood Ave
 Upper Montclair, NJ 07043

Realized Gains and Losses in Non-Taxable or Tax Deferred Accounts

Account Number	Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Total Realized Gains	Short Term Gains	Total Long Gains
908535310	DFA Global Fixed Income	11/07/2006	01/12/2009	14,495,248	\$159,142.55	\$152,793.81	\$6,348.74		\$6,348.74
908535310	DFA Global Fixed Income	11/28/2006	01/12/2009	234,132	\$2,570.52	\$2,465.41	\$105.11		\$105.11
908535310	DFA Global Fixed Income	12/19/2006	01/12/2009	127,152	\$1,396.00	\$1,337.64	\$58.36		\$58.36
908535310	DFA Global Fixed Income	06/13/2007	01/12/2009	26,346	\$289.25	\$282.43	\$6.82		\$6.82
908535310	DFA Global Fixed Income	09/13/2007	01/12/2009	363,933	\$3,995.60	\$3,308.64	\$686.96		\$686.96
908535310	DFA Global Fixed Income	12/21/2007	01/12/2009	375,531	\$4,122.93	\$4,018.18	\$104.75		\$104.75
908535310	DFA Global Fixed Income	01/14/2008	01/12/2009	7,148,514	\$78,483.15	\$76,848.10	\$1,635.05		\$1,635.05
				22,770,856	\$250,000.00	\$241,654.21	\$8,345.79		\$8,345.79
908535310	DFA Global Fixed Income	01/14/2008	04/14/2009	13,626,158	\$150,000.00	\$146,484.19	\$3,515.81		\$3,515.81
908535310	DFA Global Fixed Income	01/14/2008	08/12/2009	13,503,510	\$150,000.00	\$145,165.70	\$4,834.30		\$4,834.30
				49,900,524	\$550,000.00	\$533,304.10	\$16,695.90		\$16,695.90
	Short Term Gains				\$78,483.15	\$76,848.10		\$1,635.05	
	Total Long Gains				\$471,516.85	\$456,456.00			\$15,060.85
	Total (Sales)				\$550,000.00	\$533,304.10		\$1,635.05	\$15,060.85

Capital Gain Distributions in Non-Taxable or Tax Deferred Accounts

Account Number	Description	Pay Date	Total Realized Gains	Short Term Gains	Total Long Gains
908535310	DFA Emerging Markets Port	12/10/2009	\$2,498.58		\$2,498.58
908535310	DFA Emerging Markets Port	12/10/2009	\$208.21	\$208.21	
			\$2,706.79	\$208.21	\$2,498.58
908535310	DFA Emerging Markets Value	12/10/2009	\$2,584.87		\$2,584.87
908535310	DFA Emerging Markets Value	12/10/2009	\$1,459.76	\$1,459.76	
			\$4,044.63	\$1,459.76	\$2,584.87

Realized Gains and Losses Report
 Fiscal Year Ending 12/31/2009

Louis B Mayer Foundation W-Foundation Trust Acct # 908535310

Capital Gain Distributions in Non-Taxable or Tax Deferred Accounts

<u>Account Number</u>	<u>Description</u>	<u>Pay Date</u>	<u>Total Realized Gains</u>	<u>Short Term Gains</u>	<u>Total Long Gains</u>
908535310	PIMCO Commodity Real Return	12/09/2009	\$2,773.07		\$2,773.07
	Total (Distributions)		\$9,524.49	\$1,667.97	\$7,856.52
	Total Gains		\$26,220.39	\$3,303.02	\$22,917.37

The Louis B. Mayer Foundation
Total Grants Awarded, Projects and Program Development
for the Year Ending December 31, 2009

<u>Institution</u>	<u>Grant Date</u>	<u>Grant Amount</u>
Dana Farber Cancer Institute 10 Brookline Place West Brookline MA 02445-7226 The Lank Center for Genitourinary Oncology - Dr. Kantoff Research on Selenium and Vitamin E Intake	11/30/2009	50,000
George Eastman House 900 East Avenue Rochester NY 14607-2298 Further Support of the L. Jeffrey Selznick School of Film Preservation	8/27/2009	20,000
Job Path Inc. 22 West 38th Street, 11th floor New York NY 10018 Life Coaching for Young People Suffering from Asperger's Syndrome	1/13/2009	50,000
Miami City Ballet Ophelia & Juan Js. Roca Center 2200 Liberty Avenue Miami Beach FL 33139 General Purposes	1/13/2009	100,000
Mount Sinai Medical Center One Gustave L. Levy Place Box 1049 New York NY 10029-6574 Matching Grant for Regenerative Cardiology Imaging	4/15/2009	83,000
Pacific Film Archive/University of California Berkeley Art Museum 2625 Durant Avenue #2250 Berkeley CA 94720-2250 To fund part-time support to incorporate new information into the FIAF Treasures Database	1/15/2009	12,000
The Film Foundation 110 West 57th Street 6th Floor New York NY 10019 Preservation of the Michael Powell-Emeric Pressburger films, "The Red Shoes" and "The Life and Death of Colonel Blimp"	8/27/2009	75,000
UCLA Film and Television Archive 302 East Melnitz, Box 951323 225 Chalres E. Young Drive Los Angeles CA 90095-1323 The Sound of Movies: 1933-1975, Part 2 of the 3-part DVD series "A Century of Sound"	8/27/2009	37,500
<u>TOTAL for the Year Ending December 31, 2009</u>		<u>\$427,500</u>

Unrealized Gains & Losses

As of 12/31/2009

Louis B Mayer Foundation W-Foundation Trust Acct # 908535310
 TD Ameritrade Institutional, Custodian
 227 Inwood Ave
 Upper Montclair, NJ 07043

Description	Symbol	Original Trade Date	Quantity	Unit Cost	Cost Basis	Current Value	Unrealized Gain (Loss)	% G/L
Small Cap								
DFA US Micro Cap Portfolio	DFSCX	03/23/2004	48,443.024	13.510	654,485.22	511,558.33	(142,926.89)	-21.8%
DFA US Micro Cap Portfolio	DFSCX	06/09/2004	42.135	13,820	582.31	444.95	(137.36)	-23.6%
DFA US Micro Cap Portfolio	DFSCX	09/09/2004	31.067	13,130	407.91	328.07	(79.84)	-19.6%
DFA US Micro Cap Portfolio	DFSCX	12/21/2004	3.966	14,700	58.30	41.88	(16.42)	-28.2%
DFA US Micro Cap Portfolio	DFSCX	12/21/2004	1,415.969	14,700	20,814.74	14,952.63	(5,862.11)	-28.2%
DFA US Micro Cap Portfolio	DFSCX	12/27/2004	1,007.439	14,700	14,809.36	10,638.56	(4,170.80)	-28.2%
DFA US Micro Cap Portfolio	DFSCX	03/09/2005	28.921	14,620	422.83	305.41	(117.42)	-27.8%
DFA US Micro Cap Portfolio	DFSCX	06/15/2005	54.035	14,150	764.59	570.61	(193.98)	-25.4%
DFA US Micro Cap Portfolio	DFSCX	09/15/2005	48.628	15,740	765.40	513.51	(251.89)	-32.9%
DFA US Micro Cap Portfolio	DFSCX	12/20/2005	2,925.531	14,700	43,005.30	30,893.61	(12,111.69)	-28.2%
DFA US Micro Cap Portfolio	DFSCX	12/27/2005	1,115.315	14,700	16,395.13	11,777.73	(4,617.40)	-28.2%
DFA US Micro Cap Portfolio	DFSCX	03/15/2006	17.289	15,940	275.58	182.57	(93.01)	-33.8%
DFA US Micro Cap Portfolio	DFSCX	06/15/2006	67.452	15,530	1,047.53	712.29	(335.24)	-32.0%
DFA US Micro Cap Portfolio	DFSCX	09/11/2006	93.928	15,280	1,435.22	991.88	(443.34)	-30.9%
DFA US Micro Cap Portfolio	DFSCX	12/19/2006	886.431	15,470	13,713.09	9,360.71	(4,352.38)	-31.7%
DFA US Micro Cap Portfolio	DFSCX	12/19/2006	4,031.831	15,470	62,372.42	42,576.14	(19,796.28)	-31.7%
DFA US Micro Cap Portfolio	DFSCX	12/19/2006	17.871	15,470	276.47	188.72	(87.75)	-31.7%
DFA US Micro Cap Portfolio	DFSCX	03/09/2007	42.689	15,520	662.54	450.80	(211.74)	-32.0%
DFA US Micro Cap Portfolio	DFSCX	06/13/2007	160.827	16,490	2,652.03	1,698.33	(953.70)	-36.0%
DFA US Micro Cap Portfolio	DFSCX	09/13/2007	158.205	15,280	2,417.37	1,670.64	(746.73)	-30.9%
DFA US Micro Cap Portfolio	DFSCX	12/21/2007	5,147.403	13,290	68,408.99	54,356.58	(14,052.41)	-20.5%
DFA US Micro Cap Portfolio	DFSCX	12/21/2007	670.211	13,290	8,907.11	7,077.43	(1,829.68)	-20.5%
DFA US Micro Cap Portfolio	DFSCX	12/21/2007	127.659	13,290	1,696.59	1,348.08	(348.51)	-20.5%
DFA US Micro Cap Portfolio	DFSCX	03/10/2008	94.213	11,300	1,064.61	994.89	(69.72)	-6.5%
DFA US Micro Cap Portfolio	DFSCX	06/10/2008	175.768	12,510	2,198.86	1,856.11	(342.75)	-15.6%
DFA US Micro Cap Portfolio	DFSCX	09/09/2008	204.966	12,060	2,471.89	2,164.44	(307.45)	-12.4%
DFA US Micro Cap Portfolio	DFSCX	12/11/2008	1,235.336	7,920	9,783.86	13,045.15	3,261.29	33.3%
DFA US Micro Cap Portfolio	DFSCX	03/11/2009	91.916	5,940	545.98	970.63	424.65	77.8%
DFA US Micro Cap Portfolio	DFSCX	06/10/2009	184.268	8,900	1,640.16	1,946.08	305.92	18.7%
DFA US Micro Cap Portfolio	DFSCX	09/10/2009	82.229	10,000	822.29	868.34	46.05	5.6%
DFA US Micro Cap Portfolio	DFSCX	12/10/2009	170.155	10,080	1,715.16	1,796.84	81.68	4.8%
			68,776.697		936,618.84	726,281.92	(210,336.92)	-22.5%
Small Cap Value								
DFA US Small Cap Value Portfolio	DFS VX	03/23/2004	36,756.612	23.400	860,122.22	721,532.29	(138,589.93)	-16.1%
DFA US Small Cap Value Portfolio	DFS VX	06/09/2004	20.618	24,460	504.31	404.73	(99.58)	-19.7%
DFA US Small Cap Value Portfolio	DFS VX	09/09/2004	4.168	24,208	100.90	81.82	(19.08)	-18.9%
DFA US Small Cap Value Portfolio	DFS VX	12/21/2004	11.563	26,181	302.73	226.98	(75.75)	-25.0%
DFA US Small Cap Value Portfolio	DFS VX	12/21/2004	2,608.532	26,180	68,291.36	51,205.48	(17,085.88)	-25.0%
DFA US Small Cap Value Portfolio	DFS VX	12/27/2004	820.237	26,180	21,473.81	16,101.25	(5,372.56)	-25.0%

Unrealized Gains & Losses
As of 12/31/2009

Louis B. Mayer Foundatrn W-Foundaton Trust Acct # 908535310

Description	Symbol	Original Trade Date	Quantity	Unit Cost	Cost Basis	Current Value	Unrealized Gain (Loss)	% G/L
Small Cap Value								
DFA US Small Cap Value Portfolio	DFSVX	03/09/2005	0.953	26.894	25.63	18.71	(6.92)	-27.0%
DFA US Small Cap Value Portfolio	DFSVX	06/15/2005	58.923	26.100	1,537.90	1,156.66	(381.24)	-24.8%
DFA US Small Cap Value Portfolio	DFSVX	09/15/2005	143.197	28.380	4,063.93	2,810.96	(1,252.97)	-30.8%
DFA US Small Cap Value Portfolio	DFSVX	12/20/2005	3,445.783	26.320	90,693.01	67,640.72	(23,052.29)	-25.4%
DFA US Small Cap Value Portfolio	DFSVX	12/27/2005	303.32	26.320	7,983.39	5,954.17	(2,029.22)	-25.4%
DFA US Small Cap Value Portfolio	DFSVX	03/15/2006	65.457	28.520	1,866.82	1,284.92	(581.90)	-31.2%
DFA US Small Cap Value Portfolio	DFSVX	06/15/2006	102.271	28.790	2,944.37	2,007.58	(936.79)	-31.8%
DFA US Small Cap Value Portfolio	DFSVX	09/11/2006	134.81	28.490	3,840.74	2,646.32	(1,194.42)	-31.1%
DFA US Small Cap Value Portfolio	DFSVX	12/19/2006	486.58	29.250	14,232.46	9,551.57	(4,680.89)	-32.9%
DFA US Small Cap Value Portfolio	DFSVX	12/19/2006	3,254.003	29.250	95,179.59	63,876.08	(31,303.51)	-32.9%
DFA US Small Cap Value Portfolio	DFSVX	12/19/2006	4.562	29.248	133.43	89.55	(43.88)	-32.9%
DFA US Small Cap Value Portfolio	DFSVX	03/09/2007	27.518	29.790	819.77	540.18	(279.59)	-34.1%
DFA US Small Cap Value Portfolio	DFSVX	06/13/2007	127.772	31.720	4,052.92	2,508.16	(1,544.76)	-38.1%
DFA US Small Cap Value Portfolio	DFSVX	09/13/2007	202.871	27.900	5,660.09	3,982.36	(1,677.73)	-29.6%
DFA US Small Cap Value Portfolio	DFSVX	12/21/2007	72.199	23.550	1,700.29	1,417.27	(283.02)	-16.6%
DFA US Small Cap Value Portfolio	DFSVX	12/21/2007	4,678.508	23.550	110,178.87	91,839.11	(18,339.76)	-16.6%
DFA US Small Cap Value Portfolio	DFSVX	03/10/2008	209.982	21.080	4,426.43	4,121.95	(304.48)	-6.9%
DFA US Small Cap Value Portfolio	DFSVX	06/10/2008	74.233	23.080	1,713.29	1,457.19	(256.10)	-14.9%
DFA US Small Cap Value Portfolio	DFSVX	09/09/2008	162.911	22.050	3,592.18	3,197.94	(394.24)	-11.0%
DFA US Small Cap Value Portfolio	DFSVX	12/11/2008	600.504	14.060	8,443.08	11,787.89	3,344.81	39.6%
DFA US Small Cap Value Portfolio	DFSVX	06/10/2009	120.078	15.850	1,903.23	2,357.13	453.90	23.8%
DFA US Small Cap Value Portfolio	DFSVX	09/10/2009	59.012	18.470	1,089.96	1,158.41	68.45	6.3%
DFA US Small Cap Value Portfolio	DFSVX	12/10/2009	151.305	18.750	2,836.97	2,970.12	133.15	4.7%
			54,708.482		1,319,713.68	1,073,927.50	(245,786.18)	-18.6%
Large Cap								
iShares S&P 500 Index	IVV	03/23/2004	6.333	110.420	699,289.86	708,092.73	8,802.87	1.3%
Large Cap Value								
DFA US Large Cap Value	DFLVX	03/23/2004	51,902.736	17.190	892,226.18	885,460.68	(6,765.50)	-0.8%
DFA US Large Cap Value	DFLVX	06/09/2004	210.579	17.930	3,775.69	3,592.48	(183.21)	-4.9%
DFA US Large Cap Value	DFLVX	09/09/2004	187.373	17.640	3,305.26	3,196.58	(108.68)	-3.3%
DFA US Large Cap Value	DFLVX	12/27/2004	317.868	19.680	6,255.65	5,422.83	(832.82)	-13.3%
DFA US Large Cap Value	DFLVX	03/09/2005	78.43	20.510	1,608.60	1,338.02	(270.58)	-16.8%
DFA US Large Cap Value	DFLVX	06/15/2005	142.695	20.230	2,886.71	2,434.38	(452.33)	-15.7%
DFA US Large Cap Value	DFLVX	09/15/2005	161.367	21.520	3,472.61	2,752.92	(719.69)	-20.7%
DFA US Large Cap Value	DFLVX	12/20/2005	23.972	21.790	522.34	408.96	(113.38)	-21.7%
DFA US Large Cap Value	DFLVX	12/27/2005	530.042	21.790	11,549.62	9,042.52	(2,507.10)	-21.7%
DFA US Large Cap Value	DFLVX	03/15/2006	99.176	22.450	2,226.51	1,691.94	(534.57)	-24.0%
DFA US Large Cap Value	DFLVX	06/15/2006	230.766	22.890	5,282.23	3,936.87	(1,345.36)	-25.5%
DFA US Large Cap Value	DFLVX	09/11/2006	189.745	23.290	4,419.17	3,237.05	(1,182.12)	-26.7%
DFA US Large Cap Value	DFLVX	12/21/2006	4.292	25.198	108.15	73.22	(34.93)	-32.3%
DFA US Large Cap Value	DFLVX	12/21/2006	334.748	0.000	0.00	5,710.80	5,710.80	100.0%

Unrealized Gains & Losses

As of 12/31/2009

Louis B. Mayer Foundation W-Foundation Trust Acct # 908535310

Description	Symbol	Original Trade Date	Quantity	Unit Cost	Cost Basis	Current Value	Unrealized Gain (Loss)	% G/L
Large Cap Value								
DFA US Large Cap Value	DFLVX	12/21/2006	1,075.058	0.000	0.00	18,340.49	18,340.49	100.0%
DFA US Large Cap Value	DFLVX	03/09/2007	102.879	25.350	2,607.98	1,755.12	(852.86)	-32.7%
DFA US Large Cap Value	DFLVX	06/13/2007	155.827	27.470	4,280.56	2,658.41	(1,622.15)	-37.9%
DFA US Large Cap Value	DFLVX	09/13/2007	174.85	24.550	4,292.56	2,982.94	(1,309.62)	-30.5%
DFA US Large Cap Value	DFLVX	12/21/2007	259.194	22.870	5,927.77	4,421.85	(1,505.92)	-25.4%
DFA US Large Cap Value	DFLVX	12/21/2007	2,538.148	22.870	58,047.45	43,300.80	(14,746.65)	-25.4%
DFA US Large Cap Value	DFLVX	12/21/2007	2.445	22.871	55.92	41.71	(14.21)	-25.4%
DFA US Large Cap Value	DFLVX	03/10/2008	159.478	20.620	3,288.44	2,720.69	(567.75)	-17.3%
DFA US Large Cap Value	DFLVX	06/10/2008	237.426	22.320	5,299.35	4,050.49	(1,248.86)	-23.6%
DFA US Large Cap Value	DFLVX	09/09/2008	285.237	19.690	5,616.31	4,866.14	(750.17)	-13.4%
DFA US Large Cap Value	DFLVX	12/11/2008	661.558	13.110	8,673.03	11,286.18	2,613.15	30.1%
DFA US Large Cap Value	DFLVX	12/11/2008	77.031	13.110	1,009.87	1,314.15	304.28	30.1%
DFA US Large Cap Value	DFLVX	03/11/2009	869.081	9.550	8,299.72	14,826.52	6,526.80	78.6%
DFA US Large Cap Value	DFLVX	06/10/2009	60.28	14.170	854.17	1,028.38	174.21	20.4%
DFA US Large Cap Value	DFLVX	09/10/2009	151.544	16.120	2,442.89	2,585.34	142.45	5.8%
DFA US Large Cap Value	DFLVX	12/10/2009	323.586	16.650	5,387.70	5,520.38	132.68	2.5%
			61,547.411		1,053,722.44	1,049,998.83	(3,723.61)	-0.4%
Int'l Small Cap								
DFA International Small Co Port	DFISX	03/23/2004	36,513.961	12.510	456,803.58	519,593.67	62,790.09	13.7%
DFA International Small Co Port	DFISX	06/09/2004	577.168	12.530	7,231.91	8,213.10	981.19	13.6%
DFA International Small Co Port	DFISX	09/09/2004	236.917	12.590	2,982.78	3,371.33	388.55	13.0%
DFA International Small Co Port	DFISX	12/21/2004	105.404	13.900	1,465.11	1,499.90	34.79	2.4%
DFA International Small Co Port	DFISX	12/21/2004	1,406.905	13.900	19,555.98	20,020.26	464.28	2.4%
DFA International Small Co Port	DFISX	12/27/2004	467.441	13.900	6,497.43	6,651.69	154.26	2.4%
DFA International Small Co Port	DFISX	06/15/2005	539.161	14.560	7,850.18	7,672.26	(177.92)	-2.3%
DFA International Small Co Port	DFISX	09/15/2005	165.996	16.030	2,660.91	2,362.12	(298.79)	-11.2%
DFA International Small Co Port	DFISX	12/20/2005	260.423	16.140	4,203.23	3,705.82	(497.41)	-11.8%
DFA International Small Co Port	DFISX	12/20/2005	2,260.219	16.140	36,479.93	32,162.92	(4,317.01)	-11.8%
DFA International Small Co Port	DFISX	12/27/2005	389.028	16.140	6,278.91	5,535.87	(743.04)	-11.8%
DFA International Small Co Port	DFISX	06/15/2006	491.95	16.730	8,230.32	7,000.45	(1,229.87)	-14.9%
DFA International Small Co Port	DFISX	09/11/2006	202.403	17.670	3,576.46	2,880.19	(696.27)	-19.5%
DFA International Small Co Port	DFISX	12/19/2006	395.33	19.020	7,519.18	5,625.55	(1,893.63)	-25.2%
DFA International Small Co Port	DFISX	12/19/2006	1,382.396	19.020	26,293.17	19,671.50	(6,621.67)	-25.2%
DFA International Small Co Port	DFISX	12/19/2006	299.645	19.020	5,699.25	4,263.95	(1,435.30)	-25.2%
DFA International Small Co Port	DFISX	03/09/2007	29.877	20.070	599.64	425.15	(174.49)	-29.1%
DFA International Small Co Port	DFISX	06/13/2007	469.987	21.490	10,100.02	6,687.92	(3,412.10)	-33.8%
DFA International Small Co Port	DFISX	09/13/2007	213.15	20.600	4,390.90	3,033.12	(1,357.78)	-30.9%
DFA International Small Co Port	DFISX	12/21/2007	254.566	18.230	4,640.74	3,622.47	(1,018.27)	-21.9%
DFA International Small Co Port	DFISX	12/21/2007	341.118	18.230	6,218.59	4,854.11	(1,364.48)	-21.9%
DFA International Small Co Port	DFISX	12/21/2007	2,627.12	18.230	47,892.40	37,383.92	(10,508.48)	-21.9%
DFA International Small Co Port	DFISX	03/10/2008	92.93	17.090	1,588.17	1,322.39	(265.78)	-16.7%
DFA International Small Co Port	DFISX	06/10/2008	665.784	17.700	11,784.37	9,474.11	(2,310.26)	-19.6%

Unrealized Gains & Losses
As of 12/31/2009

Louis B Mayer Foundation W-Foundation Trust Acct # 908535310

Description	Symbol	Original Trade Date	Quantity	Unit Cost	Cost Basis	Current Value	Unrealized Gain (Loss)	% G/L
Int'l Small Cap								
DFA International Small Co Port	DFISX	09/09/2008	292,672	14,290	4,182.28	4,164.72	(17.56)	-0.4%
DFA International Small Co Port	DFISX	12/11/2008	413.51	9,560	3,953.16	5,884.25	1,931.09	48.8%
DFA International Small Co Port	DFISX	03/11/2009	98,496	8,300	817.52	1,401.60	584.08	71.4%
DFA International Small Co Port	DFISX	06/10/2009	581,745	11,880	6,911.13	8,278.23	1,367.10	19.8%
DFA International Small Co Port	DFISX	09/10/2009	151,628	14,000	2,122.79	2,157.67	34.88	1.6%
DFA International Small Co Port	DFISX	12/10/2009	319,946	14,120	4,517.64	4,552.83	35.19	0.8%
			52,246,876		713,047.68	743,473.05	30,425.37	4.3%
Int'l Small Cap Value								
DFA International Small Cap Value	DISVX	03/23/2004	34,209,709	13,180	450,894.87	516,224.51	65,329.64	14.5%
DFA International Small Cap Value	DISVX	06/09/2004	629,27	13,180	8,293.78	9,495.68	1,201.90	14.5%
DFA International Small Cap Value	DISVX	09/09/2004	285,817	13,300	3,801.36	4,312.98	511.62	13.5%
DFA International Small Cap Value	DISVX	12/21/2004	91,882	14,950	1,373.64	1,386.50	12.86	0.9%
DFA International Small Cap Value	DISVX	12/21/2004	1,958,618	14,950	29,281.34	29,555.55	274.21	0.9%
DFA International Small Cap Value	DISVX	12/27/2004	638.07	14,950	9,539.14	9,628.48	89.34	0.9%
DFA International Small Cap Value	DISVX	03/09/2005	14,62	16,860	246.49	220.62	(25.87)	-10.5%
DFA International Small Cap Value	DISVX	06/15/2005	718,28	15,930	11,442.20	10,838.85	(603.35)	-5.3%
DFA International Small Cap Value	DISVX	09/15/2005	197,397	17,490	3,452.48	2,978.72	(473.76)	-13.7%
DFA International Small Cap Value	DISVX	12/20/2005	363,719	17,520	6,372.35	5,488.52	(883.83)	-13.9%
DFA International Small Cap Value	DISVX	12/20/2005	2,255,724	17,520	39,520.28	34,038.88	(5,481.40)	-13.9%
DFA International Small Cap Value	DISVX	12/27/2005	550,583	17,520	9,646.22	8,308.30	(1,337.92)	-13.9%
DFA International Small Cap Value	DISVX	06/15/2006	443,363	18,400	8,157.87	6,690.35	(1,467.52)	-18.0%
DFA International Small Cap Value	DISVX	09/11/2006	193,246	19,500	3,768.29	2,916.08	(852.21)	-22.6%
DFA International Small Cap Value	DISVX	12/19/2006	3,053,31	20,690	63,172.99	46,074.45	(17,098.54)	-27.1%
DFA International Small Cap Value	DISVX	12/19/2006	184,184	20,690	3,810.77	2,779.34	(1,031.43)	-27.1%
DFA International Small Cap Value	DISVX	12/19/2006	630,377	20,690	13,042.51	9,512.39	(3,530.12)	-27.1%
DFA International Small Cap Value	DISVX	03/09/2007	10,457	22,010	230.16	157.80	(72.36)	-31.4%
DFA International Small Cap Value	DISVX	06/13/2007	554,888	23,440	13,006.57	8,373.26	(4,633.31)	-35.6%
DFA International Small Cap Value	DISVX	09/13/2007	155,85	22,370	3,486.37	2,351.78	(1,134.59)	-32.5%
DFA International Small Cap Value	DISVX	12/21/2007	528,816	18,950	10,021.06	7,979.83	(2,041.23)	-20.4%
DFA International Small Cap Value	DISVX	12/21/2007	528,816	18,950	10,021.06	7,979.83	(2,041.23)	-20.4%
DFA International Small Cap Value	DISVX	12/21/2007	4,307,388	18,950	81,625.00	64,998.48	(16,626.52)	-20.4%
DFA International Small Cap Value	DISVX	03/10/2008	93,601	17,950	1,680.14	1,412.44	(267.70)	-15.9%
DFA International Small Cap Value	DISVX	06/10/2008	875,682	18,440	16,147.58	13,214.04	(2,933.54)	-18.2%
DFA International Small Cap Value	DISVX	09/09/2008	248.22	15,080	3,743.16	3,745.64	2.48	0.1%
DFA International Small Cap Value	DISVX	12/11/2008	274,832	10,360	2,847.26	4,147.21	1,299.95	45.7%
DFA International Small Cap Value	DISVX	12/11/2008	305,945	10,360	3,169.59	4,616.71	1,447.12	45.7%
DFA International Small Cap Value	DISVX	03/11/2009	93,841	8,680	814.54	1,416.06	601.52	73.8%
DFA International Small Cap Value	DISVX	06/10/2009	602,97	12,630	7,615.51	9,098.82	1,483.31	19.5%
DFA International Small Cap Value	DISVX	09/10/2009	97,122	15,290	1,484.99	1,465.57	(19.42)	-1.3%

Unrealized Gains & Losses
As of 12/31/2009

Louis B. Mayer Foundation W-Foundation Trust Acct # 908535310

Description	Symbol	Original Trade Date	Quantity	Unit Cost	Cost Basis	Current Value	Unrealized Gain (Loss)	% G/L
Int'l Small Cap Value								
DFA International Small Cap Value	DISVX	12/10/2009	277.518	14.890	4,132.24	4,187.75	55.51	1.3%
			55,374.115		825,841.81	835,595.40	9,753.59	1.2%
Int'l Large Cap								
iShares MSCI EAFE Index	EFA	03/23/2004	12,648	45.670	577,634.16	699,181.44	121,547.28	21.0%
Int'l Large Cap Value								
DFA International Large Value	DFIVX	03/23/2004	35,157.78	13.460	473,235.14	599,440.15	126,205.01	26.7%
DFA International Large Value	DFIVX	06/09/2004	764.853	13.900	10,631.46	13,040.74	2,409.28	22.7%
DFA International Large Value	DFIVX	09/09/2004	419.19	13.880	5,818.36	7,147.19	1,328.83	22.8%
DFA International Large Value	DFIVX	12/27/2004	654.544	15.930	10,426.89	11,159.98	733.09	7.0%
DFA International Large Value	DFIVX	03/09/2005	32.234	17.070	550.23	549.59	(0.64)	-0.1%
DFA International Large Value	DFIVX	06/15/2005	781.843	15.900	12,431.31	13,330.42	899.11	7.2%
DFA International Large Value	DFIVX	09/15/2005	274.974	17.450	4,798.29	4,688.31	(109.98)	-2.3%
DFA International Large Value	DFIVX	12/20/2005	993.596	17.950	17,835.05	16,940.81	(894.24)	-5.0%
DFA International Large Value	DFIVX	12/27/2005	604.214	17.950	10,845.64	10,301.85	(543.79)	-5.0%
DFA International Large Value	DFIVX	06/15/2006	824.919	19.050	15,714.71	14,064.87	(1,649.84)	-10.5%
DFA International Large Value	DFIVX	09/11/2006	669.421	20.450	13,689.66	11,413.63	(2,276.03)	-16.6%
DFA International Large Value	DFIVX	12/19/2006	281.389	22.870	6,435.37	4,797.68	(1,637.69)	-25.4%
DFA International Large Value	DFIVX	12/19/2006	739.205	22.870	16,905.62	12,603.45	(4,302.17)	-25.4%
DFA International Large Value	DFIVX	12/19/2006	4.467	22.868	102.15	76.16	(25.99)	-25.4%
DFA International Large Value	DFIVX	03/09/2007	31.131	23.430	729.39	530.78	(198.61)	-27.2%
DFA International Large Value	DFIVX	06/13/2007	824.191	25.490	21,008.62	14,052.46	(6,956.16)	-33.1%
DFA International Large Value	DFIVX	09/13/2007	283.333	24.110	6,831.16	4,830.83	(2,000.33)	-29.3%
DFA International Large Value	DFIVX	12/21/2007	2.251	23.652	53.24	38.38	(14.86)	-27.9%
DFA International Large Value	DFIVX	12/21/2007	411.948	23.650	9,742.57	7,023.71	(2,718.86)	-27.9%
DFA International Large Value	DFIVX	12/21/2007	970.216	23.650	22,945.62	16,542.18	(6,403.44)	-27.9%
DFA International Large Value	DFIVX	12/24/2007	3.522	0.000	0.00	60.05	60.05	100.0%
DFA International Large Value	DFIVX	03/10/2008	50.757	21.150	1,073.50	865.41	(208.09)	-19.4%
DFA International Large Value	DFIVX	06/10/2008	1,085.826	21.610	23,464.71	18,513.33	(4,951.38)	-21.1%
DFA International Large Value	DFIVX	09/09/2008	285.696	17.820	5,091.10	4,871.12	(219.98)	-4.3%
DFA International Large Value	DFIVX	12/11/2008	330.202	12.020	3,969.03	5,629.94	1,660.91	41.8%
DFA International Large Value	DFIVX	03/11/2009	96.519	9.150	883.15	1,645.65	762.50	86.3%
DFA International Large Value	DFIVX	06/10/2009	725.209	14.130	10,247.21	12,364.81	2,117.60	20.7%
DFA International Large Value	DFIVX	09/10/2009	200.51	16.750	3,358.54	3,418.70	60.16	1.8%
DFA International Large Value	DFIVX	12/10/2009	246.002	16.800	4,132.84	4,194.33	61.49	1.5%
			47,749.942		712,950.56	814,136.51	101,185.95	14.2%
Emerging Markets								
DFA Emerging Markets Port	DFEMX	03/23/2004	5,183.368	13.653	70,766.64	140,987.61	70,220.97	99.2%
DFA Emerging Markets Port	DFEMX	06/09/2004	78.375	12.770	1,000.85	2,131.80	1,130.95	113.0%
DFA Emerging Markets Port	DFEMX	09/09/2004	47.69	13.470	642.39	1,297.17	654.78	101.9%

Unrealized Gains & Losses
As of 12/31/2009

Louis B. Mayer Foundation W-Foundation Trust Acct #: 908535310

Description	Symbol	Original Trade Date	Quantity	Unit Cost	Cost Basis	Current Value	Unrealized Gain (Loss)	% G/L
Emerging Markets								
DFA Emerging Markets Port	DFEMX	12/27/2004	61,114	16,000	977.82	1,662.30	684.48	70.0%
DFA Emerging Markets Port	DFEMX	03/09/2005	9,934	17,861	177.43	270.20	92.77	52.3%
DFA Emerging Markets Port	DFEMX	06/15/2005	86,368	16,730	1,444.94	2,349.21	904.27	62.6%
DFA Emerging Markets Port	DFEMX	09/15/2005	50,288	18,730	941.90	1,367.83	425.93	45.2%
DFA Emerging Markets Port	DFEMX	12/27/2005	90,874	20,330	1,847.47	2,471.77	624.30	33.8%
DFA Emerging Markets Port	DFEMX	03/15/2006	6,649	21,991	146.22	180.85	34.63	23.7%
DFA Emerging Markets Port	DFEMX	06/15/2006	63.44	20,120	1,276.41	1,725.57	449.16	35.2%
DFA Emerging Markets Port	DFEMX	09/11/2006	66,005	22,220	1,466.63	1,795.34	328.71	22.4%
DFA Emerging Markets Port	DFEMX	12/19/2006	34,644	25,700	890.34	942.32	51.98	5.8%
DFA Emerging Markets Port	DFEMX	12/19/2006	27,715	25,700	712.27	753.85	41.58	5.8%
DFA Emerging Markets Port	DFEMX	03/09/2007	2,012	25,974	52.26	54.73	2.47	4.7%
DFA Emerging Markets Port	DFEMX	06/13/2007	41,558	30,330	1,260.44	1,130.38	(130.06)	-10.3%
DFA Emerging Markets Port	DFEMX	09/13/2007	34,065	30,740	1,047.16	926.57	(120.59)	-11.5%
DFA Emerging Markets Port	DFEMX	12/21/2007	1,637	32,352	52.96	44.53	(8.43)	-15.9%
DFA Emerging Markets Port	DFEMX	12/21/2007	29,102	32,350	941.46	791.57	(149.89)	-15.9%
DFA Emerging Markets Port	DFEMX	12/21/2007	242,276	32,350	7,837.62	6,589.91	(1,247.71)	-15.9%
DFA Emerging Markets Port	DFEMX	03/10/2008	11,002	29,661	326.33	299.25	(27.08)	-8.3%
DFA Emerging Markets Port	DFEMX	06/10/2008	49,545	30,750	1,523.52	1,347.62	(175.90)	-11.5%
DFA Emerging Markets Port	DFEMX	09/09/2008	59,288	24,540	1,454.93	1,612.63	157.70	10.8%
DFA Emerging Markets Port	DFEMX	12/11/2008	96,538	15,930	1,537.85	2,625.83	1,087.98	70.7%
DFA Emerging Markets Port	DFEMX	12/11/2008	40,979	15,930	652.80	1,114.63	461.83	70.7%
DFA Emerging Markets Port	DFEMX	03/11/2009	15,689	14,310	224.51	426.74	202.23	90.1%
DFA Emerging Markets Port	DFEMX	06/10/2009	42,111	21,530	906.65	1,145.42	238.77	26.3%
DFA Emerging Markets Port	DFEMX	09/10/2009	34,449	24,800	854.34	937.01	82.67	9.7%
DFA Emerging Markets Port	DFEMX	12/10/2009	93,826	26,630	2,498.58	2,552.07	53.49	2.1%
DFA Emerging Markets Port	DFEMX	12/10/2009	14,66	26,630	390.40	398.75	8.35	2.1%
DFA Emerging Markets Port	DFEMX	12/10/2009	7,819	26,629	208.21	212.68	4.47	2.1%
			6,623.02		104,061.33	180,146.14	76,084.81	73.1%
DFA Emerging Markets Value	DFEVM	03/23/2004	3,782,712	15,133	57,243.49	118,928.47	61,684.98	107.8%
DFA Emerging Markets Value	DFEVM	06/09/2004	48,077	13,830	664.90	1,511.54	846.64	127.3%
DFA Emerging Markets Value	DFEVM	09/09/2004	50,305	15,100	759.61	1,581.59	821.98	108.2%
DFA Emerging Markets Value	DFEVM	12/21/2004	33,228	18,250	606.41	1,044.69	438.28	72.3%
DFA Emerging Markets Value	DFEVM	12/27/2004	51,435	18,250	938.69	1,617.12	678.43	72.3%
DFA Emerging Markets Value	DFEVM	03/09/2005	12,278	21,051	258.46	386.02	127.56	49.4%
DFA Emerging Markets Value	DFEVM	06/15/2005	92,496	19,080	1,764.82	2,908.07	1,143.25	64.8%
DFA Emerging Markets Value	DFEVM	09/15/2005	42,911	21,780	934.61	1,349.12	414.51	44.4%
DFA Emerging Markets Value	DFEVM	12/20/2005	0,367	23,270	8.54	11.54	3.00	35.1%
DFA Emerging Markets Value	DFEVM	12/20/2005	73,027	23,270	1,699.33	2,295.97	596.64	35.1%
DFA Emerging Markets Value	DFEVM	12/27/2005	78,164	23,270	1,818.88	2,457.48	638.60	35.1%
DFA Emerging Markets Value	DFEVM	03/15/2006	21,338	25,660	547.53	670.87	123.34	22.5%
DFA Emerging Markets Value	DFEVM	06/15/2006	39,029	24,220	945.28	1,227.07	281.79	29.8%
DFA Emerging Markets Value	DFEVM	09/11/2006	46,788	26,780	1,252.99	1,471.01	218.02	17.4%

Unrealized Gains & Losses

As of 12/31/2009

Louis B. Mayer Foundation W-Foundation Trust Acct # 908535310

Description	Symbol	Original Trade Date	Quantity	Unit Cost	Cost Basis	Current Value	Unrealized Gain (Loss)	% G/L
Emerging Markets								
DFA Emerging Markets Value	DFEVX	12/19/2006	30.467	31.480	959.10	957.88	(1.22)	-0.1%
DFA Emerging Markets Value	DFEVX	12/19/2006	60.934	31.480	1,918.19	1,915.76	(2.43)	-0.1%
DFA Emerging Markets Value	DFEVX	12/19/2006	1.325	31.472	41.70	41.66	(0.04)	-0.1%
DFA Emerging Markets Value	DFEVX	03/09/2007	14.801	32.291	477.94	465.34	(12.60)	-2.6%
DFA Emerging Markets Value	DFEVX	06/13/2007	38.341	39.070	1,497.97	1,205.44	(292.53)	-19.5%
DFA Emerging Markets Value	DFEVX	09/13/2007	29.055	40.329	1,171.77	913.49	(258.28)	-22.0%
DFA Emerging Markets Value	DFEVX	12/21/2007	1.291	42.750	55.19	40.59	(14.60)	-26.5%
DFA Emerging Markets Value	DFEVX	12/21/2007	45.46	42.760	1,943.86	1,429.26	(514.60)	-26.5%
DFA Emerging Markets Value	DFEVX	12/21/2007	130.5	42.760	5,580.16	4,102.92	(1,477.24)	-26.5%
DFA Emerging Markets Value	DFEVX	03/10/2008	6.845	39.341	269.29	215.21	(54.08)	-20.1%
DFA Emerging Markets Value	DFEVX	06/10/2008	45.771	40.830	1,868.81	1,439.04	(429.77)	-23.0%
DFA Emerging Markets Value	DFEVX	09/09/2008	45.857	30.730	1,409.20	1,441.74	32.54	2.3%
DFA Emerging Markets Value	DFEVX	12/11/2008	57.435	16.290	935.62	1,805.76	870.14	93.0%
DFA Emerging Markets Value	DFEVX	12/11/2008	27.533	16.290	448.52	865.64	417.12	93.0%
DFA Emerging Markets Value	DFEVX	12/11/2008	803.8	16.290	13,093.91	25,271.47	12,177.56	93.0%
DFA Emerging Markets Value	DFEVX	03/11/2009	7.19	14.299	102.81	226.05	123.24	119.9%
DFA Emerging Markets Value	DFEVX	06/10/2009	34.015	24.210	823.50	1,069.43	245.93	29.9%
DFA Emerging Markets Value	DFEVX	09/10/2009	17.015	28.400	483.23	534.95	51.72	10.7%
DFA Emerging Markets Value	DFEVX	12/10/2009	18.185	30.459	553.90	571.74	17.84	3.2%
DFA Emerging Markets Value	DFEVX	12/10/2009	84.861	30.460	2,584.87	2,668.03	83.16	3.2%
DFA Emerging Markets Value	DFEVX	12/10/2009	47.924	30.460	1,459.76	1,506.73	46.97	3.2%
			5,920.76		107,122.84	186,148.69	79,025.85	73.8%
Small Cap								
DFA Emerging Mkts Small Cap	DEMSX	03/23/2004	6,169.954	10.142	62,575.43	119,820.51	57,245.08	91.5%
DFA Emerging Mkts Small Cap	DEMSX	06/09/2004	61.966	9.290	575.66	1,203.38	627.72	109.0%
DFA Emerging Mkts Small Cap	DEMSX	09/09/2004	60.744	9.930	603.19	1,179.65	576.46	95.6%
DFA Emerging Mkts Small Cap	DEMSX	12/21/2004	137.577	11.150	1,533.98	2,671.75	1,137.77	74.2%
DFA Emerging Mkts Small Cap	DEMSX	12/21/2004	410.512	11.150	4,577.21	7,972.14	3,394.93	74.2%
DFA Emerging Mkts Small Cap	DEMSX	12/27/2004	16.642	11.150	185.56	323.19	137.63	74.2%
DFA Emerging Mkts Small Cap	DEMSX	03/09/2005	24.19	12.620	305.28	469.77	164.49	53.9%
DFA Emerging Mkts Small Cap	DEMSX	06/15/2005	100.898	11.560	1,166.38	1,959.44	793.06	68.0%
DFA Emerging Mkts Small Cap	DEMSX	09/15/2005	92.995	12.640	1,175.46	1,805.96	630.50	53.6%
DFA Emerging Mkts Small Cap	DEMSX	12/20/2005	81.111	13.460	1,091.75	1,575.18	483.43	44.3%
DFA Emerging Mkts Small Cap	DEMSX	12/20/2005	224.765	13.460	3,025.34	4,364.94	1,339.60	44.3%
DFA Emerging Mkts Small Cap	DEMSX	12/27/2005	41.044	13.460	552.45	797.07	244.62	44.3%
DFA Emerging Mkts Small Cap	DEMSX	03/15/2006	18.085	14.930	270.01	351.21	81.20	30.1%
DFA Emerging Mkts Small Cap	DEMSX	06/15/2006	86.47	13.940	1,205.39	1,679.25	473.86	39.3%
DFA Emerging Mkts Small Cap	DEMSX	09/11/2006	65.001	15.260	991.91	1,262.32	270.41	27.3%
DFA Emerging Mkts Small Cap	DEMSX	12/19/2006	27.43	17.160	470.70	532.69	61.99	13.2%
DFA Emerging Mkts Small Cap	DEMSX	12/19/2006	441.979	17.160	7,584.36	8,583.23	998.87	13.2%
DFA Emerging Mkts Small Cap	DEMSX	12/19/2006	56.188	17.160	964.18	1,091.17	126.99	13.2%
DFA Emerging Mkts Small Cap	DEMSX	06/13/2007	44.931	21.680	974.11	872.56	(101.55)	-10.4%
DFA Emerging Mkts Small Cap	DEMSX	09/13/2007	26.816	22.220	595.86	520.77	(75.09)	-12.6%

Unrealized Gains & Losses
As of 12/31/2009

Louis B. Mayer Foundation W-Foundation Trust Acct #: 908535310

Description	Symbol	Original Trade Date	Quantity	Unit Cost	Cost Basis	Current Value	Unrealized Gain (Loss)	% G/L
Emerging Markets								
DFA Emerging Mkts Small Cap	DEMSX	12/21/2007	523.29	21.440	11,219.34	10,162.29	(1,057.05)	-9.4%
DFA Emerging Mkts Small Cap	DEMSX	12/21/2007	44.308	21.440	949.96	860.46	(89.50)	-9.4%
DFA Emerging Mkts Small Cap	DEMSX	12/21/2007	29.793	21.440	638.77	578.58	(60.19)	-9.4%
DFA Emerging Mkts Small Cap	DEMSX	03/10/2008	4.613	19.048	87.87	89.58	1.71	1.9%
DFA Emerging Mkts Small Cap	DEMSX	06/10/2008	82.046	19.180	1,573.64	1,593.33	19.69	1.3%
DFA Emerging Mkts Small Cap	DEMSX	09/09/2008	87.017	14.990	1,304.38	1,689.87	385.49	29.6%
DFA Emerging Mkts Small Cap	DEMSX	12/11/2008	92.828	9.170	851.23	1,802.72	951.49	111.8%
DFA Emerging Mkts Small Cap	DEMSX	03/11/2009	7.318	8.659	63.37	142.12	78.75	124.3%
DFA Emerging Mkts Small Cap	DEMSX	06/10/2009	75.82	14.340	1,087.26	1,472.42	385.16	35.4%
DFA Emerging Mkts Small Cap	DEMSX	09/10/2009	31.109	16.740	520.77	604.14	83.37	16.0%
DFA Emerging Mkts Small Cap	DEMSX	12/10/2009	32.149	18.820	605.05	624.33	19.28	3.2%
			9,199.589		109,325.85	178,656.02	69,330.17	63.4%
					320,510.02	544,950.85	224,440.83	70.0%
Domestic Real Estate								
Vanguard REIT Viper ETF	VNQ	12/31/2004	927	56.781	52,635.97	41,473.98	(11,161.99)	-21.2%
Vanguard REIT Viper ETF	VNQ	12/31/2004	8,200	56.791	465,686.01	366,868.00	(98,818.01)	-21.2%
			9,127		518,321.98	408,341.98	(109,980.00)	-21.2%
Commodities								
Oppenheimer Commodity Strategy	QRAYX	12/31/2004	19,280.091	6.830	131,688.48	66,130.71	(65,557.77)	-49.8%
Oppenheimer Commodity Strategy	QRAYX	03/14/2005	190.601	8.090	1,541.96	653.76	(888.20)	-57.6%
Oppenheimer Commodity Strategy	QRAYX	06/13/2005	389.373	7.770	3,025.43	1,335.55	(1,689.88)	-55.9%
Oppenheimer Commodity Strategy	QRAYX	09/12/2005	472.248	9.060	4,278.57	1,619.81	(2,658.76)	-62.1%
Oppenheimer Commodity Strategy	QRAYX	12/14/2005	3,172.158	8.190	25,979.97	10,880.50	(15,099.47)	-58.1%
Oppenheimer Commodity Strategy	QRAYX	12/14/2005	4,747.442	8.190	38,881.55	16,283.73	(22,597.82)	-58.1%
Oppenheimer Commodity Strategy	QRAYX	03/13/2006	612.427	7.240	4,433.97	2,100.62	(2,333.35)	-52.6%
Oppenheimer Commodity Strategy	QRAYX	12/11/2006	3,277.385	6.780	22,220.67	11,241.43	(10,979.24)	-49.4%
Oppenheimer Commodity Strategy	QRAYX	12/28/2007	5,842.344	7.590	44,343.39	20,039.24	(24,304.15)	-54.8%
Oppenheimer Commodity Strategy	QRAYX	12/30/2008	4,210.357	2.910	12,252.14	14,441.52	2,189.38	17.9%
			42,194.426		288,646.13	144,726.88	(143,919.25)	-49.9%
PIMCO Commodity Real Return St								
PIMCO Commodity Real Return St	PCRIX	05/03/2007	17,535.28	14.831	260,069.02	145,192.12	(114,876.90)	-44.2%
PIMCO Commodity Real Return St	PCRIX	06/21/2007	274.372	14.150	3,882.37	2,271.80	(1,610.57)	-41.5%
PIMCO Commodity Real Return St	PCRIX	09/20/2007	286.492	15.060	4,314.57	2,372.15	(1,942.42)	-45.0%
PIMCO Commodity Real Return St	PCRIX	12/27/2007	541.166	16.120	8,723.60	4,480.85	(4,242.75)	-48.6%
PIMCO Commodity Real Return St	PCRIX	03/20/2008	283.913	18.010	5,113.28	2,350.80	(2,762.48)	-54.0%
PIMCO Commodity Real Return St	PCRIX	06/19/2008	261.905	19.920	5,217.15	2,168.57	(3,048.58)	-58.4%
PIMCO Commodity Real Return St	PCRIX	09/18/2008	347.51	14.380	4,997.20	2,877.38	(2,119.82)	-42.4%

Unrealized Gains & Losses
As of 12/31/2009

Louis B. Mayer Foundation W-Foundation Trust Acct # 908535310

Description	Symbol	Original Trade Date	Quantity	Unit Cost	Cost Basis	Current Value	Unrealized Gain (Loss)	% G/L
Commodities								
PIMCO Commodity Real Return St	PCRIX	12/10/2008	984.258	5.890	5,797.28	8,149.66	2,352.38	40.6%
PIMCO Commodity Real Return St	PCRIX	12/10/2008	5,943.681	5.890	35,008.28	49,213.68	14,205.40	40.6%
PIMCO Commodity Real Return St	PCRIX	12/30/2008	416.552	6.200	2,582.62	3,449.05	866.43	33.5%
PIMCO Commodity Real Return St	PCRIX	03/19/2009	325.126	6.350	2,064.55	2,692.04	627.49	30.4%
PIMCO Commodity Real Return St	PCRIX	06/18/2009	343.282	7.300	2,505.96	2,842.37	336.41	13.4%
PIMCO Commodity Real Return St	PCRIX	09/17/2009	444.676	7.740	3,441.79	3,681.92	240.13	7.0%
PIMCO Commodity Real Return St	PCRIX	12/09/2009	344.053	8.060	2,773.07	2,848.76	75.69	2.7%
PIMCO Commodity Real Return St	PCRIX	12/30/2009	687.604	8.310	5,713.99	5,693.36	(20.63)	-0.4%
			29,019.87		352,204.73	240,284.52	(111,920.21)	-31.8%
					640,850.86	385,011.40	(255,839.46)	-39.9%
Bonds								
DFA 1yr. Fixed Income	DFIHX	11/07/2006	35,187.133	10.211	359,282.18	362,427.47	3,145.29	0.9%
DFA 1yr. Fixed Income	DFIHX	11/09/2006	234.158	10.170	2,381.39	2,411.83	30.44	1.3%
DFA 1yr. Fixed Income	DFIHX	12/11/2006	548.398	10.130	5,555.27	5,648.50	93.23	1.7%
DFA 1yr. Fixed Income	DFIHX	02/09/2007	127.201	10.180	1,294.91	1,310.17	15.26	1.2%
DFA 1yr. Fixed Income	DFIHX	03/09/2007	141.835	10.180	1,443.88	1,460.90	17.02	1.2%
DFA 1yr. Fixed Income	DFIHX	04/11/2007	149.365	10.190	1,522.03	1,538.46	16.43	1.1%
DFA 1yr. Fixed Income	DFIHX	05/09/2007	160.851	10.180	1,637.46	1,656.77	19.31	1.2%
DFA 1yr. Fixed Income	DFIHX	06/13/2007	154.23	10.190	1,571.60	1,588.57	16.97	1.1%
DFA 1yr. Fixed Income	DFIHX	07/13/2007	151.279	10.190	1,541.53	1,558.17	16.64	1.1%
DFA 1yr. Fixed Income	DFIHX	08/13/2007	166.369	10.190	1,695.30	1,713.60	18.30	1.1%
DFA 1yr. Fixed Income	DFIHX	09/13/2007	159.855	10.190	1,628.92	1,646.51	17.59	1.1%
DFA 1yr. Fixed Income	DFIHX	10/12/2007	145.95	10.190	1,487.23	1,503.29	16.06	1.1%
DFA 1yr. Fixed Income	DFIHX	11/12/2007	157.666	10.180	1,605.04	1,623.96	18.92	1.2%
DFA 1yr. Fixed Income	DFIHX	12/12/2007	314.217	10.140	3,186.16	3,236.44	50.28	1.6%
DFA 1yr. Fixed Income	DFIHX	01/14/2008	22,078.116	10.191	225,000.00	227,404.59	2,404.59	1.1%
DFA 1yr. Fixed Income	DFIHX	02/08/2008	217.627	10.180	2,215.44	2,241.56	26.12	1.2%
DFA 1yr. Fixed Income	DFIHX	03/10/2008	171.192	10.180	1,742.73	1,763.28	20.55	1.2%
DFA 1yr. Fixed Income	DFIHX	04/08/2008	148.146	10.170	1,506.64	1,525.90	19.26	1.3%
DFA 1yr. Fixed Income	DFIHX	05/01/2008	9,813.543	10.192	100,024.00	101,079.49	1,055.49	1.1%
DFA 1yr. Fixed Income	DFIHX	05/08/2008	145.012	10.170	1,474.77	1,493.62	18.85	1.3%
DFA 1yr. Fixed Income	DFIHX	06/10/2008	145.598	10.150	1,477.82	1,499.66	21.84	1.5%
DFA 1yr. Fixed Income	DFIHX	07/08/2008	159.48	10.170	1,621.91	1,642.64	20.73	1.3%
DFA 1yr. Fixed Income	DFIHX	08/08/2008	159.841	10.170	1,625.58	1,646.36	20.78	1.3%
DFA 1yr. Fixed Income	DFIHX	09/09/2008	173.791	10.190	1,770.93	1,790.05	19.12	1.1%
DFA 1yr. Fixed Income	DFIHX	10/08/2008	140.061	10.140	1,420.22	1,442.63	22.41	1.6%
DFA 1yr. Fixed Income	DFIHX	11/11/2008	223	10.210	2,276.83	2,296.90	20.07	0.9%
DFA 1yr. Fixed Income	DFIHX	12/10/2008	322.832	10.170	3,283.20	3,325.17	41.97	1.3%
DFA 1yr. Fixed Income	DFIHX	02/11/2009	139.623	10.270	1,433.93	1,438.12	4.19	0.3%
DFA 1yr. Fixed Income	DFIHX	03/11/2009	126.398	10.230	1,293.05	1,301.90	8.85	0.7%

Unrealized Gains & Losses
As of 12/31/2009

Louis B Mayer Foundation W-Foundation Trust Acct # 908535310

Description	Symbol	Original Trade Date	Quantity	Unit Cost	Cost Basis	Current Value	Unrealized Gain (Loss)	% GIL
Bonds								
DFA 1yr. Fixed Income	DFIHX	04/09/2009	147.292	10.260	1,511.22	1,517.11	5.89	0.4%
DFA 1yr. Fixed Income	DFIHX	05/11/2009	133.407	10.270	1,370.09	1,374.09	4.00	0.3%
DFA 1yr. Fixed Income	DFIHX	06/10/2009	126.619	10.270	1,300.38	1,304.18	3.80	0.3%
DFA 1yr. Fixed Income	DFIHX	07/09/2009	119.33	10.310	1,230.29	1,229.10	(1.19)	-0.1%
DFA 1yr. Fixed Income	DFIHX	08/11/2009	91.58	10.290	942.36	943.27	0.91	0.1%
DFA 1yr. Fixed Income	DFIHX	09/10/2009	77.363	10.320	798.39	796.84	(1.55)	-0.2%
DFA 1yr. Fixed Income	DFIHX	10/09/2009	49.284	10.320	508.61	507.63	(0.98)	-0.2%
DFA 1yr. Fixed Income	DFIHX	11/11/2009	56.308	10.330	581.66	579.97	(1.69)	-0.3%
DFA 1yr. Fixed Income	DFIHX	12/09/2009	98.616	10.330	1,018.70	1,015.74	(2.96)	-0.3%
			72,862.566		743,261.65	750,484.43	7,222.78	1.0%
DFA Global Fixed Income	DFGBX	01/14/2008	75,021.911	10.750	806,502.01	827,491.68	20,989.67	2.6%
DFA Global Fixed Income	DFGBX	03/24/2008	13,873.821	10.812	150,000.00	153,028.25	3,028.25	2.0%
DFA Global Fixed Income	DFGBX	05/01/2008	4,651.163	10.755	50,024.00	51,302.33	1,278.33	2.6%
DFA Global Fixed Income	DFGBX	09/09/2008	1,810.377	10.800	19,552.07	19,968.46	416.39	2.1%
DFA Global Fixed Income	DFGBX	12/10/2008	643.208	10.840	6,972.37	7,094.58	122.21	1.8%
DFA Global Fixed Income	DFGBX	06/10/2009	1,064.901	10.900	11,607.42	11,745.86	138.44	1.2%
DFA Global Fixed Income	DFGBX	09/10/2009	652.321	11.160	7,279.90	7,195.10	(84.80)	-1.2%
DFA Global Fixed Income	DFGBX	12/09/2009	1,809.263	11.180	20,227.56	19,956.17	(271.39)	-1.3%
			99,526.965		1,072,165.33	1,097,782.42	25,617.09	2.4%
					1,815,426.98	1,848,266.85	32,839.87	1.8%
					40,003.40	40,003.40		
					10,173,932.27	9,877,261.86	(296,670.41)	-2.9%

Cash & Equivalents
TD Bank USA FDIC Insrd Deposit IDA12

Application for Extension of Time To File an Exempt Organization Return

▶ **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	Name of Exempt Organization	Employer identification number
	The Louis B. Mayer Foundation	95-2232340
	Number, street, and room or suite number. If a P.O. box, see instructions	
File by the due date for filing your return. See instructions	6 West 48th. Street, 10th Fl.	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	New York, NY 10036-1802	

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 ▶ GHS Philanthropy Management -----

Telephone No. ▶ 212-812-4362 ----- FAX No ▶ -----

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for

- ▶ calendar year 2009 or
- ▶ tax year beginning _____, 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	\$ 2,000.
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	\$ 8,696.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$ 0.

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

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