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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. Otherwise, print or type. See Specific Instructions.	<p><b>THE HERB ALPERT FOUNDATION</b>          Number and street (or P O box number if mail is not delivered to street address)  <b>1414 6TH STREET</b>          Room/suite</p> <p>City or town, state, and ZIP code  <b>SANTA MONICA, CA 90401</b></p>		<p><b>A Employer identification number</b>  <b>95-4191227</b></p> <p><b>B Telephone number</b>  <b>818-528-3545</b></p>																																																																																																																																																																																																																							
	<p>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</p>		<p>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"/></p>																																																																																																																																																																																																																							
	<p>I Fair market value of all assets at end of year          (from Part II, col. (c), line 16)</p> <p>► \$ <b>33,459,062.</b> (Part I, column (d) must be on cash basis.)</p>	<p>J Accounting method:</p> <p><input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual  <input type="checkbox"/> Other (specify) _____</p>	<p>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"/></p>																																																																																																																																																																																																																							
Revenue	<p><b>Part I Analysis of Revenue and Expenses</b>          (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 40%;">1 Contributions, gifts, grants, etc., received</td> <td style="width: 20%; text-align: right;">261,956.</td> <td style="width: 20%; text-align: right;">(a) Revenue and expenses per books</td> <td style="width: 20%; text-align: right;">(b) Net investment income</td> <td style="width: 20%; text-align: right;">(c) Adjusted net income</td> <td style="width: 20%; text-align: right;">(d) Disbursements for charitable purposes (cash basis only)</td> </tr> <tr> <td>2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B</td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>3 Interest on savings and temporary cash investments</td> <td style="text-align: right;">29,937.</td> <td style="text-align: right;">29,937.</td> <td></td> <td></td> <td><b>STATEMENT 1</b></td> </tr> <tr> <td>4 Dividends and interest from securities</td> <td style="text-align: right;">919,865.</td> <td style="text-align: right;">892,956.</td> <td></td> <td></td> <td><b>STATEMENT 2</b></td> </tr> <tr> <td>5a Gross rents</td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>  b Net rental income or (loss)</td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>6a Net gain or (loss) from sale of assets not on line 10</td> <td style="text-align: right;">-3,045,436.</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>  b Gross sales price for all assets on line 6a</td> <td style="text-align: right;">7,715,601.</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>7 Capital gain net income (from Part IV, line 2)</td> <td></td> <td style="text-align: right;">0.</td> <td></td> <td></td> <td></td> </tr> <tr> <td>8 Net short-term capital gain</td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>9 Income modifications</td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>10a Gross sales less returns and allowances</td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>  b Less Cost of goods sold</td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>  c Gross profit or (loss)</td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>11 Other income</td> <td style="text-align: right;">265,715.</td> <td style="text-align: right;">274,872.</td> <td></td> <td></td> <td><b>STATEMENT 3</b></td> </tr> <tr> <td>12 Total Add lines 1 through 11</td> <td style="text-align: right;">-1,567,963.</td> <td style="text-align: right;">1,197,765.</td> <td></td> <td></td> <td></td> </tr> <tr> <td>13 Compensation of officers, directors, trustees, etc</td> <td style="text-align: right;">256,663.</td> <td style="text-align: right;">256,663.</td> <td></td> <td></td> <td>0.</td> </tr> <tr> <td>14 Other employee salaries and wages</td> <td style="text-align: right;">155,384.</td> <td style="text-align: right;">155,384.</td> <td></td> <td></td> <td>0.</td> </tr> <tr> <td>15 Pension plans, employee benefits</td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>16a Legal fees</td> <td style="text-align: right;">STMT 4</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>  b Accounting fees</td> <td></td> <td style="text-align: right;">58,036.</td> <td style="text-align: right;">58,036.</td> <td></td> <td>0.</td> </tr> <tr> <td>  c Other professional fees</td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>17 Interest</td> <td style="text-align: right;">STMT 5</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>18 Taxes</td> <td></td> <td style="text-align: right;">-42,941.</td> <td style="text-align: right;">48,710.</td> <td></td> <td>0.</td> </tr> <tr> <td>19 Depreciation and depletion</td> <td></td> <td style="text-align: right;">1,064.</td> <td style="text-align: right;">0.</td> <td></td> <td></td> </tr> <tr> <td>20 Occupancy</td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>21 Travel, conferences, and meetings</td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>22 Printing and publications</td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>23 Other expenses</td> <td style="text-align: right;">STMT 6</td> <td style="text-align: right;">527,071.</td> <td style="text-align: right;">523,839.</td> <td></td> <td>0.</td> </tr> <tr> <td>24 Total operating and administrative expenses Add lines 13 through 23</td> <td></td> <td style="text-align: right;">955,277.</td> <td style="text-align: right;">1,042,632.</td> <td></td> <td>0.</td> </tr> <tr> <td>25 Contributions, gifts, grants paid</td> <td></td> <td style="text-align: right;">10,851,959.</td> <td></td> <td></td> <td><b>10,851,959.</b></td> </tr> <tr> <td>26 Total expenses and disbursements. Add lines 24 and 25</td> <td></td> <td style="text-align: right;">11,807,236.</td> <td style="text-align: right;">1,042,632.</td> <td></td> <td><b>10,851,959.</b></td> </tr> <tr> <td>27 Subtract line 26 from line 12:</td> <td></td> <td style="text-align: right;">-13,375,199.</td> <td></td> <td></td> <td></td> </tr> <tr> <td>  a Excess of revenue over expenses and disbursements</td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>  b Net investment income (if negative, enter -0-)</td> <td></td> <td style="text-align: right;">155,133.</td> <td></td> <td></td> <td></td> </tr> <tr> <td>  c Adjusted net income (if negative, enter -0-)</td> <td></td> <td></td> <td style="text-align: right;">N/A</td> <td></td> <td></td> </tr> </table>		1 Contributions, gifts, grants, etc., received	261,956.	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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments		1,297,724.	794,416.	794,416.
	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 ►	1,001.			
	Less: allowance for doubtful accounts ►	3,198.	1,001.	1,001.	
Assets	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations	STMT 8	92,542.	96,747.	106,323.
	b Investments - corporate stock	STMT 9	46,602,317.	21,942,231.	19,570,753.
	c Investments - corporate bonds	STMT 10	470,257.	439,833.	391,602.
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans	STMT 11	0.	1,493.	1,467.
	13 Investments - other	STMT 12	12,699,184.	12,151,631.	11,842,790.
	14 Land, buildings, and equipment basis ►	17,573.			
	Less accumulated depreciation	STMT 13 ►	16,863.	1,774.	710.
	15 Other assets (describe ►	STATEMENT 14)	750,000.	750,000.	750,000.
	16 Total assets (to be completed by all filers)		61,916,996.	36,178,062.	33,459,062.
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		61,916,996.	36,178,062.	
	30 Total net assets or fund balances		61,916,996.	36,178,062.	
	31 Total liabilities and net assets/fund balances		61,916,996.	36,178,062.	

## 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 61,916,996.
2 Enter amount from Part I, line 27a	2 -13,375,199.
3 Other increases not included in line 2 (itemize) ►	3 0.
4 Add lines 1, 2, and 3	4 48,541,797.
5 Decreases not included in line 2 (itemize) ►	5 12,363,735.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 36,178,062.

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	<b>SEE ATTACHED STATEMENTS</b>				
c					
d					
e					
	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a					
b					
c					
d					
e	7,715,601.		10,761,037.	-3,043,821.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a					
b					
c					
d					
e				-3,043,821.	
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	-3,043,821.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }		3	N/A	

**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	18,345,556.	57,683,844.	.318036
2007	19,861,575.	76,593,973.	.259310
2006	4,915,297.	64,638,001.	.076043
2005	3,450,070.	48,211,263.	.071561
2004	3,101,547.	43,599,209.	.071138

2 Total of line 1, column (d)

2 .796088

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 .159218

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

4 33,743,077.

5 Multiply line 4 by line 3

5 5,372,505.

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

6 1,551.

7 Add lines 5 and 6

7 5,374,056.

8 Enter qualifying distributions from Part XII, line 4

8 10,851,959.

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

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**1a Exempt operating foundations described in section 4940(d)(2), check here ►  and enter "N/A" on line 1.

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

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ►  and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

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

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

6 Credits/Payments:

a 2009 estimated tax payments and 2008 overpayment credited to 2009

6a 50,000.

b Exempt foreign organizations - tax withheld at source

6b

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

6c

d Backup withholding erroneously withheld

6d

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

7 50,000.

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

8

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

9

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

10 48,449.

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

25,000. Refunded ►

11 23,449.

**Part VII-A Statements Regarding Activities**

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

1a X

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

1b X

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

1c X

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

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

1d

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

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

1e

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

2 X

*If "Yes," attach a detailed description of the activities.*

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

3 X

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

4a X

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

4b X

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

5 X

*If "Yes," attach the statement required by General Instruction T*

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

6 X

- By language in the governing instrument, or
- By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 X

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

7 X

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

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

8a

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? If "No," attach explanation

8b 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)? If "Yes," complete Part XIV

9 X

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

10 X

Form 990-PF (2009)

**Part VII-A Statements Regarding Activities (continued)**

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

11   X

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

12   X

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

13   X

Website address ► HERB ALPERT FOUNDATION.ORG

14 The books are in care of ► BALTER, MILLER KING & FRAZIN LLP Telephone no. ► (818) 528-3545  
Located at ► 16550 VENTURA BLVD ENCINO CA ZIP+4 ► 91436

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.

**Yes** **No**

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

 Yes  No

(1) Engage in the sale or exchange, or leasing of property with a disqualified person?

 Yes  No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?

 Yes  No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?

 Yes  No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?

 Yes  No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?

 Yes  No

(6) Agree to pay money or property to a government official? (Exception Check "No")

if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)

 Yes  No

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

1b  XOrganizations relying on a current notice regarding disaster assistance check here ► 

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?

1c  X

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(i)(3) or 4942(i)(5)):

 Yes  No

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?

2b 

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

N/A

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.

2b 

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?

 Yes  No

b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)

N/A

3b 

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

4a  X

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?

4b  X

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

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

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

Organizations relying on a current notice regarding disaster assistance check here ► c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A  Yes  No

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

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

 Yes  No

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

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

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

 Yes  No

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

N/A

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
SEE STATEMENT 15		256,663.	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 Form 990-PF (2009)

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

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

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

►

0

**Part IX-A** | **Summary of Direct Charitable Activities**

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

Expenses

1	N/A	
2		
3		
4		

**Part IX-B** | **Summary of Program-Related Investments**

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

Amount

1	N/A	
2		
3		
	All other program-related investments. See instructions.	

**Total. Add lines 1 through 3**

►

0.

Form 990-PF (2009)

**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	22,327,197.
b Average of monthly cash balances	1b	907,476.
c Fair market value of all other assets	1c	11,022,258.
d Total (add lines 1a, b, and c)	1d	34,256,931.
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	34,256,931.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	513,854.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	33,743,077.
6 Minimum investment return Enter 5% of line 5	6	1,687,154.

**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	1,687,154.
2a Tax on investment income for 2009 from Part VI, line 5	2a	1,551.
b Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	1,551.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,685,603.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	1,685,603.
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	1,685,603.

**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	10,851,959.
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	10,851,959.
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	1,551.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	10,850,408.

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				1,685,603.
2 Undistributed income, if any, as of the end of 2009			0.	
a Enter amount for 2008 only		0.		
b Total for prior years:				
3 Excess distributions carryover, if any, to 2009:				
a From 2004	925,572.			
b From 2005	1,054,448.			
c From 2006	1,760,318.			
d From 2007	16,144,237.			
e From 2008	15,483,622.			
f Total of lines 3a through e	35,368,197.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 10,851,959.			0.	
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				1,685,603.
e Remaining amount distributed out of corpus	9,166,356.			
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:	44,534,553.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				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	925,572.			
9 Excess distributions carryover to 2010 Subtract lines 7 and 8 from line 6a	43,608,981.			
10 Analysis of line 9:				
a Excess from 2005	1,054,448.			
b Excess from 2006	1,760,318.			
c Excess from 2007	16,144,237.			
d Excess from 2008	15,483,622.			
e Excess from 2009	9,166,356.			



## 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)				
<i>a Paid during the year</i> SEE ATTACHED	NONE		CHARITABLE	10851959.
<b>Total</b>			► 3a	10851959.
<i>b Approved for future payment</i>				
NONE				
<b>Total</b>			► 3b	0.

923611 02-02-10

Form 990-PF (2009)

## Part XVI-A Analysis of Income-Producing Activities

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program Service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	522100	-9,157.	14	274,872.	
8 Gain or (loss) from sales of assets other than inventory	523000	-1,616.	18	-3,043,820.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		16,136.		-1,846,055.	0.
13 Total. Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calculations.)				13	-1,829,919.

## **Relationship of Activities to the Accomplishment of Exempt Purposes**



**Schedule B**(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

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

OMB No. 1545-0047

**2009**

Name of the organization

Employer identification number

THE HERB ALPERT FOUNDATION

95-4191227

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.

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

**General Rule**

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

**Special Rules**

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

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

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

► \$ \_\_\_\_\_

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

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

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

Name of organization

**THE HERB ALPERT FOUNDATION**

Employer identification number

**95-4191227****Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	<u>HERB ALPERT</u> <u>1414 6TH STREET</u> <u>SANTA MONICA, CA 90401</u>	\$ <u>240,052.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	<u>MARY HALL ANNUITY TRUST</u> <u>1414 6TH STREET</u> <u>SANTA MONICA, CA 90401</u>	\$ <u>21,904.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

## THE HERB ALPERT FOUNDATION

## 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 NORTHERN TRUST 1981			P		
b NORTHERN TRUST 1981			P		
c NORTHERN TRUST 1982			P		
d NORTHERN TRUST 1982			P		
e NORTHERN TRUST 1983			P		
f NORTHERN TRUST 1983			P		
g NORTHERN TRUST 1984			P		
h NORTHERN TRUST 1984			P		
i NORTHERN TRUST 1986			P		
j MOSAIQUE MULTY STRATEGY FUND			P		
k MOSAIQUE MULTY STRATEGY FUND			P		
l OCM PRINC OPP FUND IV			P		
m OCM PRINC OPP FUND IV			P		
n OCM PRINC OPP FUND VII			P		
o OCM PRINC OPP FUND VII			P		
(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 254,753.		276,943.	-22,190.		
b 845,013.		1,266,685.	-421,672.		
c 1,434,903.		1,765,924.	-331,021.		
d 220,604.		239,245.	-18,641.		
e 106,130.		312,153.	-206,023.		
f 979,637.		1,828,308.	-848,671.		
g 172,046.		119,860.	52,186.		
h 300,328.		366,805.	-66,477.		
i 3,299,400.		4,082,980.	-783,580.		
j 558.			558.		
k 1,479.			1,479.		
l 4,818.			4,818.		
m		720.	-720.		
n 10,992.			10,992.		
o		85,532.	-85,532.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			-22,190.		
b			-421,672.		
c			-331,021.		
d			-18,641.		
e			-206,023.		
f			-848,671.		
g			52,186.		
h			-66,477.		
i			-783,580.		
j			558.		
k			1,479.		
l			4,818.		
m			-720.		
n			10,992.		
o			-85,532.		
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		

## THE HERB ALPERT FOUNDATION

CONTINUATION FOR 990-PF, PART IV  
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## Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a TCW SP MTG CREDITS			P		
b POST TRAD HIGH			P		
c POST TRAD HIGH			P		
d POST TOTAL RETURN			P		
e POST TOTAL RETURN			P		
f ARCHIPELAGO PARTNERS			P		
g ARCHIPELAGO PARTNERS			P		
h 50,000 SH. GENERAL MOTORS			P		
i OCM PRINC OPPOR FUND IV - 1256 - SHORT TERM			P		
j OCM PRINC OPPOR FUND IV - 1256 - LONG TERM			P		
k OCM PRINC OPP FUND VII - 1256 - SHORT TERM			P		
l OCM PRINC OPP FUND VII - 1256 - LONG TERM			P		
m FOUR STAR FINANCIAL			P		
n TCW SP MTG CREDITS			P		
o					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a		10,967.	-10,967.		
b		56,363.	-56,363.		
c		214,551.	-214,551.		
d	27,527.		27,527.		
e		91,912.	-91,912.		
f	2,312.		2,312.		
g	3,449.		3,449.		
h	50,000.	30,424.	19,576.		
i		257.	-257.		
j		385.	-385.		
k		4,409.	-4,409.		
l		6,614.	-6,614.		
m	1,652.		1,652.		
n			1,615.		
o					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			-10,967.		
b			-56,363.		
c			-214,551.		
d			27,527.		
e			-91,912.		
f			2,312.		
g			3,449.		
h			19,576.		
i			-257.		
j			-385.		
k			-4,409.		
l			-6,614.		
m			1,652.		
n			1,615.		
o					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }		2	-3,043,821.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	}		3	N/A	

## 2009 DEPRECIATION AND AMORTIZATION REPORT

## FORM 990-PF PAGE 1

## 990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction in Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Year Deduction	Ending Accumulated Depreciation
18	GEORGE & JACO, CHAIR	09/01/99	2000DB	7.00	HY17	1,572.				1,572.	1,572.	0.	1,572.
23	COMPUTER EQUIPMENT	10/13/03	2000DB	5.00	MQ17	1,754.			877.	877.	0.	877.	
24	OFFICE EQUIPMENT	11/03/04	2000DB	5.00	MQ17	2,583.			2,583.	2,336.	247.	2,583.	
25	OFFICE EQUIPMENT	11/15/04	2000DB	5.00	MQ17	2,834.			2,834.	2,563.	271.	2,834.	
26	OFFICE EQUIPMENT	03/03/06	2000DB	5.00	MQ17	1,211.			1,211.	906.	166.	1,072.	
27	OFFICE EQUIPMENT	11/29/07	2000DB	5.00	MQ17	1,667.			1,667.	716.	380.	1,096.	
	* TOTAL 990-PF PG 1 DEPR					11,621.			877.	10,744.	8,970.	1,064.	10,034.

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

SOURCE	AMOUNT
J P MORGAN	9,975.
NORTHERN TRUST	19,931.
WELLS FARGO	31.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	29,937.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ARCHIPELAGO PRTNSHIP	68,326.	0.	68,326.
MOSAIQUE MULTI STRATEGY FUND	121.	0.	121.
NORTHERN TRUST	398,996.	0.	398,996.
OCM PRINC OPP FD IV	57,240.	0.	57,240.
OCM PRINC OPP FD IV AIF	769.	0.	769.
OCM PRINC OPP FD VII	58,616.	0.	58,616.
OCM PRINC OPP FD VII AIF	22.	0.	22.
POST TOTAL RETURN FUND II	136,498.	0.	136,498.
TCW SPECIAL MRTG CREDIT	199,277.	0.	199,277.
TOTAL TO FM 990-PF, PART I, LN 4	919,865.	0.	919,865.

## FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MOSAIQUE MULTI STRATEGY FUND, LLC	301.	4.	
OCM PRINC OPP FD IV	-720.	0.	
OCM PRINC OPP FD IV AIF	-8,878.	-219.	
OCM PRINC OPP FD VII	-2,136.	-2,136.	
TCW SP MTG CREDITS FD	-1,669.	-1,475.	
ARCHIPELAGO PRTNSHIP	1,118.	1,118.	
POST TOTAL	-27,736.	-27,736.	
OCM PRINC OPP FD VII AIF	2,824.	2,706.	
POST TRADITIONAL HIGH	302,981.	302,981.	
MOSAIQUE MULTI STRATEGY FUND, LLC	-370.	-370.	
TOTAL TO FORM 990-PF, PART I, LINE 11	265,715.	274,873.	

FORM 990-PF

ACCOUNTING FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	58,036.	58,036.		0.
TO FORM 990-PF, PG 1, LN 16B	58,036.	58,036.		0.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	23,627.	23,627.		0.
FOREIGN TAX	17,996.	17,996.		0.
BUILDING - PROPERTY TAX	8,919.	8,919.		0.
STATE TAXES, NET OF REFUND	-1,832.	-1,832.		0.
FEDERAL TAXES, NET OF REFUND	-91,651.	0.		0.
TO FORM 990-PF, PG 1, LN 18	-42,941.	48,710.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUTO	2,203.	2,203.		0.
DUES AND SUBSCRIPTIONS	4,825.	4,825.		0.
HOSPITALITY	3,102.	3,102.		0.
PUBLIC RELATIONS	2,135.	2,135.		0.
EQUIPMENT REPAIRS	563.	563.		0.
FREIGHT / MESSENGER	253.	253.		0.
INSURANCE	19,322.	19,322.		0.
INVESTMENT FEES	161,280.	161,280.		0.
OFFICE EXPENSE	7,562.	7,562.		0.
TELEPHONE	11,080.	11,080.		0.
COMPUTER ON-LINE	888.	888.		0.
UTILITIES	9,671.	9,671.		0.
OVERHEAD COSTS	11,508.	11,508.		0.
PAYROLL PROCESSING	1,939.	1,939.		0.
BUILDING - REPAIRS AND MAINTENANCE	10,954.	10,954.		0.

## THE HERB ALPERT FOUNDATION

95-4191227

BUILDING - SECURITY	597.	597.	0.
BUILDING - UTILITIES	904.	904.	0.
TRAVEL	17,823.	17,823.	0.
MOSAIQUE MULTI STRATEGY FUND			
INTEREST EXPENSE	11.	11.	0.
EMPLOYEE BENEFITS	69,330.	69,330.	0.
POSTAGE	213.	213.	0.
EDUCATION/SEMINARS	595.	595.	0.
TAXES AND LICENSES	56.	56.	0.
OCM PRINC OPP FD IV OTHER			
DEDUCTIONS	19,752.	19,752.	0.
OCM PRINC OPP FD IV AIF			
OTHER DEDUCTIONS	906.	906.	0.
TCW SP MTG CREDITS INTEREST EXPENSE	8,437.	7,458.	0.
ARCHIPELAGO PRTNSHIP			
INTEREST EXPENSE	49,193.	49,193.	0.
POST PARTNERSHIP DEDUCTIONS	17,711.	17,711.	0.
POST TOTAL INVESTMENT EXPENSE	12,693.	12,693.	0.
OCM PRINC OPP FD VII			
INETERST EXPENSE	1,033.	1,033.	0.
MOSAIQUE MULTI STRATEGY FUND			
PTR DEDUCTIONS	1,371.	1,371.	0.
OCM PRINC OPP FD VII OTHER			
DEDUCTIONS	19,184.	19,184.	0.
TCW SP MTG CREDITS OTHER			
DEDUCTIONS	19,408.	17,155.	0.
ARCHIPELAGO OTHER DEDUCTIONS	40,569.	40,569.	0.
TO FORM 990-PF, PG 1, LN 23	527,071.	523,839.	0.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
DESCRIPTION			
AMOUNT			
DIFFERENCE BETWEEN FAIR MARKET VALUE AND BOOK VALUE OF CONTRIBUTIONS PAID		12,363,735.	
TOTAL TO FORM 990-PF, PART III, LINE 5		12,363,735.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
FRANKLIN CALIFORNIA INTERMEDIATE		X	96,747.	106,323.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			96,747.	106,323.
TOTAL TO FORM 990-PF, PART II, LINE 10A			96,747.	106,323.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITY SECURITIES HELD AT NORTHERN TRUST A/C#1981	1,070,829.	890,009.
EQUITY SECURITIES HELD AT NORTHERN TRUST A/C#1982	0.	0.
EQUITY SECURITIES HELD AT NORTHERN TRUST A/C#1983	8,831,478.	8,095,109.
EQUITY SECURITIES HELD AT NORTHERN TRUST A/C#1984	5,083,172.	5,465,661.
EQUITY SECURITIES HELD AT NORTHERN TRUST A/C#1986	1,682,453.	1,402,939.
EQUITY SECURITIES HELD AT NORTHERN TRUST A/C#2109	5,274,299.	3,717,035.
EQUITY SECURITIES HELD AT NORTHERN TRUST A/C#8830	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	21,942,231.	19,570,753.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
200,000 AMERN GEN FIN CORP	200,000.	138,343.
100,000 PVTPL GOLDMAN SACHS GROUP	117,500.	112,142.
50,000 GENERAL MOTORS ACCEP C	0.	0.
50,000 WELLS FARGO & CO	44,316.	48,127.
50,000 BANK OF AMERICA	40,048.	45,964.
50,000 GENERAL ELECTRIC CAP	37,969.	47,026.
TOTAL TO FORM 990-PF, PART II, LINE 10C	439,833.	391,602.

FORM 990-PF

MORTGAGE LOANS

STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORTGAGE BACKED SECURITIES	1,493.	1,467.
TOTAL TO FORM 990-PF, PART II, LINE 12	1,493.	1,467.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIP INVESTMENT - MOSAIQUE	FMV		
MULTI STRATEGY FUND, LLC		10,136.	31,151.
INVESTMENT - OWENOKE	FMV	0.	0.
INVESTMENT - MW POST	FMV	3,630,750.	3,758,563.
INVESTMENT-OCM PRINCIP OPPORT FD IV	FMV	865,197.	944,397.
INVESTMENT-OCM PRINCIP OPPORT FD IV	FMV		
AIF		29,487.	17,397.
INVESTMENT-OCM PRINCIP OPPORT FD	FMV		
VII		1,005,583.	1,018,686.
INVESTMENT-OCM PRINCIP OPPORT FD	FMV		
VII AIF		67,719.	66,657.
INVESTMENT-TCW SP. MORTG CREDITS	FMV	1,307,053.	971,026.
INVESTMENT-ARCHIPELAGO PRTNSHIP	FMV	3,571,496.	3,475,922.
INVESTMENT- POST TOTAL RETURN FD	FMV	1,664,210.	1,558,991.
TOTAL TO FORM 990-PF, PART II, LINE 13		12,151,631.	11,842,790.

FORM 990-PF

DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT

STATEMENT 13

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
GEORGE & JACO, CHAIR	1,572.	1,572.	0.
COMPUTER EQUIPMENT	1,754.	1,754.	0.
OFFICE EQUIPMENT	2,583.	2,583.	0.
OFFICE EQUIPMENT	2,834.	2,834.	0.
OFFICE EQUIPMENT	1,211.	1,072.	139.
OFFICE EQUIPMENT	1,667.	1,096.	571.
TOTAL TO FM 990-PF, PART II, LN 14	11,621.	10,911.	710.

FORM 990-PF	OTHER ASSETS	STATEMENT 14		
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE	
LOAN RECEIVABLE - NV FOUNDATION	750,000.	750,000.	750,000.	
TO FORM 990-PF, PART II, LINE 15	750,000.	750,000.	750,000.	
FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS			STATEMENT 15
NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN EXPENSE CONTRIB	ACCOUNT
HERB ALPERT LOS ANGELES, CA	CHAIRMAN AS REQUIRED	0.	0.	0.
LANI HALL ALPERT LOS ANGELES, CA	VICE CHAIR. AS REQUIRED	0.	0.	0.
RONA SEBASTIAN LOS ANGELES, CA	PRESIDENT 40.00	256,663.	0.	0.
PAUL FRIMMER LOS ANGELES, CA	CFO AS REQUIRED	0.	0.	0.
IAN WIENER LOS ANGELES, CA	SECRETARY AS REQUIRED	0.	0.	0.
DAVID ALPERT LOS ANGELES, CA	ASSISTANT SECRETARY AS REQUIRED	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		256,663.	0.	0.

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FORM 990-PF

PART XV - LINE 1A  
LIST OF FOUNDATION MANAGERS

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STATEMENT 16

NAME OF MANAGER

HERB ALPERT  
LANI HALL ALPERT

THE HERB ALPERT FOUNDATION

SCHEDULE 1 - CHARITABLE DISBURSEMENTS

For the Year Ended December 31, 2009

	<u>Year Ended 12/31/09</u>
The Brubeck Institute	\$ 120,000
California Institute of the Arts	713,227
California Jazz Foundation	18,000
California State Summer School	216,050
California State Northridge	23,915
Chrysalis	10,000
Communities in Schools, Inc.	75,000
Community Arts Partnership	750,000
Community Partners FBO CDI	7,000
Concern Foundation	10,000
Educational Broadcasting Network	500,000
Encompass	82,243
The Evergreen State College	2,000
Fairfax High School Student Body Fund	2,500
Gabriella Axelrad Education	15,000
Good People Fund	50,000
Grantmakers in the Arts	4,000
Grassroots Environmental	2,000
Greater Good Science Center	47,450
Harlem Children's Zone	2,500
Harmony Project	15,000
Homeboy Industries	25,000
Inside Out Community Arts	20,000
Jamey Aebersold Jazz Studies	10,000
Jewish Family Service	9,000
K-JAZZ	1,000
Library Foundation of Los Angeles	12,500
Los Angeles City College	2,500
Los Angeles Jazz Society	29,500
L.A. Goal	2,500
Madison Project Foundation	10,000
Modest Needs Foundation	500,000
Newborn Holistic	5,000
New Roads Middle School	5,000
New Visions Foundation	15,000
Organic Soup Kitchen	2,000
Pasadena Arts Council	2,073

THE HERB ALPERT FOUNDATION

SCHEDULE 1 - CHARITABLE DISBURSEMENTS (Continued)

For the Year Ended December 31, 2009

	<u>Year Ended 12/31/09</u>
Pen Center West USA	\$ 15,000
Plaza de la Raza	15,000
P. S. Arts	126,000
Ryman Arts	15,000
Santa Monica Fire Fighters Association	500
Shakespeare Center Los Angeles	15,000
SENS Foundation	2,000
Society of Singers	43,000
Smithsonian Institution	25,000
Symphonic Jazz Orchestra	1,000
The International Trumpet Guild	15,000
The Jazz Foundation	50,000
The Jazz Bakery	20,000
The Southern Poverty Law	20,000
Thelonious Monk Institute of Jazz	100,000
UCLA Foundation	7,017,500
UCLA School of Arts	10,000
Unusual Suspects Theatre	25,000
Young Storytellers Foundation	15,000
Wounded Warriors	<u>5,000</u>
	<u><u>\$ 10,851,959</u></u>

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

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

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

**Part II:**

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

Type or print	Name of Exempt Organization <b>THE HERB ALPERT FOUNDATION</b>	Employer identification number <b>95-4191227</b>
File by the extended due date for filing the return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. <b>1414 6TH STREET</b>	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>SANTA MONICA, CA 90401</b>	

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

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

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

**BALTER, MILLER KING & FRAZIN LLP**

- The books are in the care of ► **16550 VENTURA BLVD ENCINO CA - 91436**

Telephone No. ► **(818) 528-3545** FAX No ►

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

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

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2010**.

5 For calendar year **2009**, or other tax year beginning , and ending

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

7 State in detail why you need the extension

**ADDITIONAL TIME IS NEEDED TO PREPARE A COMPLETE AND ACCURATE RETURN.**

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$ <b>0.</b>
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$ <b>50,000.</b>
c	Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$ <b>0.</b>

**Signature and Verification**

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

Signature ► *Susan Flayn*

Title ► **CPA**

Date ► **8/5/10**

Form 8868 (Rev. 4-2009)

## **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  ► **X**
  - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form).

**Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868**

**Part II** **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**

A small black square button with a white 'X' inside, used for closing the video player.

**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](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

Type or print  File by the due date for filing your return. See instructions.	Name of Exempt Organization  <b>THE HERB ALPERT FOUNDATION</b>  Number, street, and room or suite no. If a P.O. box, see instructions. <b>1414 6TH STREET</b>	Employer identification number  <b>95-4191227</b>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>SANTA MONICA, CA 90401</b>	

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

- Form 990       Form 990-T (corporation)  
 Form 990-BL       Form 990-T (sec. 401(a) or 408(a) trust)  
 Form 990-EZ       Form 990-T (trust other than above)  
 Form 990-PF       Form 1041-A       Form 4720  
 Form 5227       Form 6069  
 Form 8870

BALTER, MILLER KING & FRAZIN LLP



- 1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until AUGUST 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 \_\_\_\_\_, and ending \_\_\_\_\_.

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

- |  |           |                   |
|--|-----------|-------------------|
| <b>3a</b> 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.   | <b>3a</b> | <b>\$ 0.</b>      |
| <b>b</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.  | <b>3b</b> | <b>\$ 50,000.</b> |
| <b>c</b> <b>Balance Due.</b> 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. | <b>3c</b> | <b>\$ 0.</b>      |

**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.

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

Form 8868 (Rev. 4-2009)