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

2009

Department of the Treasury
Internal Revenue Service

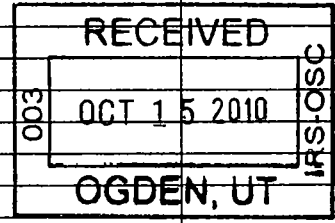
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

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

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

Use the IRS label.	Name of foundation CHEERYBLE FOUNDATION	A Employer identification number 95-4121906
Otherwise, print or type.	Number and street (or P O box number if mail is not delivered to street address) Room/suite 9171 WILSHIRE BLVD. 400	B Telephone number 310-274-5847
See Specific Instructions.	City or town, state, and ZIP code BEVERLY HILLS, CA 90210	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)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
	\$ 1,742,000. (Part I, column (d) must be on cash basis)	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	267,810.		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				
4 Dividends and interest from securities	21,731.	21,731.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total Add lines 1 through 11	289,541.	21,731.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages	60,000.	0.		0.
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees				
c Other professional fees				
17 Interest				
18 Taxes STMT 2	5,888.	0.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 3	1,504.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	67,392.	0.		0.
25 Contributions, gifts, grants paid	333,758.			333,758.
26 Total expenses and disbursements. Add lines 24 and 25	401,150.	0.		333,758.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<111,609.>			
b Net investment income (if negative, enter -0-)		21,731.		
c Adjusted net income (if negative, enter -0-)			N/A	



SCANNED OCT 2 A Revenue 2010

Operating and Administrative Expenses

13

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	11,198.	21,025.	21,025.
	2 Savings and temporary cash investments	757,029.	1,127,205.	1,127,205.
	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	249,422.		
	b Investments - corporate stock STMT 4	330,438.	588,248.	593,770.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other	500,000.			
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	1,848,087.	1,736,478.	1,742,000.	
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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	1,848,087.	1,736,478.	
30 Total net assets or fund balances	1,848,087.	1,736,478.		
31 Total liabilities and net assets/fund balances	1,848,087.	1,736,478.		

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	1,848,087.
2 Enter amount from Part I, line 27a	2	<111,609.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,736,478.
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	1,736,478.

Form 990-PF (2009)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b	NONE		
c			
d			
e			

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

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

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } 2	
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

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	287,050.	1,921,359.	.149399
2007	637,364.	2,273,402.	.280357
2006	581,061.	2,429,880.	.239132
2005	617,133.	909,798.	.678319
2004	892,638.	975,764.	.914809

2 Total of line 1, column (d)	2	2.262016
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	.452403
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,545,587.
5 Multiply line 4 by line 3	5	699,228.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	217.
7 Add lines 5 and 6	7	699,445.
8 Enter qualifying distributions from Part XII, line 4	8	333,758.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	435.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	435.
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	435.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,600.	
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	1,600.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,165.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> 1,165. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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
1c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a 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?		
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, col (c), and Part XV.</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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) of each state as required by General Instruction G? <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

N/A

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)
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
14 The books are in care of FLEKMAN, BAREN & COMPANY Telephone no. (310) 274-5847
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A

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

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

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(6) Agree to pay money or property to a government official?
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)?
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)):
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?
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?
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?
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period?
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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

5b		
6b		X
7b		

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
ZORA CHARLES 9171 WILSHIRE BLVD., #400 BEVERLY HILLS, CA 90210	PRES. / SEC. 5.00	0.	0.	0.
LES CHARLES 9171 WILSHIRE BLVD., #400 BEVERLY HILLS, CA 90210	C.F.O. 5.00	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

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 NONE	0.
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 NONE	0.
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	1a	961,064.
b Average of monthly cash balances	1b	608,060.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	1,569,124.
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	1,569,124.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	23,537.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,545,587.
6 Minimum investment return. Enter 5% of line 5	6	77,279.

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	77,279.
2a Tax on investment income for 2009 from Part VI, line 5	2a	435.
b Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	435.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	76,844.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	76,844.
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	76,844.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	333,758.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	333,758.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	333,758.

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				76,844.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	844,438.			
b From 2005	572,609.			
c From 2006	461,558.			
d From 2007	525,507.			
e From 2008	192,383.			
f Total of lines 3a through e	2,596,495.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$	333,758.			
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				76,844.
e Remaining amount distributed out of corpus	256,914.			
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:	2,853,409.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				0.
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	844,438.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	2,008,971.			
10 Analysis of line 9:				
a Excess from 2005	572,609.			
b Excess from 2006	461,558.			
c Excess from 2007	525,507.			
d Excess from 2008	192,383.			
e Excess from 2009	256,914.			

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

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

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

	Tax year		Prior 3 years		(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities.					
3 Subtract line 2d from line 2c					
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).)

SEE STATEMENT 5

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:
ZORA CHARLES, C/O FLEKMAN, BAREN & CO., 310-274-5847
9171 WILSHIRE BLVD. #400, BEVERLY HILLS, CA 90210

b The form in which applications should be submitted and information and materials they should include:
NO SPECIFIC FORM

c Any submission deadlines:
NO DEADLINES

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
NONE

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 6				
Total			▶ 3a	333,758.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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

CHEERYBLE FOUNDATION

Employer identification number

95-4121906

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 CHEERYBLE FOUNDATION	Employer identification number 95-4121906
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Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	<p>LES AND ZORA CHARLES</p> <p>9171 WILSHIRE BLVD, SUITE 400</p> <p>BEVERLY HILLS, CA 90210</p>	\$ 257,810.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	<p>LES AND ZORA CHARLES</p> <p>9171 WILSHIRE BLVD, SUITE 400</p> <p>BEVERLY HILLS, CA 90210</p>	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

CHEERYBLE FOUNDATION

95-4121906

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	12,700 SHARES OF INTEL CORP	\$ 257,810.	12/28/09
		\$	
		\$	
		\$	
		\$	
		\$	

FORM 990-PF CORPORATE STOCK STATEMENT 4

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
3,200 SH ABBOTT LABS	145,360.	172,768.
2,000 SHS INTEL CORP.	63,682.	40,800.
2,000 SHS MICROSOFT CORP.	64,817.	60,960.
775 SHS AMGEN INC	46,937.	43,842.
320 HOSPIRA, INC	9,642.	16,320.
12700 INTEL CORP	257,810.	259,080.
TOTAL TO FORM 990-PF, PART II, LINE 10B	588,248.	593,770.

FORM 990-PF PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT 5

NAME OF MANAGER

ZORA CHARLES
LES CHARLES

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 6

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ALZHEIMER'S ASSOCIATION 13107 VENTURA BLVD STUDIO CITY, CA 91604	N/A GENERAL	PUBLIC	1,000.
AMERICAN HEART 806 FOOTHILL RD BEVERLY HILLS, CA 90210	N/A GENERAL	PUBLIC	100.
ASPCA P.O. BOX 97288 WASHINGTON, DC 20077	N/A GENERAL	PUBLIC	500.
BOYS AND GIRLS CLUB OF SANTA BARBARA 632 E CANON PERDIDO ST SANTA BARBARA, CA 93103	N/A GENERAL	PUBLIC	1,000.
CANCER CENTER OF SANTA BARBARA 300 W PUEBLO ST WOODLAND HILLS, CA 91367	N/A GENERAL	PUBLIC	26,900.
CBC CYCLONES/CHRIS CONNER 6012 MANTON AVE SANTA BARBARA, CA 93101	N/A GENERAL	PUBLIC	6,000.
CHAFG CAMPAIGN 598 FAIRVIEW AVE GOLETA, CA 93117	N/A GENERAL	PUBLIC	500.
CHILDREN OF BELLEVUE 462 FIRST AVENUE NEW YORK, NY 10016	N/A GENERAL	PUBLIC	1,000.

CHEERYBLE FOUNDATION

95-4121906

COTTAGE HOSPITAL P.O. BOX 689 SANTA BARBARA, CA 93102	N/A GENERAL	PUBLIC	500.
CSPI 1875 CONNECTICUT AVE NW STE 300 WASHINGTON, DC 20009	N/A GENERAL	PUBLIC	3,000.
DOMESTIC VIOLENCE SOLUTIONS P.O. BOX 1536 SANTA BARBARA, CA 93102	N/A GENERAL	PUBLIC	5,000.
ELINGS PARK FOUNDATION 1298 LAS POSITAS RD SANTA BARBARA, CA 93105	N/A GENERAL	PUBLIC	1,000.
ERIC CARLE MUSEUM OF PICTURE BOOK ART 125 WEST BAY RD AMHERST, MA 01002	N/A GENERAL	PUBLIC	1,500.
FAMILY SERVICE AGENCY OF SANTA BARBARA 123 WEST GUTIERREZ STREET SANTA BARBARA, CA 93101	N/A GENERAL	PUBLIC	11,000.
FOOD BANK 4554 HOLLISTER AVE SANTA BARBARA, CA 93110	N/A GENERAL	PUBLIC	100.
FOOD FROM THE HEART P.O. BOX 3908 SANTA BARBARA, CA 93130	N/A GENERAL	PUBLIC	15,000.
FOUNDATION FOR SBCC 721 CLIFF DRIVE SANTA BARBARA, CA 93109	N/A GENERAL	PUBLIC	50,000.
FRIENDS OF THE BEVERLY HILLS 444 NORTH REXFORD DRIVE BEVERLY HILLS, CA 90210	N/A GENERAL	PUBLIC	500.

CHEERYBLE FOUNDATION

95-4121906

GIRLS INC P.O. BOX 236 SANTA BARBARA, CA 93102	N/A GENERAL	PUBLIC	8,560.
HUMAN RIGHTS WATCH 1187 COAST VILLAGE RD, STE 1-234 MONTECITO, CA 93108	N/A GENERAL	PUBLIC	500.
JEWISH BIG BROTHERS 5670 WILSHIRE BLVD, STE 1590 LOS ANGELES, CA 90036	N/A GENERAL	PUBLIC	2,400.
JUNIOR LEAGUE OF SANTA BARBARA 229 EAST VICTORIA STREET SANTA BARBARA, CA 93101	N/A GENERAL	PUBLIC	1,000.
KCET ASSOCIATES 4401 SUNSET BLVD LOS ANGELES, CA 90027	N/A GENERAL	PUBLIC	50,000.
LAGUNA COTTAGES FOR SENIORS 803 LAGUNA ST SANTA BARBARA, CA 93101	N/A GENERAL	PUBLIC	250.
LOS ANGELES MISSION 303 E 5TH STREET LOS ANGELES, CA 90013	N/A GENERAL	PUBLIC	600.
LOUISVILLE HIGH SCHOOL 22300 MULHOLLAND DR WOODLAND HILLS, CA 91364	N/A GENERAL	PUBLIC	11,450.
MONTECITO EMERGENCY RESPONSE ASSOCIATION 595 SAN YSIDRO RD MONTECITO, CA 93108	N/A GENERAL	PUBLIC	25.
MONTEREY ART MUSEUM 559 PACIFIC STREET MONTEREY, CA 93940	N/A GENERAL	PUBLIC	7,500.

CHEERYBLE FOUNDATION

95-4121906

MONTEREY BAY AQUARIUM 886 CANNERY ROW MONTEREY, CA 93940	N/A GENERAL	PUBLIC	10,000.
MUSIC ACADEMY OF THE WEST 1070 FAIRWAY ROAD SANTA BARBARA, CA 93101	N/A GENERAL	PUBLIC	5,000.
NATURAL RESOURCES DEFENSE 40 WEST 20TH STREET NEW YORK, NY 10011	N/A GENERAL	PUBLIC	1,000.
PASADENA PLAYHOUSE 600 N ROSEMEAD BLVD PASADENA, CA 91107	N/A GENERAL	PUBLIC	1,000.
PLANNED PARENTHOOD OF SANTA BARBARA 518 GARDEN ST SANTA BARBARA, CA 93101	N/A GENERAL	PUBLIC	5,000.
RECORDING FOR THE BLIND 5638 HOLLISTER AVE, STE 210 SANTA BARBARA, CA 93117	N/A GENERAL	PUBLIC	1,000.
SANTA BARBARA COURTHOUSE LEGACY 1100 ANACAPA ST, EAST WING 2ND FL SANTA BARBARA, CA 93101	N/A GENERAL	PUBLIC	250.
SANTA BARBARA MUSEUM OF ART 1130 STATE STREET SANTA BARBARA, CA 93101	N/A GENERAL	PUBLIC	29,000.
SANTA BARBARA MUSEUM OF NATURAL HISTORY 2559 PUESTA DEL SOL SANTA BARBARA, CA 93105	N/A GENERAL	PUBLIC	5,000.
SANTA BARBARA ZOO 500 NINOS DR SANTA BARBARA, CA 93103	N/A GENERAL	PUBLIC	2,500.

CHEERYBLE FOUNDATION

95-4121906

SBAA STUDENT ART FUND P.O. BOX 91928 SANTA BARBARA, CA 93190	N/A GENERAL	PUBLIC	100.
SBCC FOUNDATION 721 CLIFF DRIVE SANTA BARBARA, CA 93109	N/A GENERAL	PUBLIC	1,000.
SOLSTICE P.O. BOX 21141 SANTA BARBARA, CA 93121	N/A GENERAL	PUBLIC	1,000.
ST JOSEPH'S INDIAN SCHOOL 1301 N. MAIN STREET CHAMBERLAIN, SD 57325	N/A GENERAL	PUBLIC	100.
SUMMIT FOR DANNY P.O. BOX 28 SANTA BARBARA, CA 93102	N/A GENERAL	PUBLIC	500.
TEAM P.O. BOX 969 WHEATON, IL 60187	N/A GENERAL	PUBLIC	1,200.
THADDEUS FOUNDATION P.O. BOX 1943 GLENDORA, CA 91740	N/A GENERAL	PUBLIC	17,000.
THE BEATRIX POTTER SOCIETY 80 STRAND LONDON, UNITED KINGDOM WC2R ORL	N/A GENERAL	PUBLIC	48.
THE FIRST TEE CENTRAL COAST P.O. BOX 1611 SUMMERLAND, CA 93067	N/A GENERAL	PUBLIC	1,000.
THE HUMAN SOCIETY OF THE UNITED STATES 2100 L STREET WASHINGTON, DC 20037	N/A GENERAL	PUBLIC	250.

CHEERYBLE FOUNDATION

95-4121906

THE METROPOLITAN MUSEUM OF ART 1000 FIFTH AVE NEW YORK, NY 10028	N/A GENERAL	PUBLIC	275.
THE WRITERS GUILD FOUNDATION 7000 WEST THIRD STREET LOS ANGELES, CA 90048	N/A GENERAL	PUBLIC	500.
THIRD MILLENIUM AWAKENING 23852 PACIFIC COAST HIGHWAY, STE 488 MALIBU, CA 90265	N/A GENERAL	PUBLIC	150.
TREE PEOPLE 12601 MULHOLLAND BEVERLY HILLS, CA 90210	N/A GENERAL	PUBLIC	25,000.
UNIVERSITY OF REDLANDS 1200 EAST COLTON AVENUE REDLANDS , CA 92373	N/A GENERAL	PUBLIC	15,000.
W.M. KECK OBSERVATORY 65-1120 MAMALAHOA HIGHWAY KAMUELA, HI 96743	N/A GENERAL	PUBLIC	1,500.
WOMEN'S FUND OF SANTA BARBARA 15 EAST CARRILLO STREET SANTA BARBARA, CA 93101	N/A GENERAL	PUBLIC	2,500.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			<u>333,758.</u>