Form 990-PF

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

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

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

Use the IRS label. Otherwise, print or type. See Specific Instructions

Name of foundation
EDWARD D. AND ANNA MITCHELL FAMILY FOUNDATION

A Employer identification number
95-4715236

Number and street (or P O box number if mail is not delivered to street address) Room/suite
C/O 11755 WILSHIRE BLVD. 900

B Telephone number
310-246-6666

City or town, state, and ZIP code
LOS ANGELES, CA 90025

C If exemption application is pending, check here ▶ [ ]
D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 20977755.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	579.	579.		STATEMENT 1
	4 Dividends and interest from securities	189266.	189203.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-501675.			
	b Gross sales price for all assets on line 6a 1373103.				
	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	-32771.	-35628.		STATEMENT 3
	12 Total. Add lines 1 through 11	-344601.	154154.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages	55444.	0.		0.
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	521.	0.		0.
	b Accounting fees STMT 5	163.	0.		0.
	c Other professional fees STMT 6	25421.	25421.		0.
	17 Interest				
	18 Taxes STMT 7	7718.	3176.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	30926.	0.		0.
	22 Printing and publications				
	23 Other expenses STMT 8	143630.	80965.		0.
	24 Total operating and administrative expenses Add lines 13 through 23	263823.	109562.		0.
	25 Contributions, gifts, grants paid	1047779.			1047779.
	26 Total expenses and disbursements Add lines 24 and 25	1311602.	109562.		1047779.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-1656203.			
	b Net investment income (if negative, enter -0-)		44592.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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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
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	239667.	232743.	232743.
	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 ▶ 6076. Less: allowance for doubtful accounts ▶		6076.	6076.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 10	6567338.	6524163.	7150545.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	15152944.	13537618.	13529336.
	14 Land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 12)	14627.	52826.	59055.
	16 **Total assets** (to be completed by all filers)	21974576.	20353426.	20977755.
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 ▶ STATEMENT 13)	11760.	46813.	
	23 **Total liabilities** (add lines 17 through 22)	11760.	46813.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	36680756.	36680756.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	-14717940.	-16374143.	
	30 **Total net assets or fund balances**	21962816.	20306613.	
	31 **Total liabilities and net assets/fund balances**	21974576.	20353426.	

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	21962816.
2	Enter amount from Part I, line 27a	2	-1656203.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	20306613.
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	20306613.

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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				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	1373103.		1874778.	-501675.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				-501675.

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 — -501675.

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	886492.	23235754.	.038152
2007	1503371.	25815227.	.058236
2006	3028487.	25951948.	.116696
2005	1951507.	30346268.	.064308
2004	2402224.	33657942.	.071372

2	Total of line 1, column (d)	2	.348764
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	.069753
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	20610077.
5	Multiply line 4 by line 3	5	1437615.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	446.
7	Add lines 5 and 6	7	1438061.
8	Enter qualifying distributions from Part XII, line 4	8	1047779.

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			1	892.
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	892.
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	892.
6 Credits/Payments:				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	37340.		
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	37340.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	36448.
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶		36448. **Refunded** ▶	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?	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*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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? *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? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DE			
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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X	
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ RBZ BUSINESS MANAGEMENT Telephone no. ▶ 310-478-4148

Located at ▶ 11755 WILSHIRE BLVD., STE 900, LOS ANGELES, CA ZIP+4 ▶ 90025

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. SEE ADDENDUM AT STATEMENT 9			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☒ Yes ☐ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		X
	Organizations 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(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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*	3b	X	
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)?	N/A	5b	
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
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
BEVERLY H. MITCHELL 9220 SUNSET BLVD., SUITE 112 WEST HOLLYWOOD, CA 90069	DIRECTOR 10.00	0.	0.	0.
JASON H. MITCHELL 9220 SUNSET BLVD., SUITE 112 WEST HOLLYWOOD, CA 90069	SECRETARY - TREASURER 10.00	0.	0.	0.
JONATHAN E. MITCHELL 9220 SUNSET BLVD., SUITE 112 WEST HOLLYWOOD, CA 90069	PRESIDENT 10.00	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 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	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	6721946.
b	Average of monthly cash balances	1b	236205.
c	Fair market value of all other assets	1c	13965785.
d	**Total** (add lines 1a, b, and c)	1d	20923936.
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	20923936.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	313859.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	20610077.
6	**Minimum investment return**. Enter 5% of line 5	6	1030504.

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	1030504.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 892.		
b	Income tax for 2009. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	892.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1029612.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1029612.
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	1029612.

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	1047779.
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	1047779.
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	1047779.

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				1029612.
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 — 773693.				
b From 2005 — 471158.				
c From 2006 — 1770304.				
d From 2007 — 245256.				
e From 2008				
f **Total** of lines 3a through e	3260411.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 1047779.				
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) **	1047779.			
d Applied to 2009 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	1029612.			1029612.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3278578.			
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	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	3278578.			
10 Analysis of line 9:				
a Excess from 2005 — 215239.				
b Excess from 2006 — 1770304.				
c Excess from 2007 — 245256.				
d Excess from 2008				
e Excess from 2009 — 1047779.				

** SEE STATEMENT 14

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

SEE STATEMENT 15

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 16				
Total			▶ 3a	1047779.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	579.	
4 Dividends and interest from securities			14	189266.	
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			14	-32771.	
8 Gain or (loss) from sales of assets other than inventory			18	-501675.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		-344601.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 -344601.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

923621 02-02-10

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

▶ Signature of officer or trustee — Date 11/15/10 ▶ Title CEO

Paid Preparer's Use Only

Preparer's signature ▶ [signature] CPA	Date 11/11/10	Check if self-employed ▶ ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code ▶ RBZ, LLP 11755 WILSHIRE BLVD. 9TH FLR LOS ANGELES, CALIFORNIA 90025		EIN ▶	
		Phone no. (310) 478-4148	

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 - GABELLI #38619	P	VARIOUS	VARIOUS
b	FROM K-1 MARKSTONE CAPITAL PARTNERS, LP	P	VARIOUS	VARIOUS
c	FROM K-1 MITCHELL TECHNOLOGY INVESTMENTS	P	VARIOUS	VARIOUS
d	FROM K-1 MITCHELL TECHNOLOGY INVESTMENTS	P	VARIOUS	VARIOUS
e	NORTHERN TRUST - GABELLI #38619	P	VARIOUS	VARIOUS
f	NORTHERN TRUST - MASTRAPASQUA #38615	P	VARIOUS	VARIOUS
g	NORTHERN TRUST - MASTRAPASQUA #38615	P	VARIOUS	VARIOUS
h	1,400 SH. HON HAI PRECISION GDR	P	VARIOUS	VARIOUS
i	NORTHERN TRUST - BRANDES #MTF02	P	VARIOUS	VARIOUS
j	NORTHERN TRUST - BRANDES #MTF02	P	VARIOUS	VARIOUS
k	CAPITAL GAINS DIVIDENDS			
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	92074.		53437.	38637.
b			872.	-872.
c	31591.			31591.
d			395978.	-395978.
e	186568.		227803.	-41235.
f	559356.		578012.	-18656.
g	365674.		415070.	-49396.
h	896.		26.	870.
i	9829.		9771.	58.
j	124935.		193809.	-68874.
k	2180.			2180.
l				
m				
n				
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				38637.
b				-872.
c				31591.
d				-395978.
e				-41235.
f				-18656.
g				-49396.
h				870.
i				58.
j				-68874.
k				2180.
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	-501675.
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

923591
04-24-09

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

SOURCE	AMOUNT
WELLS FARGO BANK	579.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	579.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BANK LEUMI	457.	0.	457.
BANK OF NEW YORK MELLON - ISRAEL BOND	5938.	0.	5938.
BARON CAPITAL MANAGEMENT	5.	0.	5.
FROM K-1 MARKSTONE CAPITAL PARTNERS	1224.	0.	1224.
FROM K-1 MITCHELL TECHNOLOGY INVESTMENTS	1776.	0.	1776.
NORTHERN TRUST - BRANDES	33845.	0.	33845.
NORTHERN TRUST - GABELLI	13619.	0.	13619.
NORTHERN TRUST - GRYPHON	30804.	0.	30804.
NORTHERN TRUST - HARDING LOEVNER	3100.	0.	3100.
NORTHERN TRUST - ISHARE	10325.	0.	10325.
NORTHERN TRUST - MASTRAPASQUA	10735.	0.	10735.
NORTHERN TRUST - PIMCO	62141.	2180.	59961.
NORTHERN TRUST - SEIX HIGH YIELD	17459.	0.	17459.
NORTHERN TRUST - SELF MANAGED	18.	0.	18.
TOTAL TO FM 990-PF, PART I, LN 4	191446.	2180.	189266.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
NORTHERN TRUST - SELF MANAGED OTHER INCOME	857.	857.	
FROM K-1 MITCHELL TECHNOLOGY INVESTMENTS	10462.	13311.	
FROM K-1 MITCHELL ENTERTAINMENT COMPANY LLC	-49847.	-49847.	
FROM K-1 MARKSTONE CAPITAL PARTNERS	51.	51.	

FEDERAL TAX REFUND	5706.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-32771.	-35628.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	521.	0.		0.
TO FM 990-PF, PG 1, LN 16A	521.	0.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	163.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	163.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY	25421.	25421.		0.
TO FORM 990-PF, PG 1, LN 16C	25421.	25421.		0.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD	3176.	3176.		0.
PAYROLL TAXES	4542.	0.		0.
TO FORM 990-PF, PG 1, LN 18	7718.	3176.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SAFEKEEPING EXPENSES	27198.	27198.		0.
OTHER OPERATING EXPENSES	37040.	0.		0.
CONTRACT SERVICES	3535.	0.		0.
FROM K-1 MITCHELL TECHNOLOGY INVESTMENTS	52061.	47057.		0.
FROM K-1 MITCHELL ENTERTAINMENT COMPANY	297.	0.		0.
FROM K-1 MARKSTONE CAPITAL PARTNERS	6710.	6710.		0.
BANK CHARGES	16789.	0.		0.
TO FORM 990-PF, PG 1, LN 23	143630.	80965.		0.

FOOTNOTES STATEMENT 9

ADDENDUM TO PART VII-B STATEMENTS REGARDING ACTIVITIES FOR WHICH FORM 4720 MAY BE REQUIRED

A TRANSACTION THAT ORIGINALLY CAME TO OUR ATTENTION IN THE PRIOR YEAR MAY BE AN ACT OF SELF-DEALING OR MAY INVOLVE AN EXCESS BUSINESS HOLDINGS ISSUE. WE ARE STILL GATHERING FACTUAL INFORMATION WHICH IS TO BE INVESTIGATED BY US AND EVALUATED BY OUTSIDE COUNSEL. IF IT IS DETERMINED AFTER REVIEW BY OUTSIDE COUNSEL THAT WE DO HAVE A SELF-DEALING OR EXCESS BUSINESS HOLDINGS ISSUE, THE APPROPRIATE FORM 4720'S WILL BE FILED.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
NORTHERN TRUST - GABELLI	1056149.	1433316.
NORTHERN TRUST - BRANDES	1281339.	1059925.
NORTHERN TRUST - MASTRAPASQUA	958003.	1219732.
NORTHERN TRUST - HARDING LOEVNER EMERGING FUND	330603.	710907.
NORTHERN TRUST - ISHARE	631422.	531619.
NORTHERN TRUST - SEIX FUNDS INC HIGH YIELD	243253.	225477.
NORTHERN TRUST - PIMCO	943621.	986980.
NORTHERN TRUST - GRYPHON	1079773.	982589.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6524163.	7150545.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LOOSE DIAMONDS	COST	54950.	54950.
STATE OF ISRAEL BONDS	COST	250000.	250000.
MITCHELL TECHNOLOGY INVESTMENTS	COST	1363495.	1363495.
OTHER INVESTMENTS	COST	158442.	158442.
MITCHELL ENTERTAINMENT COMPANY	COST	6546306.	6546306.
MARKSTONE CAPITAL PARTNERS	COST	164425.	156143.
JOLMO CAPITAL CHINA VENTURES I	COST	5000000.	5000000.
TOTAL TO FORM 990-PF, PART II, LINE 13		13537618.	13529336.

FORM 990-PF OTHER ASSETS STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ORGANIZATION EXPENSE	4002.	4002.	4002.
STATE OF ISRAEL BONDS INT. RECEIVABLE	10625.	16563.	16563.
FEDERAL TAXES RECEIVABLE	0.	32261.	38490.
TO FORM 990-PF, PART II, LINE 15	14627.	52826.	59055.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 13

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DUE TO MITCHELL EQUITY INVESTMENTS	11760.	0.
DUE TO MITCHELL LIQUID INVESTMENTS	0.	20000.
DUE TO JONATHAN MITCHELL	0.	8050.
DUE TO MITCHELL TECHNOLOGY	0.	18763.
TOTAL TO FORM 990-PF, PART II, LINE 22	11760.	46813.

FORM 990-PF ELECTION UNDER REGULATIONS SECTION 53.4942(A)-3(D)(2) TO TREAT EXCESS QUALIFYING DISTRIBUTIONS AS DISTRIBUTIONS OUT OF CORPUS STATEMENT 14

PURSUANT TO TREASURY REGULATION SECTION 53.4942(A)-3(D)(2)(IV), THE FOUNDATION HEREBY ELECTS TO TREAT, AS A CURRENT DISTRIBUTION OUT OF CORPUS, THE FOLLOWING UNUSED PRIOR YEARS DISTRIBUTION THAT WERE TREATED AS CORPUS DISTRIBUTIONS UNDER REGULATION 53.4942(A)-3(D)(1)(III) IN SUCH PRIOR TAX YEAR:

TAX YEAR	AMOUNT
2004	773,693
2005	256,811

FORM 990-PF PART XV - LINE 1B STATEMENT 15
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

BEVERLY H. MITCHELL
JASON H. MITCHELL
JONATHAN E. MITCHELL

FORM 990-PF GRANTS AND CONTRIBUTIONS STATEMENT 16
PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ALPHA EPSILON PHI FOUNDATION	NONE GENERAL	PUBLIC CHARITY	150.
AMERICAN ISRAEL EDUCATION FOUNDATION	NONE GENERAL	PUBLIC CHARITY	50000.
AMERICAN JEWISH COMMITTEE	NONE GENERAL	PUBLIC CHARITY	43141.
AMERICAN SOCIETY FOR TECHNION	NONE GENERAL	PUBLIC CHARITY	150.
CAMP MAX STRAUS FOUNDATION	NONE GENERAL	PUBLIC CHARITY	3700.
CEDARS-SINAI MEDICAL CENTER, LOS ANGELES, CA	NONE GENERAL	PUBLIC CHARITY	1500.

CENTER THEATRE GROUP	NONE GENERAL	PUBLIC CHARITY	10000.
CHAMAH	NONE GENERAL	PUBLIC CHARITY	10000.
CHERISH OUR CHILDREN INTERNATIONAL	NONE GENERAL	PUBLIC CHARITY	10000.
CONCERN FOUNDATION	NONE GENERAL	PUBLIC CHARITY	1500.
DISCOVER A STAR FOUNDATION	NONE GENERAL	PUBLIC CHARITY	2000.
ELIZABETH GLASER PEDIATRIC AIDS FOUNDATION	NONE GENERAL	PUBLIC CHARITY	25000.
HAWTHORNE PTA	NONE GENERAL	PUBLIC CHARITY	500.
ISRAEL CENTER FOR EXCELLENCE THROUGH EDUCATION	NONE GENERAL	PUBLIC CHARITY	100000.
JEWISH FREE LOAN ASSOCIATION	NONE GENERAL	PUBLIC CHARITY	12000.
L.A.R.C. FOUNDATION	NONE GENERAL	PUBLIC CHARITY	2500.

LACMA	NONE GENERAL	PUBLIC CHARITY	10000.
LIBERTY HILL FOUNDATION	NONE GENERAL	PUBLIC CHARITY	50000.
LOS ANGELES JEWISH HOME	NONE GENERAL	PUBLIC CHARITY	100.
MACCABI USA	NONE GENERAL	PUBLIC CHARITY	200.
MAIMONIDES ACADEMY	NONE GENERAL	PUBLIC CHARITY	11000.
MILLS COLLEGE	NONE GENERAL	PUBLIC CHARITY	100.
MUSIC CENTER FOUNDATION	NONE GENERAL	PUBLIC CHARITY	2500.
NYU LANGONE MEDICAL CENTER	NONE GENERAL	PUBLIC CHARITY	500.
OSCAR REISS CHILDREN'S WORKERS, INC.	NONE GENERAL	PUBLIC CHARITY	500.
REVLON WALK	NONE GENERAL	PUBLIC CHARITY	300.

SHARE, INC.	NONE GENERAL	PUBLIC CHARITY	100.
SINAI AKIBA ACADEMY GRANDPARENTS ASSOCIATION	NONE GENERAL	PUBLIC CHARITY	1800.
SOCIETY OF ADVANCEMENT FOR GIFTED EDUCATION	NONE GENERAL	PUBLIC CHARITY	100000.
STEPHEN S. WEISS TEMPLE	NONE GENERAL	PUBLIC CHARITY	1000.
THE JEWISH FEDERATION	NONE GENERAL	PUBLIC CHARITY	38900.
THE MANNEQUINS	NONE GENERAL	PRIVATE FOUNDATION	100.
THE SALVATION ARMY	NONE GENERAL	PUBLIC CHARITY	4997.
THE UCLA FOUNDATION	NONE GENERAL	PUBLIC CHARITY	13520.
THE WASHINGTON INSTITUTE	NONE GENERAL	PUBLIC CHARITY	660.
THE WASHINGTON INSTITUTE FOR NEAR EAST POLICY	NONE GENERAL	PUBLIC CHARITY	79311.

THE WOMEN'S GUILD OF CEDARS-SINAI MEDICAL	NONE GENERAL	PUBLIC CHARITY	11350.
TOWER CANCER RESEARCH FOUNDATION	NONE GENERAL	PUBLIC CHARITY	1000.
UNITED JEWISH FUND	NONE GENERAL	PUBLIC CHARITY	190000.
UNITED STATES OLYMPIC COMMITTEE	NONE GENERAL	PUBLIC CHARITY	100.
UNITED WAY OF GREATER LOS ANGELES	NONE GENERAL	PUBLIC CHARITY	50000.
WESTERN LOS ANGELES COUNTY COUNCIL	NONE GENERAL	PUBLIC CHARITY	100.
WILSHIRE BOULEVARD TEMPLE	NONE GENERAL	PUBLIC CHARITY	7500.
YOUTH TOWNS OF ISRAEL	NONE GENERAL	PUBLIC CHARITY	200000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			1047779.

2009 Tax Information Statement

Ref: ·DS

Account Number:
Recipient's Tax ID number: 95-4715236

☐ **Corrected** ☐ **2nd TIN notice**

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Recipient's Name and Address
EDWARD D AND ANNA MITCHELL
FAMILY
MITHCELL FAMILY INTERESTS
ATTN: ALBERT MARTIN
9220 SUNSET BLVD., SUITE 112
WEST HOLLYWOOD, CA 90069

2009 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
Short Term Sales								
395 0000	037604105	APOLLO GROUP INC CL A	10/06/2008	01/15/2009	33,336.39	22,326.66	11,009.73	0.00
445.0000	037389103	AON CORP	08/28/2008	02/05/2009	16,484.61	21,345.72	-4,861.11	0.00
505 0000	00846U101	AGILENT TECHNOLOGIES INC	01/12/2009	02/19/2009	8,055 76	9,450.67	-1,394.91	0 00
395.0000	251893103	DEVRY INC DEL COM	11/25/2008	02/25/2009	20,825 08	22,084.67	-1,259.59	0.00
200.0000	579064106	MCAFEE INC COM	08/05/2008	03/13/2009	6,124 72	7,558.72	-1,434.00	0 00
510 0000	871503108	SYMANTEC CORP	08/04/2008	03/13/2009	6,925 25	11,016 97	-4,091.72	0 00
515 0000	278865100	ECOLAB INC	12/18/2008	03/19/2009	16,987.18	18,630.12	-1,642.94	0.00
360.0000	751028101	RALCORP HLDGS INC NEW	12/18/2008	03/19/2009	19,554.08	21,479 66	-1,925.58	0.00
425.0000	071813109	BAXTER INTL INC	10/21/2008	03/25/2009	21,353.88	25,678 89	-4,325.01	0.00
845.0000	G1150G111	ACCENTURE LTD BERMUDA CL A	06/12/2008	04/01/2009	23,202.88	33,475 37	-10,272 49	0 00
400.0000	337738108	FISERV INC	09/08/2008	04/17/2009	14,723 30	20,630.80	-5,907.50	0.00
555 0000	00817Y108	AETNA INC NEW	04/07/2009	04/27/2009	13,105.32	14,391.15	-1,285.83	0.00
1130 0000	871503108	SYMANTEC CORP	08/04/2008	05/08/2009	16,548 87	24,363 57	-7,814.70	0.00
395 0000	88579Y101	3M CO	11/03/2008	05/29/2009	22,150 79	25,394 67	-3,243 88	0.00
190 0000	42809H107	HESS CORP COM STK	03/05/2009	06/02/2009	12,334.73	10,324.40	2,010 33	0.00
555.0000	055921100	BMC SOFTWARE INC	01/15/2009	06/16/2009	19,250 17	14,916.46	4,333.71	0 00
1040.0000	983919101	XILINX INC	03/13/2009	06/16/2009	20,781.36	19,814.34	967 02	0.00

This is important tax information and is being furnished to you.

2009 Tax Information Statement

Ref: DS

Account Number:
Recipient's Tax ID number: **95-4715236**

☐ **Corrected** ☐ **2nd TIN notice**

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Recipient's Name and Address
EDWARD D AND ANNA MITCHELL
FAMILY
MITHCELL FAMILY INTERESTS
ATTN: ALBERT MARTIN
9220 SUNSET BLVD., SUITE 112
WEST HOLLYWOOD , CA 90069

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
775.0000	756577102	RED HAT INC	04/01/2009	07/20/2009	17,267.17	13,793.14	3,474.03	0.00
265.0000	79466L302	SALESFORCE COM INC COM STK	06/11/2009	07/24/2009	11,784 24	10,904 01	880 23	0.00
415.0000	580135101	MCDONALDS CORP	10/30/2008	08/05/2009	22,816.11	24,097 39	-1,281.28	0.00
955 0000	984332106	YAHOO INC	07/24/2009	08/19/2009	14,114 53	16,590.26	-2,475.73	0.00
975 0000	143658300	CARNIVAL CORP PAIRED CTF 1 COM CARNIVAL CORP [QDI]	03/19/2009	08/26/2009	29,612.71	24,200.25	5,412.46	0 00
535.0000	629491101	NYSE EURONEXT COM STK	05/29/2009	09/10/2009	14,918.30	15,732.42	-814.12	0 00
610 0000	903236107	URS CORP NEW	12/10/2008	09/10/2009	27,111.79	23,513.90	3,597 89	0 00
160.0000	469814107	JACOBS ENGR GROUP INC	03/06/2009	09/11/2009	7,446.75	5,346.20	2,100.55	0.00
810 0000	686091109	O REILLY AUTOMOTIVE INC	12/19/2008	09/15/2009	29,558.31	23,691 68	5,866.63	0.00
130.0000	760975102	RESEARCH IN MOTION LTD	06/16/2009	10/09/2009	9,067.26	10,642.88	-1,575 62	0.00
740 0000	H27013103	WEATHERFORD INTL LTD	06/02/2009	10/13/2009	14,233.53	15,865.97	-1,632.44	0.00
850 0000	808513105	CHARLES SCHWAB CORP NEW	08/10/2009	10/27/2009	15,011 12	16,199.13	-1,188.01	0.00
1375 0000	219350105	CORNING INC	06/05/2009	11/09/2009	21,408.33	21,657.35	-249 02	0 00
370 0000	231021106	CUMMINS ENGINE INC	08/05/2009	12/03/2009	16,083 48	16,492.86	-409.38	0 00
290 0000	693506107	PPG INDUSTRIES INC	08/05/2009	12/10/2009	17,163.56	16,387.90	775 66	0 00
6400	00184X105	AOL INC COM STK	09/11/2009	12/28/2009	14 79	14.12	0.67	0.00
Total Short Term Sales					**559,356.35**	**578,012.30**	**-18,655.95**	**0.00**
Long Term 15% Sales								
965 0000	68389X105	ORACLE CORPORATION	08/31/2006	01/12/2009	16,533 92	15,548.62	985.30	0.00

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THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Recipient's Name and Address
EDWARD D AND ANNA MITCHELL
FAMILY
MITHCELL FAMILY INTERESTS
ATTN: ALBERT MARTIN
9220 SUNSET BLVD., SUITE 112
WEST HOLLYWOOD, CA 90069

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
770 0000	00846U101	AGILENT TECHNOLOGIES INC	01/07/2004	02/19/2009	12,283.05	19,161.20	-6,878.15	0.00
705 0000	74144T108	PRICE T ROWE GROUP INC	08/08/2006	03/05/2009	15,205.86	29,081.25	-13,875.39	0.00
1500.0000	808513105	CHARLES SCHWAB CORP NEW	05/05/2006	03/05/2009	17,294.90	27,360.00	-10,065.10	0.00
415.0000	302182100	EXPRESS SCRIPTS INC CL A	08/08/2006	03/25/2009	19,074.89	19,720.46	-645.57	0 00
220.0000	654106103	NIKE INC CLASS B	06/22/2006	04/23/2009	11,822 49	9,148.70	2,673.79	0 00
255.0000	931142103	WAL MART STORES INC	12/07/2007	04/23/2009	12,331.48	12,559.03	-227 55	0.00
195 0000	42809H107	HESS CORP COM STK	04/23/2008	06/02/2009	12,659 32	22,254 58	-9,595.26	0.00
385 0000	075887109	BECTON DICKINSON & CO	10/19/2007	06/05/2009	25,893 93	32,130.25	-6,236 32	0.00
395 0000	931142103	WAL MART STORES INC	12/07/2007	06/11/2009	19,628 23	19,454.19	174 04	0 00
320 0000	12189T104	BURLINGTON NORTHN SANTA FE CORP	10/02/2006	06/26/2009	24,022 64	23,825.30	197.34	0 00
615 0000	913017109	UNITED TECHNOLOGIES CORP	12/14/2005	08/05/2009	33,090.82	35,496 70	-2,405.88	0.00
460 0000	235851102	DANAHER CORP	08/03/2007	08/10/2009	28,101.60	35,592.86	-7,491.26	0 00
350 0000	654106103	NIKE INC CLASS B	06/22/2006	08/31/2009	19,359.40	14,554 75	4,804.65	0.00
345 0000	372917104	GENZYME CORP GENL DIV	11/09/2007	09/03/2009	18,960 78	25,616.36	-6,655.58	0.00
460.0000	469814107	JACOBS ENGR GROUP INC	11/07/2005	09/11/2009	21,409.41	14,770.60	6,638.81	0 00
240 0000	747525103	QUALCOMM INC	01/25/2007	09/11/2009	11,199 31	9,367.01	1,832.30	0 00
400.0000	601073109	MILLIPORE CORP	11/09/2007	11/18/2009	27,051 02	30,075.36	-3,024.34	0.00
505 0000	579064106	MCAFEE INC COM	08/05/2008	12/03/2009	19,751.35	19,353.07	398.28	0 00
Total Long Term 15% Sales					**365,674.40**	**415,070.29**	**-49,395.89**	**0.00**

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THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Recipient's Name and Address
EDWARD D AND ANNA MITCHELL
FAMILY
RBZ LLP
ATTN: C. CATHERINE
11755 WILSHIRE BLVD., NINTH FLOOR
LOS ANGELES , CA 90025

2009 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
Short Term Sales								
2000.0000	00763M108	ADVANCED MEDICAL OPTICS INC	06/26/2008	02/26/2009	44,000.00	31,493.31	12,506.69	0.00
500 0000	05329W102	AUTONATION INC	07/30/2008	03/19/2009	6,789.96	5,158.90	1,631.06	0.00
500 0000	103304101	BOYD GAMING CORP COM	07/17/2008	05/06/2009	5,969.84	4,685 00	1,284.84	0.00
1700.0000	607828100	MODINE MFG CO	11/05/2008	09/29/2009	15,214 60	9,963.00	5,251.60	0.00
2000.0000	607828100	MODINE MFG CO	02/24/2009	10/20/2009	20,099.48	2,137.00	17,962 48	0.00
Total Short Term Sales					**92,073.88**	**53,437.21**	**38,636.67**	**0.00**
Long Term 15% Sales								
1500.0000	00763M108	ADVANCED MEDICAL OPTICS INC	05/14/2007	02/26/2009	33,000.00	50,903.75	-17,903.75	0 00
100 0000	001204106	AGL RES INC	02/23/2000	02/27/2009	2,761 98	1,660 75	1,101 23	0 00
800.0000	043353101	ARVINMERITOR INC COM STK ISIN# US0433531011	07/07/2000	02/27/2009	487.99	8,909.40	-8,421.41	0.00
2000 0000	857873103	#REORG/STEAK N SHAKE-REV STK SPLIT-STEAKN SHAKE -2056724-EFF 12/18/09	07/05/2007	02/27/2009	12,280.93	33,382 40	-21,101 47	0.00
499 0000	341135101	#REORG/FLORIDA PUB UTILS CO-STK MERGER CHESAPEAKE UTILS CORP 2128480 10/29/09	06/22/2000	07/17/2009	7,050.68	3,947 09	3,103.59	0.00
500 0000	001204106	AGL RES INC	02/23/2000	07/27/2009	17,059 56	8,303 75	8,755 81	0.00
400.0000	067806109	BARNES GROUP INC	02/23/2000	07/27/2009	5,515.85	2,677.60	2,838 25	0 00

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6-9-5

2009 Tax Information Statement

Account Number:
Recipient's Tax ID number: 95-4715236

☐ Corrected ☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY
P O. BOX 803878
CHICAGO, IL 60680

Recipient's Name and Address
EDWARD D AND ANNA MITCHELL
FAMILY
RBZ LLP
ATTN: C. CATHERINE
11755 WILSHIRE BLVD., NINTH FLOOR
LOS ANGELES , CA 90025

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
1000 0000	125896100	CMS ENERGY CORP	01/28/2003	07/27/2009	12,819.66	5,300.00	7,519.66	0 00
300.0000	466032109	J & J SNACK FOODS CORP COM STK NPV	07/12/2000	07/27/2009	12,584.67	2,494.50	10,090.17	0.00
1000.0000	71343P200	PEPSIAMERICAS INC	06/19/2000	07/27/2009	26,389.32	16,756.36	9,632.96	0 00
400 0000	879433100	TELEPHONE & DATA SYSTEMS INC	02/23/2000	07/27/2009	10,622.72	22,411.67	-11,788 95	0 00
400 0000	98944B108	ZEP INC COM STK	11/05/2007	07/27/2009	6,555 83	5,281.56	1,274.27	0 00
1300.0000	315405100	FERRO CORP	02/23/2000	07/30/2009	6,363 33	24,927 50	-18,564.17	0 00
1500.0000	341135101	#REORG/FLORIDA PUB UTILS CO-STK MERGER CHESAPEAKE UTILS CORP 2128480 10/29/09	06/22/2000	07/30/2009	21,313.10	11,865.00	9,448.10	0 00
1300 0000	607828100	MODINE MFG CO	02/23/2000	08/03/2009	11,762.48	28,981.92	-17,219.44	0.00
Total Long Term 15% Sales					**186,568.10**	**227,803.25**	**-41,235.15**	**0.00**

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Realized Gain/Loss Detail - Taxable

Trade Date / Settle Date	Security Description / Acquisition Date	Shares/Par	Proceeds	Cost	Realized gain/loss Market Short Term	Market Long Term	Translation	Total Short Term	Total Long Term
Sales									
Equities									
Common Stock									
Canada									
15 Jan 09 21 Jan 09	NORTEL NETWORKS CORP NEW COM NEW STK SEDOL B1H4Y87	- 305 00	32 02	- 8,507 06	0 00	- 8,475 04	0 00	0 00	- 8,475 04
	5 May 06	- 305 00	32 02	- 8,507 06	0 00	- 8,475 04	0 00	0 00	- 8,475 04
14 Jan 09 20 Jan 09	NORTEL NETWORKS CORP NEW COM NEW STK SEDOL B1H4Y87	- 384 00	37 74	- 10,711 61	0 00	- 10,673 87	0 00	0 00	- 10,673 87
	18 Jul 05	- 10 00	0 98	- 280 00	0 00	- 279 02	0 00	0 00	- 279 02
	5 May 06	- 374 00	36 76	- 10,431 61	0 00	- 10,394 85	0 00	0 00	- 10,394 85
16 Jan 09 22 Jan 09	NORTEL NETWORKS CORP NEW COM NEW STK SEDOL B1H4Y87	- 93 00	7 40	- 2,593 95	0 00	- 2,586 55	0 00	0 00	- 2,586 55
	5 May 06	- 93 00	7 40	- 2,593 95	0 00	- 2,586 55	0 00	0 00	- 2,586 55
Total Canada			**77.16**	**- 21,812.62**	**0 00**	**- 21,735.46**	**0.00**	**0.00**	**- 21,735 46**
France									
29 Jun 09 2 Jul 09	#REORG/THOMSON NAME CHANGE TECHNICOLOR 2057890 EFF 2/3/10 SEDOL 2513658	- 2,190 00	1,963 93	- 35,117 30	0 00	- 33,153 37	0 00	0 00	- 33,153 37
	26 Jun 06	- 840 00	753 29	- 13,761 38	0 00	- 13,008 09	0 00	0 00	- 13,008 09
	28 Jun 06	- 1,350 00	1,210 64	- 21,355 92	0 00	- 20,145 28	0 00	0 00	- 20,145 28
11 Feb 09 17 Feb 09	ADR SANOFI-AVENTIS SPONSORED ADR SEDOL 2964557	- 110 00	3,338 48	- 4,765 62	0 00	- 1,427 14	0 00	0 00	- 1,427 14
	22 Nov 06	- 110 00	3,338 48	- 4,765 62	0 00	- 1,427 14	0 00	0 00	- 1,427 14
Total France			**5,302 41**	**- 39,882 92**	**0.00**	**- 34,580.51**	**0.00**	**0.00**	**- 34,580 51**

Realized Gain/Loss Detail - Taxable

Trade Date / Settle Date	Security Description / Acquisition Date	Shares/Par	Proceeds	Cost	Realized gain/loss: Market Short Term	Market Long Term	Translation	Total Short Term	Total Long Term
Sales									
Equities									
Germany									
27 Apr 09 30 Apr 09	#REORG/HYPO REAL ESTATE HLDG AG SPONSORED ADR-ADR TERMINATION 06/01/2009 SEDOL 2001614	- 302 00	538 60	- 6,326 87	0 00	- 5,788 27	0 00	0 00	- 5,788 27
	19 Jun 02	- 302 00	538 60	- 6,326 87	0 00	- 5,788 27	0 00	0 00	- 5,788 27
4 Sep 09 10 Sep 09	ADR INFINEON TECHNOLOGIES AG SPONSORED ADR ADR STK ISIN# US45662N1037 SEDOL 2559975	- 870 00	4,638 89	- 5,831 26	0 00	- 1,192 37	0 00	0 00	- 1,192 37
	17 Mar 08	- 870 00	4,638 89	- 5,831 26	0 00	- 1,192 37	0 00	0 00	- 1,192 37
1 Oct 09 6 Oct 09	ADR INFINEON TECHNOLOGIES AG SPONSORED ADR ADR STK ISIN# US45662N1037 SEDOL 2559975	- 1,972 00	10,736 27	- 10,052 99	0 00	683 28	0 00	0 00	683 28
	17 Mar 08	- 872 00	4,747 48	- 2,680 13	0 00	2,067 35	0 00	0 00	2,067 35
	17 Mar 08	- 1,100 00	5,988 79	- 7,372 86	0 00	- 1,384 07	0 00	0 00	- 1,384 07
Total Germany			**15,913 76**	**- 22,211.12**	**0 00**	**- 6,297.36**	**0.00**	**0 00**	**- 6,297.36**
KOREA, REPUBLIC OF									
8 Apr 09 14 Apr 09	ADR KT CORP SPONSORED ADR SEDOL 2419875	- 270 00	3,803 07	- 6,223 50	0 00	- 2,420 43	0 00	0 00	- 2,420 43
	8 May 02	- 270 00	3,803 07	- 6,223 50	0 00	- 2,420 43	0 00	0 00	- 2,420 43
Total KOREA, REPUBLIC OF			**3,803 07**	**- 6,223.50**	**0 00**	**- 2,420.43**	**0 00**	**0 00**	**- 2,420.43**
Mexico									
12 Jun 09 17 Jun 09	ADR TELMEX INTERNACIONAL S A B DE C V SPONSORED ADR REPSTG SHS SER L ADR SEDOL B39STJ7	- 530 00	6,738 82	- 4,081 09	0 00	2,657 73	0 00	0 00	2,657 73
	4 Sep 03	- 90 00	1,144 33	- 582 14	0 00	562 19	0 00	0 00	562 19
	8 Aug 05	- 440 00	5,594 49	- 3,498 95	0 00	2,095 54	0 00	0 00	2,095 54

Realized Gain/Loss Detail - Taxable

Trade Date / Settle Date	Security Description / Acquisition Date	Shares/Par	Proceeds	Cost	Realized gain/loss Market Short Term	Market Long Term	Translation	Total Short Term	Total Long Term
Sales									
Equities									
Total Mexico			**6,738 82**	**- 4,081 09**	**0 00**	**2,657 73**	**0 00**	**0 00**	**2,657 73**
Netherlands									
24 Aug 09 27 Aug 09	ADR UNILEVER N V NEW YORK SHS NEW SEDOL 2416542	- 180 00	5,046 71	- 3,650 22	0 00	1,396 49	0 00	0 00	1,396 49
	Sep 04	- 180 00	5,046 71	- 3,650 22	0 00	1,396 49	0 00	0 00	1,396 49
23 Jul 09 28 Jul 09	ADR UNILEVER N V NEW YORK SHS NEW SEDOL 2416542	- 150 00	3,974 44	- 3,120 68	0 00	853 76	0 00	0 00	853 76
	22 Jul 04	- 60 00	1,589 78	- 1,295 57	0 00	294 21	0 00	0 00	294 21
	Sep 04	- 90 00	2,384 66	- 1,825 11	0 00	559 55	0 00	0 00	559 55
Total Netherlands			**9,021 15**	**- 6,770 90**	**0 00**	**2,250.25**	**0.00**	**0.00**	**2,250 25**
United Kingdom									
7 Jul 09 10 Jul 09	ADR ASTRAZENECA PLC SPONSORED ADR UK SEDOL 2989044	- 120 00	5,224 38	- 6,240 81	0 00	- 1,016 43	0 00	0 00	- 1,016 43
	8 Jun 07	- 120 00	5,224 38	- 6,240 81	0 00	- 1,016 43	0 00	0 00	- 1,016 43
6 Apr 09 9 Apr 09	ADR ASTRAZENECA PLC SPONSORED ADR UK SEDOL 2989044	- 160 00	5,622 53	- 8,321 09	0 00	- 2,698 56	0 00	0 00	- 2,698 56
	8 Jun 07	- 160 00	5,622 53	- 8,321 09	0 00	- 2,698 56	0 00	0 00	- 2,698 56
17 Apr 09 22 Apr 09	ADR GLAXOSMITHKLINE PLC SPONSORED ADR SEDOL 2374112	- 140 00	4,307 61	- 7,361 31	0 00	- 3,053 70	0 00	0 00	- 3,053 70
	Dec 06	- 20 00	615 37	- 1,072 73	0 00	- 457 36	0 00	0 00	- 457 36
	22 Dec 06	- 120 00	3,692 24	- 6,288 58	0 00	- 2,596 34	0 00	0 00	- 2,596 34
30 Oct 09 4 Nov 09	ADR HSBC HLDGS PLC SPONSORED ADR NEW SEDOL 2400341	- 90 00	5,076 11	- 6,753 72	0 00	- 1,677 61	0 00	0 00	- 1,677 61
	12 Jan 07	- 18 89	1,065 19	- 349 15	0 00	716 04	0 00	0 00	716 04
	9 Feb 07	- 71 11	4,010 92	- 6,404 57	0 00	- 2,393 65	0 00	0 00	- 2,393 65

Realized Gain/Loss Detail - Taxable

Sales

Equities

Trade Date / Settle Date	Security Description / Acquisition Date	Shares/Par	Proceeds	Cost	Market Short Term	Market Long Term	Translation	Total Short Term	Total Long Term
7 Aug 09 12 Aug 09	ADR HSBC HLDGS PLC SPONSORED ADR NEW SEDOL 2400341	- 120 00	6,553 87	- 9,271 39	0 00	- 2,717 52	0 00	0 00	- 2,717 52
	12 Jan 07	- 21 85	1,193 35	- 403 95	0 00	789 40	0 00	0 00	789 40
	12 Jan 07	- 98 15	5,360 52	- 8,867 44	0 00	- 3,506 92	0 00	0 00	- 3,506 92
16 Nov 09 19 Nov 09	ADR HSBC HLDGS PLC SPONSORED ADR NEW SEDOL 2400341	- 223 00	14,304 81	- 13,796 90	0 00	507 91	0 00	0 00	507 91
	9 Feb 07	- 98 89	6,343 25	- 8,905 73	0 00	- 2,562 48	0 00	0 00	- 2,562 48
	9 Feb 07	- 70 56	4,525 90	- 1,304 40	0 00	3,221 50	0 00	0 00	3,221 50
	10 May 07	- 4 30	275 57	- 79 42	0 00	196 15	0 00	0 00	196 15
	10 May 07	- 10 35	663 93	- 918 00	0 00	- 254 07	0 00	0 00	- 254 07
	5 Jul 07	- 4 72	302 78	- 442 00	0 00	- 139 22	0 00	0 00	- 139 22
	5 Jul 07	- 1 96	125 60	- 36 20	0 00	89 40	0 00	0 00	89 40
	4 Oct 07	- 5 00	320 73	- 445 40	0 00	- 124 67	0 00	0 00	- 124 67
	4 Oct 07	- 2 08	133 17	- 38 38	0 00	94 79	0 00	0 00	94 79
	13 Feb 08	- 5 27	338 06	- 449 65	0 00	- 111 59	0 00	0 00	- 111 59
	13 Feb 08	- 2 19	140 22	- 40 42	0 00	99 80	0 00	0 00	99 80
	8 May 08	- 5 19	333 12	- 96 00	0 00	237 12	0 00	0 00	237 12
	8 May 08	- 12 51	802 48	- 1,041 30	0 00	- 238 82	0 00	0 00	- 238 82
22 Jul 09 27 Jul 09	ADR KINGFISHER PLC SPONSORED ADR PAR 15 5/7 PENCE SEDOL 2914228	- 680 00	4,581 11	- 4,472 50	0 00	108 61	0 00	0.00	108 61
	14 Sep 07	- 130 00	875 80	- 1,016 25	0 00	- 140 45	0 00	0 00	- 140 45
	4 Dec 07	- 550 00	3,705 31	- 3,456 25	0 00	249 06	0 00	0 00	249 06
6 Nov 09 12 Nov 09	ADR MARKS & SPENCER GROUP P L C SPONSORED ADR SEDOL B02SQ25	- 3,180 00	38,408 00	- 36,608 59	0 00	1,799 41	0 00	0 00	1,799 41
	25 Sep 03	- 570 00	6,884 45	- 6,088 64	0 00	795 81	0 00	0 00	795 81
	22 Dec 03	- 1,860 00	22,465 06	- 18,470 00	0 00	3,995 06	0 00	0 00	3,995 06
	20 Feb 08	- 750 00	9,058 49	- 12,049 95	0 00	- 2,991 46	0 00	0 00	- 2,991 46
Total United Kingdom			**84,078 42**	**- 92,826 31**	**0 00**	**- 8,747 89**	**0 00**	**0.00**	**- 8,747.89**

Total S/T translation gain/loss for Equities **0.00**

Total L/T translation gain/loss for Equities **0 00**

Realized Gain/Loss Detail - Taxable

Trade Date / Settle Date	Security Description / Acquisition Date	Shares/Par	Proceeds	Cost	Realized gain/loss: Market Short Term	Market Long Term	Translation	Total Short Term	Total Long Term
Sales									
Equities									
Total realized gains for Equities					0.00	17,459 46	0 00	0 00	17,459 46
Total realized losses for Equities					0 00	- 86,333.13	0 00	0.00	- 86,333.13
Total Equities			124,934 79	- 193,808 46	0.00	- 68,873 67	0 00	0.00	- 68,873 67
Total Sales			124,934 79	- 193,808 46	0.00	- 68,873.67	0.00	0.00	- 68,873.67

Realized Gain/Loss Detail - Taxable

Trade Date / Settle Date	Security Description / Acquisition Date		Shares/Par	Proceeds	Cost	Realized gain/loss Market Short Term	Market Long Term	Translation	Total Short Term	Total Long Term
Foreign Exchange										
Foreign exchange										
Foreign exchange										
Euro sales										
24 Dec 09 29 Dec 09	Foreign exchange	EUR	0 00	- 56 32	56 17	0 00	0 00	- 0 15	- 0 15	0 00
10 Jul 09 14 Jul 09	Foreign exchange	EUR	0 00	- 7 95	7 92	0 00	0 00	- 0 03	- 0 03	0 00
Total Euro sales				**- 64 27**	**64 09**	**0 00**	**0.00**	**- 0.18**	**- 0 18**	**0 00**
United States dollar sales										
26 Jun 09 30 Jun 09	Foreign exchange	USD	0 00	- 56 60	56 60	0 00	0 00	0 00	0 00	0 00
15 Sep 09 18 Sep 09	Foreign exchange	USD	0 00	- 3,192 65	3,192 65	0 00	0 00	0 00	0 00	0 00
26 Oct 09 29 Oct 09	Foreign exchange	USD	0 00	- 2,187 29	2,187 29	0 00	0 00	0 00	0 00	0 00
7 Jul 09 10 Jul 09	Foreign exchange	USD	0 00	- 3,817 52	3,817 52	0 00	0 00	0 00	0 00	0 00
4 Aug 09 7 Aug 09	Foreign exchange	USD	0 00	- 6,490 65	6,490 65	0 00	0 00	0 00	0 00	0 00
23 Oct 09 28 Oct 09	Foreign exchange	USD	0 00	- 1,879 09	1,879 09	0 00	0 00	0 00	0 00	0 00
8 Oct 09 13 Oct 09	Foreign exchange	USD	0 00	- 3,388 62	3,388 62	0 00	0 00	0 00	0 00	0 00

Realized Gain/Loss Detail - Taxable

Foreign Exchange

Foreign exchange

Trade Date / Settle Date	Security Description / Acquisition Date		Shares/Par	Proceeds	Cost	Market Short Term	Market Long Term	Translation	Total Short Term	Total Long Term
19 Nov 09 24 Nov 09	Foreign exchange	USD	0 00	- 9,191 95	9,191 95	0 00	0 00	0 00	0 00	0 00
20 Nov 09 25 Nov 09	Foreign exchange	USD	0 00	- 5,296 52	5,296 52	0 00	0 00	0 00	0 00	0 00
Total United States dollar sales				**- 35,500 89**	**35,500 89**	**0 00**	**0 00**	**0 00**	**0.00**	**0 00**

British pound sterling purchases

Trade Date / Settle Date	Security Description / Acquisition Date		Shares/Par	Proceeds	Cost	Market Short Term	Market Long Term	Translation	Total Short Term	Total Long Term
7 Jul 09 10 Jul 09	Foreign exchange	GBP	0 00	3,840 83	- 3,817 52	0 00	0 00	23 31	23 31	0 00
4 Aug 09 7 Aug 09	Foreign exchange	GBP	0 00	6,440 81	- 6,490 65	0 00	0 00	- 49 84	- 49 84	0 00
8 Oct 09 13 Oct 09	Foreign exchange	GBP	0 00	3,327 28	- 3,388 62	0 00	0 00	- 61 34	- 61 34	0 00
19 Nov 09 24 Nov 09	Foreign exchange	GBP	0 00	9,176 76	- 9,191 95	0 00	0 00	- 15 19	- 15 19	0 00
Total British pound sterling purchases				**22,785 68**	**- 22,888 74**	**0 00**	**0.00**	**- 103 06**	**- 103 06**	**0 00**

Euro purchases

Trade Date / Settle Date	Security Description / Acquisition Date		Shares/Par	Proceeds	Cost	Market Short Term	Market Long Term	Translation	Total Short Term	Total Long Term
26 Jun 09 30 Jun 09	Foreign exchange	EUR	0 00	56 38	- 56 60	0 00	0 00	- 0 22	- 0 22	0 00
15 Sep 09 18 Sep 09	Foreign exchange	EUR	0 00	3,209 08	- 3,192 65	0 00	0 00	16 43	16 43	0 00

Realized Gain/Loss Detail - Taxable

Trade Date / Settle Date	Security Description / Acquisition Date		Shares/Par	Proceeds	Cost	Realized gain/loss: Market Short Term	Market Long Term	Translation	Total Short Term	Total Long Term
Foreign Exchange										
Foreign exchange										
26 Oct 09 29 Oct 09	Foreign exchange	EUR	0 00	2,173 08	- 2,187 29	0 00	0 00	- 14 21	- 14 21	0 00
23 Oct 09 28 Oct 09	Foreign exchange	EUR	0 00	1,857 35	- 1,879 09	0 00	0 00	- 21 74	- 21 74	0 00
20 Nov 09 25 Nov 09	Foreign exchange	EUR	0 00	5,327 71	- 5,296 52	0 00	0 00	31 19	31 19	0 00
Total Euro purchases				**12,623 60**	**- 12,612 15**	**0 00**	**0.00**	**11 45**	**11 45**	**0 00**
United States dollar purchases										
24 Dec 09 29 Dec 09	Foreign exchange	USD	0 00	56 17	- 56 17	0 00	0 00	0 00	0 00	0 00
10 Jul 09 14 Jul 09	Foreign exchange	USD	0 00	7 92	- 7 92	0 00	0 00	0 00	0 00	0 00
Total United States dollar purchases				**64.09**	**- 64 09**	**0 00**	**0 00**	**0.00**	**0 00**	**0.00**
Total S/T translation gain/loss for Foreign exchange								**- 91 79**		
Total L/T translation gain/loss for Foreign exchange								**0.00**		
Total realized gains for Foreign exchange						**0 00**	**0 00**	**70 93**	**70.93**	**0 00**
Total realized losses for Foreign exchange						**0 00**	**0 00**	**- 162.72**	**- 162 72**	**0 00**
Total Foreign exchange				**- 91.79**	**0 00**	**0 00**	**0 00**	**- 91.79**	**- 91.79**	**0 00**
Total Foreign Exchange				**- 91.79**	**0 00**	**0 00**	**0 00**	**- 91 79**	**- 91 79**	**0 00**

Realized Gain/Loss Detail - Taxable

Trade Date	Security Description / Acquisition Date	Shares/Par	Proceeds	Cost	Realized gain/loss Market Short Term	Market Long Term	Translation	Total Short Term	Total Long Term

Gain/Loss on Cash Disbursements

Gain/Loss on Cash Disbursements

Gain/Loss on Cash Disbursements

British pound sterling

Trade Date	Security Description / Acquisition Date	Shares/Par	Proceeds	Cost	Market Short Term	Market Long Term	Translation	Total Short Term	Total Long Term
10 Aug 09	Average Book Cost Adjustment GBP 10 Aug 09	0 00	6,488 15	- 6,440 81	0 00	0 00	47 34	47 34	0 00
13 Jul 09	Average Book Cost Adjustment GBP 13 Jul 09	0 00	3,832 19	- 3,840 83	0 00	0 00	- 8 64	- 8 64	0 00
13 Oct 09	Average Book Cost Adjustment GBP 13 Oct 09	0 00	- 3,327 28	3,353 73	0 00	0 00	26 45	26 45	0 00
25 Nov 09	Average Book Cost Adjustment GBP 25 Nov 09	0 00	9,256 29	- 9,176 76	0 00	0 00	79 53	79 53	0 00
Total British pound sterling			**16,249 35**	**- 16,104.67**	**0.00**	**0 00**	**144.68**	**144.68**	**0 00**

Euro

Trade Date	Security Description / Acquisition Date	Shares/Par	Proceeds	Cost	Market Short Term	Market Long Term	Translation	Total Short Term	Total Long Term
24 Nov 09	Average Book Cost Adjustment EUR 24 Nov 09	0 00	1,880 78	- 1,850 20	0 00	0 00	30 58	30 58	0 00
29 Oct 09	Average Book Cost Adjustment EUR 29 Oct 09	0 00	- 2,173 08	2,178 64	0 00	0 00	5 56	5 56	0 00
30 Jun 09	Average Book.Cost Adjustment EUR 30 Jun 09	0 00	225 50	- 225 51	0 00	0 00	- 0 01	- 0 01	0 00
29 Dec 09	Average Book Cost Adjustment EUR 29 Dec 09	0 00	56 32	- 55 70	0 00	0 00	0 62	0 62	0 00
14 Jul 09	Average Book Cost Adjustment EUR 14 Jul 09	0 00	7 95	- 8 01	0 00	0 00	- 0 06	- 0 06	0 00

Realized Gain/Loss Detail - Taxable

Trade Date	Security Description / Acquisition Date	Shares/Par	Proceeds	Cost	Realized gain/loss – Market – Short Term	Realized gain/loss – Market – Long Term	Translation	Total – Short Term	Total – Long Term
	Gain/Loss on Cash Disbursements								
	Gain/Loss on Cash Disbursements								
29 Oct 09	Average Book Cost Adjustment EUR 29 Oct 09	0 00	2,210 54	- 2,185 79	0 00	0 00	24 75	24 75	0 00
25 Nov 09	Average Book Cost Adjustment EUR 25 Nov 09	0 00	- 5,327 71	5,295 99	0 00	0 00	- 31 72	- 31 72	0 00
18 Sep 09	Average Book Cost Adjustment EUR 18 Sep 09	0 00	- 3,209 08	3,184 27	0 00	0 00	- 24 81	- 24 81	0 00
Total Euro			**- 6,328.78**	**6,333.69**	**0 00**	**0.00**	**4 91**	**4 91**	**0.00**
Total S/T translation gain/loss for Gain/Loss on Cash Disbursements							**149.59**		
Total L/T translation gain/loss for Gain/Loss on Cash Disbursements							**0 00**		
Total realized gains for Gain/Loss on Cash Disbursements					**0 00**	**0.00**	**214 83**	**214.83**	**0.00**
Total realized losses for Gain/Loss on Cash Disbursements					**0 00**	**0.00**	**- 65.24**	**- 65 24**	**0.00**
Total Gain/Loss on Cash Disbursements			**9,920 57**	**- 9,770 98**	**0 00**	**0 00**	**149 59**	**149 59**	**0 00**
Total Gain/Loss on Cash Disbursements			**9,920.57**	**- 9,770 98**	**0.00**	**0 00**	**149.59**	**149 59**	**0.00**