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

2009

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

For calendar year 2009, or tax year beginning

, and ending

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

Y&S NAZARIAN FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

1801 CENTURY PARK WEST, 5TH FL

A Employer identification number

95-4774321

City or town, state, and ZIP code

LOS ANGELES, CA 90067

B Telephone number
(310) 229-9101C Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year J Accounting method: Cash Accrual

(from Part II, col. (c), line 16)

(Part I, column (d) must be on cash basis.)

► \$ 30,946,880.

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	620,310.		N/A	
2	Check ► <input type="checkbox"/> If the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	681,702.	681,702.		STATEMENT 1
4	Dividends and interest from securities	313,536.	313,536.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	<1,282,280.>			
b	Gross sales price for all assets on line 6a	3,684,539.			
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	7,460,826.	174,268.		STATEMENT 3
12	Total. Add lines 1 through 11	7,794,094.	1,169,506.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees	STMT 4	2,251.	0.	0.
b	Accounting fees	STMT 5	32,165.	24,124.	0.
c	Other professional fees	STMT 6	50,400.	0.	0.
17	Interest		120,442.	120,442.	0.
18	Taxes	STMT 7	2,165.	0.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		7,250.	0.	0.
22	Printing and publications				
23	Other expenses	STMT 8	275,561.	255,806.	0.
24	Total operating and administrative expenses. Add lines 13 through 23		490,234.	400,372.	0.
25	Contributions, gifts, grants paid		2,497,259.		2,497,259.
26	Total expenses and disbursements. Add lines 24 and 25		2,987,493.	400,372.	2,497,259.
27	Subtract line 26 from line 12:		4,806,601.		
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		769,134.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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
	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments		2,920,897.	368,070.
	3 Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ►			
	Less: allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock	STMT 9	12,912,646.	13,389,074.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
	12 Investments - mortgage loans			
	13 Investments - other	STMT 10	8,821,524.	14,437,751.
	14 Land, buildings, and equipment: basis ►			
	Less accumulated depreciation ►			
	15 Other assets (describe ►	STATEMENT 11)	1,284,165.	2,751,985.
	16 Total assets (to be completed by all filers)		25,939,232.	30,946,880.
	17 Accounts payable and accrued expenses			1,047.
	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 12)	0.	200,000.
	23 Total liabilities (add lines 17 through 22)		0.	201,047.
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		25,939,232.	30,745,833.
	30 Total net assets or fund balances		25,939,232.	30,745,833.
	31 Total liabilities and net assets/fund balances		25,939,232.	30,946,880.

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	25,939,232.
2 Enter amount from Part I, line 27a	2	4,806,601.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	30,745,833.
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	30,745,833.

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 STATEMENTS				
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	3,684,539.		4,966,819.	<1,282,280.>	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a					
b					
c					
d					
e				<1,282,280.>	
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	<1,282,280.>
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }		3	N/A

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

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

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

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

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	2,330,451.	32,280,481.	.072194
2007	4,702,627.	38,200,975.	.123102
2006	2,173,065.	39,376,408.	.055187
2005	1,429,335.	31,272,243.	.045706
2004	1,502,387.	25,586,441.	.058718

2 Total of line 1, column (d)

2 .354907

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 .070981

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

4 28,246,337.

5 Multiply line 4 by line 3

5 2,004,953.

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

6 7,691.

7 Add lines 5 and 6

7 2,012,644.

8 Enter qualifying distributions from Part XII, line 4

8 2,497,259.

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

b Exempt foreign organizations - tax withheld at source

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

d Backup withholding erroneously withheld

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

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

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

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

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

1,192. | Refunded ► 11 0.

1 7,691.

2 0.

3 7,691.

4 0.

5 7,691.

6 8,883.

7 8,883.

8 0.

9 0.

10 1,192.

11 0.

Part VII-A Statements Regarding Activities

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

 Yes No

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

 1a 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* 1b X

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?

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

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

 4a X

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

 4b

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

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

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

 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 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) ►

 8b X

CA

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation* 9 X9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV* 10 X10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

N/A

Part VII-A Statements Regarding Activities (continued)

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

14 The books are in care of ► **WILLIAM JAASKELA** Telephone no. ► **(310) 229-9101**
Located at ► **1801 CENTURY PARK WEST, 5TH FL, LOS ANGELES, CA** ZIP+4 ► **90067**

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):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> X <input type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> X <input type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> X <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> X <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> X <input type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> X <input type="checkbox"/> 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)? N/A		
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? 1b		
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)): 1c <input checked="" type="checkbox"/> X		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> X <input type="checkbox"/> No		
If "Yes," list the years ► 2b		
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. ► 3b		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> X <input type="checkbox"/> 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		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 3b		
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009? 4a <input checked="" type="checkbox"/> X		

Form 990-PF (2009)

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

5a During the year did the foundation pay or incur any amount to:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	N/A	►	5b
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	<input type="checkbox"/> Yes <input type="checkbox"/> No	
<i>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</i>			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>	6b	X	
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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
YOUNES NAZARIAN 1801 CENTURY PARK WEST, 5TH FL LOS ANGELES, CA 90067	TRUSTEE 5.00	0.	0.	0.
SORAYA J. NAZARIAN 1801 CENTURY PARK WEST, 5TH FL LOS ANGELES, CA 90067	TRUSTEE 5.00	0.	0.	0.
DAVID NAZARIAN 1801 CENTURY PARK WEST, 5TH FL LOS ANGELES, CA 90067	CFO 5.00	0.	0.	0.
SHARON BARADARAN 1801 CENTURY PARK WEST, 5TH FL LOS ANGELES, CA 90067	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

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	26,243,370.
b	Average of monthly cash balances	1b	2,433,114.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	28,676,484.
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	28,676,484.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	430,147.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	28,246,337.
6	Minimum investment return. Enter 5% of line 5	6	1,412,317.

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	1,412,317.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	7,691.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	7,691.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,404,626.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,404,626.
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	1,404,626.

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	2,497,259.
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	2,497,259.
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	7,691.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,489,568.

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				1,404,626.
2 Undistributed income, if any, as of the end of 2009			0.	
a Enter amount for 2008 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	332,837.			
b From 2005	34,717.			
c From 2006	576,280.			
d From 2007	2,942,049.			
e From 2008	722,639.			
f Total of lines 3a through e	4,608,522.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 2,497,259.			0.	
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				1,404,626.
e Remaining amount distributed out of corpus	1,092,633.			0.
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			
6 Enter the net total of each column as indicated below:	5,701,155.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income. Subtract line 4b from line 2b				
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	332,837.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	5,368,318.			
10 Analysis of line 9:				
a Excess from 2005	34,717.			
b Excess from 2006	576,280.			
c Excess from 2007	2,942,049.			
d Excess from 2008	722,639.			
e Excess from 2009	1,092,633.			

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
<i>a Paid during the year</i>				
SEE STATEMENT 14				
Total			► 3a	2,497,259.
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	0.

923611 02-02-10

Form 990-PF (2009)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(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	<42,691.>18		7,503,517.	
8 Gain or (loss) from sales of assets other than inventory	525990	24,403.	18	<1,306,683.>	
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)		<18,288.>		7,192,072.	0.
13 Total. Add line 12, columns (b), (d), and (e)					7,173,784.
(See worksheet in line 13 instructions to verify calculations.)					

Relationship of Activities to the Accomplishment of Exempt Purposes

023621
02-02-10

Form 990-PF (2009)

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

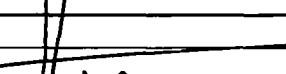
2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If "Yes," complete the following schedule.

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

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	TRUSTEE
			Title
 			
		Date	Check if self-employed <input type="checkbox"/>
			Preparer's identifying number EIN <input type="checkbox"/>
			Phone no.

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

OMB No 1545-0047

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

2009

Name of the organization

Employer identification number

Y&S NAZARIAN FAMILY FOUNDATION**95-4774321**

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

Employer identification number

Y&S NAZARIAN FAMILY FOUNDATION

95-4774321

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	YOUNES NAZARIAN	\$ 620,310.	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash
	1801 CENTURY PARK WEST, FL 5		(Complete Part II if there is a noncash contribution.)
	LOS ANGELES, CA 90067		
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
		\$ _____	(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
		\$ _____	(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
		\$ _____	(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
		\$ _____	(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
		\$ _____	(Complete Part II if there is a noncash contribution.)

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

Y&S NAZARIAN FAMILY FOUNDATION

Employer identification number

95-4774321

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

Employer identification number

Y&S NAZARIAN FAMILY FOUNDATION**95-4774321****Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	YOUNES NAZARIAN 1801 CENTURY PARK WEST, FL 5 LOS ANGELES, CA 90067	\$ 620,310.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" 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.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

Y&S NAZARIAN FAMILY FOUNDATION95-4774321**Part II Noncash Property (see instructions)**

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	<u>13,340 SHARES QUALCOMM STOCK</u>	\$ <u>620,310.</u>	<u>12/29/09</u>
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	

Name of organization

Employer identification number

Y&S NAZARIAN FAMILY FOUNDATION**95-4774321**

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions) ► \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
1	TO PROVIDE FUNDS TO THE FOUNDATION	AUGMENT THE ASSETS OF THE FOUNDATION	TRANSFERRED INTO THE FOUNDATION'S INVESTMENT ACCOUNT AT WELLS FARGO BANK
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

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 JPM337 OF 181 UNIFI	P	12/08/08	01/13/09
b JPM337 OF 1,809 UNIFI	P	12/08/08	01/14/09
c JPM337 OF 190 UNIFI	P	12/08/08	01/15/09
d JPM337 OF 73 UNIFI	P	12/08/08	01/20/09
e JPM337 OF 37 UNIFI	P	12/08/08	01/23/09
f JPM337 OF 58 UNIIF	P	12/08/08	01/26/09
g JPM337 OF 89 UNIFI	P	12/08/08	01/28/09
h JPM337 OF 447 UNIFI	P	12/08/08	01/30/09
i JPM337 OF 75 UNIFI	P	12/08/08	02/04/09
j JPM337 OF 80 UNIFI	P	12/08/08	02/05/09
k JPM337 OF 100 UNIFI	P	12/08/08	02/06/09
l JPM337 OF 20 UNIFI	P	12/08/08	02/09/09
m JPM337 OF 35 UNIFI	P	12/08/08	02/10/09
n JPM337 46 UNIFI	P	12/08/08	02/11/09
o JPM337 255 UNIFI	P	12/08/08	02/12/09

(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 435.		851.	<416. >
b 3,783.		8,502.	<4,719. >
c 437.		893.	<456. >
d 153.		343.	<190. >
e 72.		174.	<102. >
f 100.		273.	<173. >
g 167.		418.	<251. >
h 782.		2,101.	<1,319. >
i 127.		353.	<226. >
j 117.		376.	<259. >
k 137.		470.	<333. >
l 27.		94.	<67. >
m 41.		165.	<124. >
n 53.		216.	<163. >
o 269.		1,199.	<930. >

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			<416. >
b			<4,719. >
c			<456. >
d			<190. >
e			<102. >
f			<173. >
g			<251. >
h			<1,319. >
i			<226. >
j			<259. >
k			<333. >
l			<67. >
m			<124. >
n			<163. >
o			<930. >

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 }

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

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	JPM337 636 UNIFI	P	12/08/08	02/13/09
b	JPM337 208 UNIFI	P	12/08/08	02/13/09
c	JPM337 43 UNIFI	P	12/08/08	02/17/09
d	JPM337 10 UNIFI	P	12/08/08	02/20/09
e	JPM337 9 UNIFI	P	12/08/08	02/23/09
f	JPM337 16 UNIFI	P	12/08/08	02/24/09
g	JPM337 11 UNIFI	P	12/08/08	02/25/09
h	JPM337 82 UNIFI	P	12/08/08	02/26/09
i	JPM337 7 UNIFI	P	12/08/08	02/26/09
j	JPM337 5 UNIFI	P	12/08/08	02/27/09
k	JPM337 14 UNIFI	P	12/08/08	03/03/09
l	JPM337 6,456 TRW AUTOMOTIVE	P	12/08/08	03/04/09
m	JPM337 3 UNIFI	P	12/08/08	03/04/09
n	JPM337 15 UNIFI	P	12/08/08	03/05/09
o	JPM337 72 UNIFI	P	12/08/08	03/06/09

(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 668.		2,989.	<2,321. >
b 244.		978.	<734. >
c 47.		202.	<155. >
d 9.		47.	<38. >
e 8.		42.	<34. >
f 13.		75.	<62. >
g 9.		52.	<43. >
h 54.		385.	<331. >
i 5.		33.	<28. >
j 3.		24.	<21. >
k 7.		66.	<59. >
l 13,132.		23,517.	<10,385. >
m 2.		14.	<12. >
n 8.		71.	<63. >
o 42.		338.	<296. >

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			<2,321. >
b			<734. >
c			<155. >
d			<38. >
e			<34. >
f			<62. >
g			<43. >
h			<331. >
i			<28. >
j			<21. >
k			<59. >
l			<10,385. >
m			<12. >
n			<63. >
o			<296. >

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 }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 }

Y&S NAZARIAN FAMILY FOUNDATION

CONTINUATION FOR 990-PF, PART IV
95-4774321 PAGE 3 OF 30

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
a JPM337 974 ALCOA	P	12/08/08	03/27/09
b JPM337 2,642 AMKOR TECHNOLOGY	P	12/08/08	03/27/09
c JPM337 2,148 ALLIANCE ONE INTERNATIONAL	P	12/08/08	03/27/09
d JPM337 199 ALASKA AIR GROUP	P	12/08/08	03/27/09
e JPM337 593 AK STEEL HOLDINGS	P	12/08/08	03/27/09
f JPM337 113 AMGEN	P	12/08/08	03/27/09
g JPM337 156 APOLLO GROUP	P	12/08/08	03/27/09
h JPM337 206 BP PLC	P	12/08/08	03/27/09
i JPM337 223 BOEING	P	12/08/08	03/27/09
j JPM337 315 COACH	P	12/08/08	03/27/09
k JPM337 83 CHEVRON	P	12/08/08	03/27/09
l JPM337 274 CARTERS	P	12/08/08	03/27/09
m JPM337 192 COMPUTER PROGRAMS	P	12/08/08	03/27/09
n JPM337 85 CEPHALON	P	12/08/08	03/27/09
o JPM337 265 CENTRAL GARDEN & PET	P	02/27/09	03/27/09

(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 7,608.		9,108.	<1,500. >
b 6,737.		5,440.	1,297.
c 8,592.		5,358.	3,234.
d 3,614.		5,404.	<1,790. >
e 4,738.		5,293.	<555. >
f 5,871.		6,469.	<598. >
g 11,919.		11,852.	67.
h 8,421.		9,317.	<896. >
i 8,351.		9,382.	<1,031. >
j 5,497.		6,419.	<922. >
k 5,710.		6,503.	<793. >
l 5,105.		5,394.	<289. >
m 6,221.		5,486.	735.
n 5,760.		6,464.	<704. >
o 2,109.		1,964.	145.

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			<1,500. >
b			1,297.
c			3,234.
d			<1,790. >
e			<555. >
f			<598. >
g			67.
h			<896. >
i			<1,031. >
j			<922. >
k			<793. >
l			<289. >
m			735.
n			<704. >
o			145.

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 }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 }023591
04-24-09

2	
3	

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	JPM337 217 CATERPILLAR	P	12/08/08	03/27/09
b	JPM337 116 CLOREX	P	12/08/08	03/27/09
c	JPM337 198 COCA COLA	P	12/08/08	03/27/09
d	JPM337 283 DIRECTV	P	12/08/08	03/27/09
e	JPM337 1,158 EXIDE TECHNOLOGIES	P	03/04/09	03/27/09
f	JPM337 274 EMERSON ELECTRIC	P	12/08/08	03/27/09
g	JPM337 323 FREEPORT MCMORAN	P	12/08/08	03/27/09
h	JPM337 216 GREATBATCH	P	12/08/08	03/27/09
i	JPM337 100 GENERAL MILLS	P	12/08/08	03/27/09
j	JPM337 639 HOT TOPIC	P	12/08/08	03/27/09
k	JPM337 545 HEALTH NET	P	12/08/08	03/27/09
l	JPM337 555 INGERSOL RAND	P	12/08/08	03/27/09
m	JPM337 283 ILLINOIS TOOLS WORKS	P	12/08/08	03/27/09
n	JPM337 667 INTEL	P	12/08/08	03/27/09
o	JPM337 330 KRAFT FOODS	P	12/08/08	03/27/09

(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 6,556.		9,437.	<2,881. >
b 6,018.		6,470.	<452. >
c 8,908.		9,169.	<261. >
d 6,461.		6,470.	<9. >
e 3,937.		3,449.	488.
f 7,943.		9,266.	<1,323. >
g 13,556.		6,428.	7,128.
h 4,132.		5,282.	<1,150. >
i 5,000.		6,484.	<1,484. >
j 6,927.		5,519.	1,408.
k 8,039.		5,400.	2,639.
l 8,347.		9,121.	<774. >
m 9,019.		9,230.	<211. >
n 10,265.		9,251.	1,014.
o 7,570.		9,204.	<1,634. >

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			<2,881. >
b			<452. >
c			<261. >
d			<9. >
e			488.
f			<1,323. >
g			7,128.
h			<1,150. >
i			<1,484. >
j			1,408.
k			2,639.
l			<774. >
m			<211. >
n			1,014.
o			<1,634. >

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 }

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

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	JPM337 171 MYRIAD GENETICS	P	12/08/08	03/27/09
b	JPM337 252 MCDONALDS	P	02/14/08	03/27/09
c	JPM337 459 99 CENTS	P	12/08/08	03/27/09
d	JPM337 365 NELNET	P	12/08/08	03/27/09
e	JPM337 255 NORTHWESTN CORP	P	12/08/08	03/27/09
f	JPM337 228 NTELOS	P	02/14/08	03/27/09
g	JPM337 259 NAVISTAR	P	12/08/08	03/27/09
h	JPM337 224 NUCOR	P	12/08/08	03/27/09
i	JPM337 297 OIL STATES INT'L	P	12/08/08	03/27/09
j	JPM337 361 PEOPLES	P	12/08/08	03/27/09
k	JPM337 151 SMUCKER	P	12/08/08	03/27/09
l	JPM337 111 SHERWIN WILLIAMS	P	12/08/08	03/27/09
m	JPM337 174 SOUTHERN CO	P	12/08/08	03/27/09
n	JPM337 179 THORATEC	P	12/08/08	03/27/09
o	JPM337 404 UNILEVER	P	12/08/08	03/27/09

(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 7,688.		5,416.	2,272.
b 13,938.		14,086.	<148.>
c 4,282.		5,409.	<1,127.>
d 3,289.		5,398.	<2,109.>
e 5,439.		5,364.	75.
f 4,215.		4,595.	<380.>
g 8,984.		5,306.	3,678.
h 9,088.		9,155.	<67.>
i 4,335.		5,346.	<1,011.>
j 6,364.		6,491.	<127.>
k 5,516.		6,460.	<944.>
l 5,711.		6,479.	<768.>
m 5,291.		6,477.	<1,186.>
n 4,287.		5,244.	<957.>
o 7,518.		9,203.	<1,685.>

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			2,272.
b			<148.>
c			<1,127.>
d			<2,109.>
e			75.
f			<380.>
g			3,678.
h			<67.>
i			<1,011.>
j			<127.>
k			<944.>
l			<768.>
m			<1,186.>
n			<957.>
o			<1,685.>

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 }

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

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	JPM337 204 WELLS FARGO	P	12/08/08	03/27/09
b	JPM337 1,131 ALCOA INC.	P	12/08/08	04/30/09
c	JPM337 3,069 AMKOR TECHNOLOGY INC.	P	12/08/08	04/30/09
d	JPM337 2,494 ALLIANCE ONE INTERNATIONAL INC.	P	12/08/08	04/30/09
e	JPM337 231 ALASKA AIR GROUP INC.	P	12/08/08	04/30/09
f	JPM337 688 AK STEEL HOLDING CORP	P	12/08/08	04/30/09
g	JPM337 131 AMGEN INC.	P	12/08/08	04/30/09
h	JPM337 181 APOLLO GROUP INC-CL A	P	12/08/08	04/30/09
i	JPM337 239 BP P L C SPONSORED ADR	P	12/08/08	04/30/09
j	JPM337 259 BOEING CO	P	12/08/08	04/30/09
k	JPM337 367 COACH INC	P	12/08/08	04/30/09
l	JPM337 96 CHEVRON CORPORATION	P	12/30/08	04/30/09
m	JPM337 318 CARTER'S INC.	P	12/08/08	04/30/09
n	JPM337 224 COMPUTER PROGRAMS AND SYSTEMS	P	12/08/08	04/30/09
o	JPM337 99 CEPHALON INC.	P	12/08/08	04/30/09

(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 3,278.		6,497.	<3,219.>
b 10,293.		10,576.	<283.>
c 13,933.		6,320.	7,613.
d 9,440.		6,221.	3,219.
e 3,897.		6,273.	<2,376.>
f 9,116.		6,140.	2,976.
g 6,415.		7,499.	<1,084.>
h 11,462.		13,751.	<2,289.>
i 10,164.		10,810.	<646.>
j 10,476.		10,897.	<421.>
k 9,079.		7,479.	1,600.
l 6,358.		7,522.	<1,164.>
m 6,929.		6,260.	669.
n 7,872.		6,400.	1,472.
o 6,476.		7,529.	<1,053.>

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			<3,219.>
b			<283.>
c			7,613.
d			3,219.
e			<2,376.>
f			2,976.
g			<1,084.>
h			<2,289.>
i			<646.>
j			<421.>
k			1,600.
l			<1,164.>
m			669.
n			1,472.
o			<1,053.>

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 }

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

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 JPM337 307 CENTRAL GARDEN & PET CO	P	02/27/09	04/30/09
b JPM337 253 CATERPILLAR INC.	P	12/08/08	04/30/09
c JPM337 134 CLOROX CO.	P	12/08/08	04/30/09
d JPM337 230 COCA COLA CO	P	12/08/08	04/30/09
e JPM337 329 DIRECTV CORP.	P	12/08/08	04/30/09
f JPM337 1,345 EXIDE TECHNOLOGY	P	03/04/09	04/30/09
g JPM337 319 EMMERSON ELECTRIC CO.	P	12/08/08	04/30/09
h JPM337 375 FREEPORT MCMORAN COPPER & GOLD	P	12/08/08	04/30/09
i JPM337 251 GREATBATCH	P	12/08/08	04/30/09
j JPM337 116 GENERAL MILLS INC.	P	12/08/08	04/30/09
k JPM337 742 HOT TOPIC INC.	P	12/08/08	04/30/09
l JPM337 632 HEALTH NET INC.	P	12/08/08	04/30/09
m JPM337 645 INGERSOLL RAND CO LTD	P	12/08/08	04/30/09
n JPM337 329 ILLINOIS TOOL WORKS INC.	P	12/08/08	04/30/09
o JPM337 775 INTEL CORP	P	12/08/08	04/30/09

(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 2,953.		2,275.	678.
b 9,067.		11,002.	<1,935.>
c 7,433.		7,474.	<41.>
d 9,940.		10,651.	<711.>
e 8,110.		7,522.	588.
f 7,166.		4,006.	3,160.
g 10,897.		10,787.	110.
h 16,185.		7,463.	8,722.
i 5,288.		6,138.	<850.>
j 5,833.		7,521.	<1,688.>
k 9,154.		6,409.	2,745.
l 9,088.		6,262.	2,826.
m 14,190.		10,600.	3,590.
n 10,929.		10,730.	199.
o 12,252.		10,749.	1,503.

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			678.
b			<1,935.>
c			<41.>
d			<711.>
e			588.
f			3,160.
g			110.
h			8,722.
i			<850.>
j			<1,688.>
k			2,745.
l			2,826.
m			3,590.
n			199.
o			1,503.

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 }

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

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	JPM337 383 KRAFT FOODS INC.	P	12/08/08	04/30/09
b	JPM337 199 MYRIAD GENETICS INC.	P	12/08/08	04/30/09
c	JPM337 53 99 CENTS ONLY STORES	P	12/08/08	04/30/09
d	JPM337 425 NELNET INC.	P	12/08/08	04/30/09
e	JPM337 297 NORTHWESTERN COPRORATION	P	12/08/08	04/30/09
f	JPM337 301 NAVISTAR INTERNATIONAL CORP	P	12/08/08	04/30/09
g	JPM337 260 NUCOR CORP.	P	12/08/08	04/30/09
h	JPM337 345 OIL STATES INTERNATIONAL INC.	P	12/08/08	04/30/09
i	JPM337 419 PEOPLES UTD FINL INC.	P	12/08/08	04/30/09
j	JPM337 175 SMUCKER J M COMPANY	P	12/08/08	04/30/09
k	JPM337 129 SHERWIN WILLIAMS CO.	P	12/08/08	04/30/09
l	JPM337 202 SOUTHERN CO.	P	12/08/08	04/30/09
m	JPM337 208 THORATEC CORP	P	12/08/08	04/30/09
n	JPM337 470 UNILEVER PLC	P	12/08/08	04/30/09
o	JPM337 238 WELLS FARGO & CO	P	12/08/08	04/30/09

(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 8,950.		10,682.	<1,732. >
b 7,813.		6,303.	1,510.
c 5,756.		6,281.	<525. >
d 2,577.		6,285.	<3,708. >
e 6,216.		6,247.	<31. >
f 11,353.		6,166.	5,187.
g 10,509.		10,626.	<117. >
h 6,492.		6,210.	282.
i 6,612.		7,534.	<922. >
j 6,911.		7,486.	<575. >
k 7,367.		7,530.	<163. >
l 5,828.		7,519.	<1,691. >
m 6,044.		6,094.	<50. >
n 9,165.		10,706.	<1,541. >
o 4,784.		7,580.	<2,796. >

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			<1,732. >
b			1,510.
c			<525. >
d			<3,708. >
e			<31. >
f			5,187.
g			<117. >
h			282.
i			<922. >
j			<575. >
k			<163. >
l			<1,691. >
m			<50. >
n			<1,541. >
o			<2,796. >

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 }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 }

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 JPM337 846 ALCOA INC.	P	12/08/08	05/08/09
b JPM337 2,295 AMKOR TECHNOLOGY INC.	P	12/08/08	05/08/09
c JPM337 1865 ALLIANCE ONE INTERNATIONAL INC.	P	12/08/08	05/08/09
d JPM337 172 ALASKA AIR GROUP INC.	P	12/08/08	05/08/09
e JPM337 515 AK STEEL HOLDING CORP.	P	12/08/08	05/08/09
f JPM337 136 APOLLO GROUP INC-CL A	P	12/08/08	05/08/09
g JPM337 98 AMGEN INC.	P	12/08/08	05/08/09
h JPM337 179 BP P L C SPONSORED ADR	P	12/08/08	05/08/09
i JPM337 194 BOEING CO.	P	12/08/08	05/08/09
j JPM337 274 COACH INC.	P	12/08/08	05/08/09
k JPM337 72 CHEVRON CORPORATION	P	12/08/08	05/08/09
l JPM337 238 CARTER'S INC.	P	12/08/08	05/08/09
m JPM337 167 COMPUTER PROGRAMS & SYSTEMS	P	12/08/08	05/08/09
n JPM337 75 CEPHALON INC.	P	12/08/08	05/08/09
o JPM337 124 CENTRAL GARDEN & PET CO	P	02/27/09	05/08/09

(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 8,495.		7,911.	584.
b 8,950.		4,726.	4,224.
c 7,945.		4,652.	3,293.
d 3,024.		4,671.	<1,647. >
e 7,091.		4,596.	2,495.
f 7,803.		10,332.	<2,529. >
g 4,662.		5,610.	<948. >
h 8,669.		8,096.	573.
i 8,850.		8,162.	688.
j 7,103.		5,584.	1,519.
k 5,070.		5,641.	<571. >
l 5,348.		4,685.	663.
m 5,863.		4,772.	1,091.
n 4,940.		5,704.	<764. >
o 1,201.		919.	282.

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			584.
b			4,224.
c			3,293.
d			<1,647. >
e			2,495.
f			<2,529. >
g			<948. >
h			573.
i			688.
j			1,519.
k			<571. >
l			663.
m			1,091.
n			<764. >
o			282.

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 }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 }

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 JPM337 100 CLOROX CO			P	12/08/08	05/08/09
b JPM337 172 COCA COLA CO			P	12/08/08	05/08/09
c JPM337 246 DIRECTV GROUP INC.			P	12/08/08	05/08/09
d JPM337 1006 EXIDE TECHNOLOGIES			P	03/04/09	05/08/09
e JPM337 238 EMERSON ELECTRIC CO.			P	12/08/08	05/08/09
f JPM337 280 FREEPORT MCMORAN COPPER & GOLD INC.			P	12/08/08	05/08/09
g JPM337 87 GENERAL MILLS INC.			P	12/08/08	05/08/09
h JPM337 187 GREATBATCH INC.			P	12/08/08	05/08/09
i JPM337 555 HOT TOPIC, INC.			P	12/08/08	05/08/09
j JPM337 473 HEALTHNET INC.			P	12/08/08	05/08/09
k JPM337 482 INGERSOLL RAND CO LTD			P	12/08/08	05/08/09
l JPM337 246 ILLINOIS TOOL WORKS INC.			P	12/08/08	05/08/09
m JPM337 579 INTEL CORP.			P	12/08/08	05/08/09
n JPM337 287 KRAFT FOODS INC.			P	12/08/08	05/08/09
o JPM337 148 MYRIAD GENETICS, INC.			P	12/08/08	05/08/09

(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 5,249.		5,578.	<329.>
b 7,365.		7,965.	<600.>
c 6,093.		5,624.	469.
d 6,661.		2,996.	3,665.
e 8,677.		8,048.	629.
f 14,534.		5,572.	8,962.
g 4,668.		5,641.	<973.>
h 4,226.		4,573.	<347.>
i 5,529.		4,794.	735.
j 8,197.		4,687.	3,510.
k 11,230.		7,921.	3,309.
l 8,536.		8,023.	513.
m 8,841.		8,031.	810.
n 7,321.		8,004.	<683.>
o 4,561.		4,687.	<126.>

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			<329.>
b			<600.>
c			469.
d			3,665.
e			629.
f			8,962.
g			<973.>
h			<347.>
i			735.
j			3,510.
k			3,309.
l			513.
m			810.
n			<683.>
o			<126.>

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 }

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

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 JPM337 398 99 CENTS ONLY STORES			P	12/08/08	05/08/09
b JPM337 317 NELNET INC.			P	12/08/08	05/08/09
c JPM337 222 NORTHWESTERN CORPORATION			P	12/08/08	05/08/09
d JPM337 225 NAVISTAR INTERNATIONAL CORP.			P	12/08/08	05/08/09
e JPM337 195 NUCOR CORP.			P	12/08/08	05/08/09
f JPM337 258 OIL STATES INTERNATIONAL INC.			P	12/08/08	05/08/09
g JPM337 313 PEOPLES UTD FINL INC.			P	12/08/08	05/08/09
h JPM337 131 SMUCKER J M COMPANY			P	12/08/08	05/08/09
i JPM337 96 SHERMAN WILLIAMS CO.			P	12/08/08	05/08/09
j JPM337 151 SOUTHERN CO.			P	12/08/08	05/08/09
k JPM337 155 THORATEC CORP.			P	12/08/08	05/08/09
l JPM337 351 UNILEVER PLC			P	12/08/08	05/08/09
m JPM337 177 WELLS FARGO AND CO.			P	12/08/08	05/08/09
n JPM337 106 CENTRAL GARDEN & PET CO			P	03/03/09	05/08/09
o JPM337 275 PFIZER INC			P	12/08/08	05/08/09

(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 3,900.		4,690.	<790.>
b 2,070.		4,688.	<2,618.>
c 4,935.		4,670.	265.
d 9,355.		4,609.	4,746.
e 8,529.		7,969.	560.
f 5,300.		4,644.	656.
g 5,092.		5,628.	<536.>
h 5,351.		5,604.	<253.>
i 5,467.		5,604.	<137.>
j 4,403.		5,621.	<1,218.>
k 4,670.		4,541.	129.
l 7,684.		7,996.	<312.>
m 4,664.		5,637.	<973.>
n 1,027.		690.	337.
o 3,968.		4,675.	<707.>

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			<790.>
b			<2,618.>
c			265.
d			4,746.
e			560.
f			656.
g			<536.>
h			<253.>
i			<137.>
j			<1,218.>
k			129.
l			<312.>
m			<973.>
n			337.
o			<707.>

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 }

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 }

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	JPM337 455 ALCOA INC.	P	12/08/08	06/01/09
b	JPM337 1,237 AMKOR TECHNOLOGY INC.	P	12/08/08	06/01/09
c	JPM337 1,005 ALLIANCE ONE INTERNATIONAL INC.	P	12/08/08	06/01/09
d	JPM337 93 ALASKA AIR GROUP INC.	P	12/08/08	06/01/09
e	JPM337 277 AK STEEL HOLDING CORP.	P	12/08/08	06/01/09
f	JPM337 53 AMGEN INC.	P	12/08/08	06/01/09
g	JPM337 73 APOLLO GROUP INC-CL A	P	12/08/08	06/01/09
h	JPM337 96 BP P L C SPONSORED ADR	P	12/08/08	06/01/09
i	JPM337 104 BOEING CO	P	12/08/08	06/01/09
j	JPM337 148 COACH INC.	P	12/08/08	06/01/09
k	JPM337 39 CHEVRON CORPORATION	P	12/08/08	06/01/09
l	JPM337 128 CARTER'S INC.	P	12/08/08	06/01/09
m	JPM337 90 COMPUTER PROGRAMS & SYSTEMS	P	12/08/08	06/01/09
n	JPM337 40 CEPHALON INC.	P	12/08/08	06/01/09
o	JPM337 124 CENTRAL GARDEN & PET CO.	P	03/03/09	06/01/09

(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 4,513.		4,255.	258.
b 5,888.		2,547.	3,341.
c 5,035.		2,507.	2,528.
d 1,482.		2,525.	<1,043.>
e 4,318.		2,472.	1,846.
f 2,663.		3,034.	<371.>
g 4,426.		5,546.	<1,120.>
h 4,962.		4,342.	620.
i 4,919.		4,376.	543.
j 4,175.		3,016.	1,159.
k 2,689.		3,056.	<367.>
l 3,200.		2,520.	680.
m 3,067.		2,572.	495.
n 2,287.		3,042.	<755.>
o 1,428.		807.	621.

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			258.
b			3,341.
c			2,528.
d			<1,043.>
e			1,846.
f			<371.>
g			<1,120.>
h			620.
i			543.
j			1,159.
k			<367.>
l			680.
m			495.
n			<755.>
o			621.

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 }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 }

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	JPM337 101 CATERPILLAR INC.	P	12/08/08	06/01/09
b	JPM337 54 CLOROX CO	P	12/08/08	06/01/09
c	JPM337 93 COCA COLA CO.	P	12/08/08	06/01/09
d	JPM337 133 DIRECTV GROUP INC.	P	12/08/08	06/01/09
e	JPM337 542 EXIDE TECHNOLOGIES	P	03/04/09	06/01/09
f	JPM337 128 EMERSON ELECTRIC CO	P	12/08/08	06/01/09
g	JPM337 151 FREEPORT MCMORAN COPPER & GOLD	P	12/08/08	06/01/09
h	JPM337 101 GREATBATCH INC.	P	12/08/08	06/01/09
i	JPM337 47 GENERAL MILLS	P	12/08/08	06/01/09
j	JPM337 299 HOT TOPIC INC.	P	12/08/08	06/01/09
k	JPM337 255 HEALTHNET INC.	P	12/08/08	06/01/09
l	JPM337 260 INGERSOLL RAND CO LTD	P	12/08/08	06/01/09
m	JPM337 132 ILLINOIS TOOL WORKS INC.	P	12/08/08	06/01/09
n	JPM337 312 INTEL CORP.	P	12/08/08	06/01/09
o	JPM337 154 KRAFT FOODS INC.	P	12/08/08	06/01/09

(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 3,776.		4,392.	<616.>
b 2,867.		3,012.	<145.>
c 4,543.		4,307.	236.
d 3,074.		3,041.	33.
e 3,564.		1,614.	1,950.
f 4,351.		4,328.	23.
g 8,860.		3,005.	5,855.
h 2,117.		2,470.	<353.>
i 2,435.		3,047.	<612.>
j 2,213.		2,583.	<370.>
k 3,924.		2,527.	1,397.
l 5,730.		4,273.	1,457.
m 4,702.		4,305.	397.
n 5,121.		4,327.	794.
o 4,072.		4,295.	<223.>

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			<616.>
b			<145.>
c			236.
d			33.
e			1,950.
f			23.
g			5,855.
h			<353.>
i			<612.>
j			<370.>
k			1,397.
l			1,457.
m			397.
n			794.
o			<223.>

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 }

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

Y&S NAZARIAN FAMILY FOUNDATION

CONTINUATION FOR 990-PF, PART IV
95-4774321 PAGE 14 OF 30

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	JPM337 80 MYRIAD GENETICS INC.	P	12/08/08	06/01/09
b	JPM337 215 99 CENTS ONLY STORES	P	12/08/08	06/01/09
c	JPM337 171 NELNET INC.	P	12/08/08	06/01/09
d	JPM337 120 NORTHWESTERN CORPORATION	P	12/08/08	06/01/09
e	JPM337 121 NAVISTAR INTERNATIONAL CORP.	P	12/08/08	06/01/09
f	JPM337 105 NUCOR CORP.	P	12/08/08	06/01/09
g	JPM337 139 OIL STATES INTERNATIONAL INC.	P	12/08/08	06/01/09
h	JPM337 169 PEOPLES UTD FINL INC.	P	12/08/08	06/01/09
i	JPM337 431 PFIZER INC.	P	12/08/08	06/01/09
j	JPM337 71 SMUCKER J M COMPANY	P	12/08/08	06/01/09
k	JPM337 52 SHERWIN WILLIAMS CO.	P	12/08/08	06/01/09
l	JPM337 81 SOUTHERN CO.	P	12/08/08	06/01/09
m	JPM337 84 THORATEC CORP.	P	12/08/08	06/01/09
n	JPM337 190 UNILEVER PLC	P	12/08/08	06/01/09
o	JPM337 96 WELLS FARGO & CO.	P	12/08/08	06/01/09

(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 3,002.		2,534.	468.
b 2,128.		2,534.	<406. >
c 1,358.		2,529.	<1,171. >
d 2,647.		2,524.	123.
e 4,857.		2,479.	2,378.
f 4,887.		4,291.	596.
g 3,906.		2,502.	1,404.
h 2,618.		3,039.	<421. >
i 6,383.		7,327.	<944. >
j 2,945.		3,037.	<92. >
k 2,804.		3,035.	<231. >
l 2,330.		3,015.	<685. >
m 2,056.		2,461.	<405. >
n 4,590.		4,328.	262.
o 2,494.		3,058.	<564. >

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			468.
b			<406. >
c			<1,171. >
d			123.
e			2,378.
f			596.
g			1,404.
h			<421. >
i			<944. >
j			<92. >
k			<231. >
l			<685. >
m			<405. >
n			262.
o			<564. >

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 }

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 }923591
04-24-09

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	JPM337 36 EXXON MOBIL CORP.	P	12/08/08	06/01/09
b	JPM337 252 ALCOA INC.	P	12/08/08	06/23/09
c	JPM337 683 AMKOR TECHNOLOGY INC.	P	12/08/08	06/23/09
d	JPM337 555 ALLIANCE ONE INTERNATIONAL INC.	P	12/08/08	06/23/09
e	JPM337 51 ALASKA AIR GROUP INC.	P	12/08/08	06/23/09
f	JPM337 153 AK STEEL HOLDING CORP	P	12/08/08	06/23/09
g	JPM337 29 AMGEN INC.	P	12/08/08	06/23/09
h	JPM337 40 APOLLO GROUP INC.-CL A	P	12/08/08	06/23/09
i	JPM337 53 BP P L C SPONSORED ADR	P	12/08/08	06/23/09
j	JPM337 58 BOEING CO.	P	12/08/08	06/23/09
k	JPM337 81 COACH INC.	P	12/08/08	06/23/09
l	JPM337 22 CHEVRON	P	12/08/08	06/23/09
m	JPM337 71 CARTER'S INC	P	12/08/08	06/23/09
n	JPM337 50 COMPUTER PROGRAMS & SYSTEMS	P	12/08/08	06/23/09
o	JPM337 22 CEPHALON INC.	P	12/08/08	06/23/09

(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 2,565.		2,837.	<272.>
b 2,522.		2,356.	166.
c 2,944.		1,406.	1,538.
d 2,160.		1,384.	776.
e 840.		1,385.	<545.>
f 2,693.		1,366.	1,327.
g 1,483.		1,660.	<177.>
h 2,580.		3,039.	<459.>
i 2,506.		2,397.	109.
j 2,525.		2,440.	85.
k 2,048.		1,651.	397.
l 1,461.		1,724.	<263.>
m 1,633.		1,398.	235.
n 1,834.		1,429.	405.
o 1,247.		1,673.	<426.>

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			<272.>
b			166.
c			1,538.
d			776.
e			<545.>
f			1,327.
g			<177.>
h			<459.>
i			109.
j			85.
k			397.
l			<263.>
m			235.
n			405.
o			<426.>

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 }

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 }

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	JPM337 68 CENTRAL GARDEN & PET CO	P	03/03/09	06/23/09
b	JPM337 56 CATERPILLAR	P	12/08/08	06/23/09
c	JPM337 30 CLOROX CO.	P	12/08/08	06/23/09
d	JPM337 51 COCA COLA CO.	P	12/08/08	06/23/09
e	JPM337 73 DIRECTV GROUP INC.	P	12/08/08	06/23/09
f	JPM337 51 EXXON MOBIL CORP.	P	12/08/08	06/23/09
g	JPM337 299 EXIDE TECHNOLOGIES	P	03/04/09	06/23/09
h	JPM337 71 EMERSON ELECTRIC CO.	P	12/08/08	06/23/09
i	JPM337 83 FREEPORT MCMORAN COPPER & GOLD INC.	P	12/08/08	06/23/09
j	JPM337 56 GREATBATCH	P	12/08/08	06/23/09
k	JPM337 26 GENERAL MILLS	P	12/08/08	06/23/09
l	JPM337 165 HOT TOPIC INC.	P	12/08/08	06/23/09
m	JPM337 141 HEALTHNET INC.	P	12/08/08	06/23/09
n	JPM337 143 INGERSOLL RAND CO LTD	P	12/08/08	06/23/09
o	JPM337 73 ILLINOIS TOOL WORKS INC.	P	12/08/08	06/23/09

(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 691.		443.	248.
b 1,849.		2,435.	<586.>
c 1,662.		1,673.	<11.>
d 2,446.		2,362.	84.
e 1,734.		1,669.	65.
f 3,536.		4,019.	<483.>
g 933.		891.	42.
h 2,256.		2,401.	<145.>
i 3,949.		1,652.	2,297.
j 1,250.		1,370.	<120.>
k 1,429.		1,686.	<257.>
l 1,160.		1,425.	<265.>
m 2,021.		1,397.	624.
n 2,951.		2,350.	601.
o 2,548.		2,381.	167.

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			248.
b			<586.>
c			<11.>
d			84.
e			65.
f			<483.>
g			42.
h			<145.>
i			2,297.
j			<120.>
k			<257.>
l			<265.>
m			624.
n			601.
o			167.

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 }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 }

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	JPM337 172 INTEL CORP	P	12/08/08	06/23/09
b	JPM337 85 KRAFT FOODS INC.	P	12/08/08	06/23/09
c	JPM337 44 MYRIAD GENETICS INC.	P	12/08/08	06/23/09
d	JPM337 119 99 CENT ONLY STORES	P	12/08/08	06/23/09
e	JPM337 94 NELNET INC.	P	12/08/08	06/23/09
f	JPM337 66 NORTHWESTERN CORPORATION	P	12/08/08	06/23/09
g	JPM337 67 NAVISTAR INTERNATIONAL CORP.	P	12/08/08	06/23/09
h	JPM337 58 NUCOR CORP	P	12/08/08	06/23/09
i	JPM337 77 OIL STATES INTERNATIONAL INC.	P	12/08/08	06/23/09
j	JPM337 93 PEOPLES UTD FINL INC.	P	12/08/08	06/23/09
k	JPM337 238 PFIZER INC.	P	12/08/08	06/23/09
l	JPM337 39 SMUCKER J M COMPANY	P	12/08/08	06/23/09
m	JPM337 29 SHERWIN WILLIAMS	P	12/08/08	06/23/09
n	JPM337 45 SOUTHERN CO	P	12/08/08	06/23/09
o	JPM337 46 THORATEC CORP.	P	12/08/08	06/23/09

(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 2,728.		2,386.	342.
b 2,175.		2,371.	<196.>
c 1,555.		1,394.	161.
d 1,611.		1,402.	209.
e 1,041.		1,390.	<349.>
f 1,474.		1,388.	86.
g 2,931.		1,373.	1,558.
h 2,554.		2,370.	184.
i 1,836.		1,386.	450.
j 1,394.		1,672.	<278.>
k 3,513.		4,046.	<533.>
l 1,867.		1,668.	199.
m 1,522.		1,693.	<171.>
n 1,393.		1,675.	<282.>
o 1,122.		1,348.	<226.>

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			342.
b			<196.>
c			161.
d			209.
e			<349.>
f			86.
g			1,558.
h			184.
i			450.
j			<278.>
k			<533.>
l			199.
m			<171.>
n			<282.>
o			<226.>

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 }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 }

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	JPM337 105 UNILVER PLC	P	12/08/08	06/23/09
b	JPM337 53 WELLS FARGO & CO.	P	12/08/08	06/23/09
c	JPM337 11 MYRAID PHARMACEUTICALS	P	12/08/08	07/08/09
d	JPM337 249 ALCOA INC.	P	12/08/08	07/08/09
e	JPM337 676 AMKOR TECHNOLOGY INC.	P	12/08/08	07/08/09
f	JPM337 550 ALLIANCE ONE INTERNATIONAL INC.	P	12/08/08	07/08/09
g	JPM337 51 ALASKA AIR GROUP INC.	P	12/08/08	07/08/09
h	JPM337 AK STEEL HOLDING CORP	P	12/08/08	07/08/09
i	JPM337 29 AMGEN INC.	P	12/08/08	07/08/09
j	JPM337 40 APOLLO GROUP INC-CL A	P	12/08/08	07/08/09
k	JPM337 53 BP P L C SPONSORED ADR	P	12/08/08	07/08/09
l	JPM337 57 BOEING CO.	P	12/08/08	07/08/09
m	JPM337 81 COACH INC.	P	12/08/08	07/08/09
n	JPM337 21 CHEVRON CORPORATION	P	12/08/08	07/08/09
o	JPM337 70 CARTER'S INC.	P	12/08/08	07/08/09

(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 2,572.		2,392.	180.
b 1,226.		1,688.	<462. >
c 55.			55.
d 2,254.		2,328.	<74. >
e 2,799.		1,392.	1,407.
f 2,134.		1,372.	762.
g 958.		1,385.	<427. >
h 2,251.		1,357.	894.
i 1,751.		1,660.	91.
j 2,640.		3,039.	<399. >
k 2,371.		2,397.	<26. >
l 2,242.		2,398.	<156. >
m 1,920.		1,651.	269.
n 1,305.		1,645.	<340. >
o 1,604.		1,378.	226.

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			180.
b			<462. >
c			55.
d			<74. >
e			1,407.
f			762.
g			<427. >
h			894.
i			91.
j			<399. >
k			<26. >
l			<156. >
m			269.
n			<340. >
o			226.

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 }

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 }

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	JPM337 49 COMPUTER PROGRAMS & SYSTEMS	P	12/08/08	07/08/09
b	JPM337 22 CEPHALON INC.	P	12/08/08	07/08/09
c	JPM337 68 CENTRAL GARDEN & PET CO	P	03/03/09	07/08/09
d	JPM337 56 CATERPILLAR INC.	P	12/08/08	07/08/09
e	JPM337 30 CLOROX INC.	P	12/08/08	07/08/09
f	JPM337 51 COCA COLA CO.	P	12/08/08	07/08/09
g	JPM337 73 DIRECTV GROUP INC.	P	12/08/08	07/08/09
h	JPM337 51 EXXON MOBIL CORP.	P	12/08/08	07/08/09
i	JPM337 296 EXIDE TECHNOLOGIES	P	03/04/09	07/08/09
j	JPM337 70 EMERSON ELECTRIC CO.	P	12/08/08	07/08/09
k	JPM337 83 FREEPORT MCMORAN COPPER & GOLD	P	12/08/08	07/08/09
l	JPM337 55 GREATBATCH INC.	P	12/08/08	07/08/09
m	JPM337 25 GENERAL MILLS INC.	P	12/08/08	07/08/09
n	JPM337 163 HOT TOPIC INC.	P	12/08/08	07/08/09
o	JPM337 139 HEALTHNET INC.	P	12/08/08	07/08/09

(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 1,703.		1,400.	303.
b 1,204.		1,673.	<469.>
c 662.		443.	219.
d 1,682.		2,435.	<753.>
e 1,688.		1,673.	15.
f 2,472.		2,362.	110.
g 1,692.		1,669.	23.
h 3,354.		4,019.	<665.>
i 971.		882.	89.
j 2,132.		2,367.	<235.>
k 3,658.		1,652.	2,006.
l 1,129.		1,345.	<216.>
m 1,472.		1,621.	<149.>
n 1,131.		1,408.	<277.>
o 1,972.		1,377.	595.

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			303.
b			<469.>
c			219.
d			<753.>
e			15.
f			110.
g			23.
h			<665.>
i			89.
j			<235.>
k			2,006.
l			<216.>
m			<149.>
n			<277.>
o			595.

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 }

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 }

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	JPM337 73 ILLIONIOS TOOL WORKS INC,	P	12/08/08	07/08/09
b	JPM337 171 INTEL CORP	P	12/08/08	07/08/09
c	JPM337 85 KRAFT FOODS INC	P	12/08/08	07/08/09
d	JPM337 44 MYRIAD GENETICS INC.	P	12/08/08	07/08/09
e	JPM337 117 99 CENT ONLY STORES	P	12/08/08	07/08/09
f	JPM337 94 NELNET INC.	P	12/08/08	07/08/09
g	JPM337 65 NORTHWESTERN CORPORATION	P	12/08/08	07/08/09
h	JPM337 66 NAVISTAR INTERNATIONAL CORP.	P	12/08/08	07/08/09
i	JPM337 57 NUCOR CORP.	P	12/08/08	07/08/09
j	JPM337 76 OIL STATES INTERNANTIONAL INC.	P	12/08/08	07/08/09
k	JPM337 92 PEOPLES UTD FINL INC.	P	12/08/08	07/08/09
l	JPM337 236 PFIZER INC.	P	12/08/08	07/08/09
m	JPM337 38 SMUCKER J M COMPANY	P	12/08/08	07/08/09
n	JPM337 28 SHERWIN WILLIAMS CO.	P	12/08/08	07/08/09
o	JPM337 44 SOUTHERN CO.	P	12/08/08	07/08/09

(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 2,533.		2,381.	152.
b 2,721.		2,372.	349.
c 2,170.		2,371.	<201.>
d 1,082.		1,394.	<312.>
e 1,565.		1,379.	186.
f 1,161.		1,390.	<229.>
g 1,509.		1,367.	142.
h 2,471.		1,352.	1,119.
i 2,266.		2,330.	<64.>
j 1,683.		1,368.	315.
k 1,385.		1,654.	<269.>
l 3,467.		4,012.	<545.>
m 1,842.		1,626.	216.
n 1,457.		1,634.	<177.>
o 1,364.		1,638.	<274.>

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			152.
b			349.
c			<201.>
d			<312.>
e			186.
f			<229.>
g			142.
h			1,119.
i			<64.>
j			315.
k			<269.>
l			<545.>
m			216.
n			<177.>
o			<274.>

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 }

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

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	JPM337 46 THORATEC CORP.	P	12/08/08	07/08/09
b	JPM337 103 UNILEVER PLC	P	12/08/08	07/08/09
c	JPM337 52 WELLS FARGO & CO.	P	12/08/08	07/08/09
d	JPM337 11 MYRAID GENETICS (SPINOFF 6/25/09)	P	12/08/08	07/08/09
e	JPM337 189 CATERPILLAR INC.	P	12/08/08	05/08/09
f	JPM337 142 INGERSOLL RAND PLC	P	12/08/08	07/08/09
g	NB 1,100 NOKIA	P	11/21/08	04/16/09
h	NB 1,700 PRIDE INTERNATIONAL	P	03/17/09	06/11/09
i	NB 2,900 ABBOTT LAB	P	11/21/09	07/15/09
j	NB 1,600 UNILVER N V NEW YORK	P	03/04/09	08/06/09
k	NB 3,600 NOKIA	P	11/21/09	08/28/09
l	NB 700 CAREFUSION	P	06/11/09	10/12/09
m	NB 2,400 TEEKAY CORP	P	08/12/09	11/16/09
n	NB 1,400 CARDINAL HEALTH	P	06/11/09	11/20/09
o	JPM337 308 A T & T	P	02/14/08	03/27/09

(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 1,138.		1,348.	<210.>
b 2,398.		2,346.	52.
c 1,180.		1,656.	<476.>
d 49.			49.
e 7,475.		8,219.	<744.>
f 2,799.		2,334.	465.
g 16,141.		13,725.	2,416.
h 45,881.		59,034.	<13,153.>
i 47,017.		28,248.	18,769.
j 45,593.		29,072.	16,521.
k 50,984.		44,918.	6,066.
l 16,108.		11,998.	4,110.
m 57,842.		43,555.	14,287.
n 44,529.		31,289.	13,240.
o 8,011.		11,704.	<3,693.>

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			<210.>
b			52.
c			<476.>
d			49.
e			<744.>
f			465.
g			2,416.
h			<13,153.>
i			18,769.
j			16,521.
k			6,066.
l			4,110.
m			14,287.
n			13,240.
o			<3,693.>

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 }

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

2

3

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	JPM337 378 WALT DISNEY	P	02/14/08	03/27/09
b	JPM337 198 EXXON MOBILE	P	02/16/06	03/27/09
c	JPM337 233 GENUINE PARTS	P	02/14/08	03/27/09
d	JPM337 138 GILEAD SCIENCES	P	02/14/08	03/27/09
e	JPM337 375 HOME DEPOT	P	02/15/07	03/27/09
f	JPM337 110 JOHNSON & JOHNSON	P	02/16/06	03/27/09
g	JPM337 166 KIMBERLY CLARK	P	02/16/06	03/27/09
h	JPM337 315 MICROSOFT	P	02/16/06	03/27/09
i	JPM337 922 PFIZER	P	02/16/06	03/27/09
j	JPM337 181 TOTAL S.A.	P	02/16/06	03/27/09
k	JPM337 358 AT&T INC.	P	02/14/08	04/30/09
l	JPM337 439 WALT DISNEY CO. HOLDING CO	P	02/14/08	04/30/09
m	JPM337 231 EXXON MOBILE	P	02/16/06	04/30/09
n	JPM337 270 GENUINE PARTS CO.	P	02/14/08	04/30/09
o	JPM337 160 GILEAD SCIENCES INC.	P	02/14/08	04/30/09

(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 6,985.		12,287.	<5,302.>
b 13,860.		11,787.	2,073.
c 7,173.		10,482.	<3,309.>
d 6,182.		6,201.	<19.>
e 8,850.		15,635.	<6,785.>
f 5,812.		6,466.	<654.>
g 7,913.		9,620.	<1,707.>
h 5,752.		8,385.	<2,633.>
i 12,900.		23,640.	<10,740.>
j 9,209.		11,306.	<2,097.>
k 9,193.		13,604.	<4,411.>
l 9,763.		14,270.	<4,507.>
m 15,493.		13,751.	1,742.
n 9,220.		12,146.	<2,926.>
o 7,264.		7,189.	75.

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			<5,302.>
b			2,073.
c			<3,309.>
d			<19.>
e			<6,785.>
f			<654.>
g			<1,707.>
h			<2,633.>
i			<10,740.>
j			<2,097.>
k			<4,411.>
l			<4,507.>
m			1,742.
n			<2,926.>
o			75.

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 }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 }

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 JPM337 435 HOME DEPOT INC.	P	02/15/07	04/30/09
b JPM337 127 JOHNSON & JOHNSON	P	02/16/06	04/30/09
c JPM337 193 KIMBERLY CLARK CORP.	P	02/16/06	04/30/09
d JPM337 293 MCDONALDS CORP	P	02/14/08	04/30/09
e JPM337 366 MICROSOFT CORP.	P	02/16/06	04/30/09
f JPM337 265 NTELOS HOLDINGS CORP	P	02/14/08	04/30/09
g JPM337 1,070 PFIZER INC.	P	02/16/06	04/30/09
h JPM337 210 TOTAL S.A.	P	02/16/06	04/30/09
i JPM337 267 AT&T INC.	P	02/14/08	05/08/09
j JPM337 328 WALT DISNEY CO HOLDINGS CO	P	02/14/08	05/08/09
k JPM337 172 EXXON MOBIL CORP	P	02/16/06	05/08/09
l JPM337 202 GENUINE PARTS CO.	P	02/14/08	05/08/09
m JPM337 120 GILEAD SCIENCES, INC.	P	02/14/08	05/08/09
n JPM337 85 HOME DEPOT INC	P	02/15/07	05/08/09
o JPM337 241 HOME DEPOT INC.	P	02/14/08	05/08/09

(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 11,537.		18,137.	<6,600. >
b 6,584.		7,465.	<881. >
c 9,457.		11,185.	<1,728. >
d 15,699.		16,377.	<678. >
e 7,411.		9,742.	<2,331. >
f 4,245.		5,340.	<1,095. >
g 14,413.		27,435.	<13,022. >
h 10,509.		13,117.	<2,608. >
i 6,776.		10,146.	<3,370. >
j 8,367.		10,662.	<2,295. >
k 12,168.		10,239.	1,929.
l 6,787.		9,087.	<2,300. >
m 5,334.		5,392.	<58. >
n 2,150.		3,544.	<1,394. >
o 6,097.		6,672.	<575. >

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			<6,600. >
b			<881. >
c			<1,728. >
d			<678. >
e			<2,331. >
f			<1,095. >
g			<13,022. >
h			<2,608. >
i			<3,370. >
j			<2,295. >
k			1,929.
l			<2,300. >
m			<58. >
n			<1,394. >
o			<575. >

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 }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 }

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	JPM337 95 JOHNSON & JOHNSON	P	02/16/06	05/08/09
b	JPM337 145 KIMBERLY CLARK CORP.	P	02/16/06	05/08/09
c	JPM337 219 MCDONALDS CORP.	P	02/14/06	05/08/09
d	JPM337 274 MICROSOFT CORP.	P	02/16/06	05/08/09
e	JPM337 198 NTELLOS HOLDINGS CORP.	P	02/14/08	05/08/09
f	JPM337 139 PFIZER INC.	P	02/16/06	05/08/09
g	JPM337 149 PFIZER INC.	P	02/15/07	05/08/09
h	JPM337 238 PFIZER INC.	P	02/14/08	05/08/09
i	JPM337 157 TOTAL S.A.	P	02/16/06	05/08/09
j	JPM337 144 AT&T INC.	P	02/14/08	06/01/09
k	JPM337 177 WALT DISNEY CO HOLDING CO	P	02/14/08	06/01/09
l	JPM337 57 EXXON MOBIL CORP.	P	02/16/06	06/01/09
m	JPM337 109 GENUINE PARTS CO.	P	02/14/08	06/01/09
n	JPM337 65 GILEAD SCIENCES INC.	P	02/14/08	06/01/09
o	JPM337 175 HOME DEPOT	P	02/14/08	06/01/09

(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 5,239.		5,584.	<345.>
b 7,525.		8,403.	<878.>
c 12,023.		12,241.	<218.>
d 5,283.		7,293.	<2,010.>
e 3,938.		3,990.	<52.>
f 2,006.		3,564.	<1,558.>
g 2,150.		3,947.	<1,797.>
h 3,434.		5,353.	<1,919.>
i 8,826.		9,807.	<981.>
j 3,555.		5,472.	<1,917.>
k 4,421.		5,753.	<1,332.>
l 4,061.		3,393.	668.
m 3,837.		4,904.	<1,067.>
n 2,777.		2,921.	<144.>
o 4,247.		4,844.	<597.>

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			<345.>
b			<878.>
c			<218.>
d			<2,010.>
e			<52.>
f			<1,558.>
g			<1,797.>
h			<1,919.>
i			<981.>
j			<1,917.>
k			<1,332.>
l			668.
m			<1,067.>
n			<144.>
o			<597.>

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 }3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8 } 3

Part 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	JPM337 51 JOHNSON & JOHNSON	P	02/16/06	06/01/09
b	JPM337 78 KIMBERLY CLARK CORP.	P	02/16/06	06/01/09
c	JPM337 118 MCDONALD'S CORP.	P	02/14/08	06/01/09
d	JPM337 147 MICROSOFT CORP.	P	02/16/06	06/01/09
e	JPM337 107 NTELOS HOLDINGS CORP.	P	02/14/08	06/01/09
f	JPM337 84 TOTAL S.A.	P	02/16/06	06/01/09
g	JPM337 80 AT&T	P	02/14/08	06/23/09
h	JPM337 98 WALT DISNEY CO HOLDING CO.	P	02/14/08	06/23/09
i	JPM337 60 GENUINE PARTS CO.	P	02/14/08	06/23/09
j	JPM337 36 GILEAD SCIENCES INC.	P	02/14/08	06/23/09
k	JPM337 97 HOME DEPOT INC.	P	02/14/08	06/23/09
l	JPM337 29 JOHNSON & JOHNSON	P	02/16/06	06/23/09
m	JPM337 43 KIMBERLY CLARK CORP	P	02/16/06	06/23/09
n	JPM337 65 MCDONALDS CORP.	P	02/14/08	06/23/09
o	JPM337 81 MICROSOFT CORP	P	02/16/06	06/23/09

(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 2,820.		2,998.	<178.>
b 4,149.		4,520.	<371.>
c 7,036.		6,596.	440.
d 3,124.		3,913.	<789.>
e 2,008.		2,156.	<148.>
f 4,990.		5,247.	<257.>
g 1,973.		3,040.	<1,067.>
h 2,253.		3,185.	<932.>
i 1,929.		2,699.	<770.>
j 1,674.		1,618.	56.
k 2,225.		2,685.	<460.>
l 1,599.		1,705.	<106.>
m 2,200.		2,492.	<292.>
n 3,702.		3,633.	69.
o 1,907.		2,156.	<249.>

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			<178.>
b			<371.>
c			440.
d			<789.>
e			<148.>
f			<257.>
g			<1,067.>
h			<932.>
i			<770.>
j			56.
k			<460.>
l			<106.>
m			<292.>
n			69.
o			<249.>

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 }

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 }

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	JPM337 59 NTELLOS HOLDINGS CORP.	P	02/14/08	06/23/09
b	JPM337 47 TOTAL S.A.	P	02/16/06	06/23/09
c	JPM337 79 AT&T INC	P	02/14/08	07/08/09
d	JPM337 96 WALT DISNEY HOLDING CO.	P	02/14/08	07/08/09
e	JPM337 60 GENUINE PARTS CO.	P	02/14/08	07/08/09
f	JPM337 35 GILEAD SCIENCES INC.	P	02/14/08	07/08/09
g	JPM337 96 HOME DEPOT INC.	P	02/14/08	07/08/09
h	JPM337 28 JOHNSON & JOHNSON	P	02/16/06	07/08/09
i	JPM337 26 @ KIMBERLY CLARK CORP.	P	02/16/06	07/08/09
j	JPM337 16 @ KIMBERLY CLARK CORP.	P	02/14/08	07/08/09
k	JPM337 64 MCDONALD'S CORP	P	02/14/08	07/08/09
l	JPM337 81 MICROSOFT CORP.	P	02/16/06	07/08/09
m	JPM337 59 NTELLOS HOLDINGS CORP	P	02/14/08	07/08/09
n	JPM337 45 TOTAL S.A.	P	02/16/06	07/08/09
o	JPM337 1 TOTAL S.A.	P	02/15/07	07/08/09

(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 1,050.		1,189.	<139.>
b 2,514.		2,936.	<422.>
c 1,854.		3,002.	<1,148.>
d 2,121.		3,120.	<999.>
e 1,951.		2,699.	<748.>
f 1,573.		1,573.	0.
g 2,143.		2,658.	<515.>
h 1,600.		1,646.	<46.>
i 1,366.		1,507.	<141.>
j 841.		1,029.	<188.>
k 3,633.		3,577.	56.
l 1,797.		2,156.	<359.>
m 1,018.		1,189.	<171.>
n 2,261.		2,811.	<550.>
o 50.		70.	<20.>

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			<139.>
b			<422.>
c			<1,148.>
d			<999.>
e			<748.>
f			0.
g			<515.>
h			<46.>
i			<141.>
j			<188.>
k			56.
l			<359.>
m			<171.>
n			<550.>
o			<20.>

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 }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 }

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	NB 900 ROCKWELL AUTOMATION	P	09/11/07	04/29/09
b	NB 1,150 ROCKWELL AUTOMATION	P	05/08/07	04/29/09
c	NB 250 NEWS CORP	P	04/13/06	05/12/09
d	NB 2,000 NEWS CORP	P	04/10/06	06/01/09
e	NB 900 ENSCO INTERNATIONAL	P	10/23/06	06/11/09
f	NB 100 PRIDE INTERNATIONAL	P	11/21/08	06/11/09
g	NB 2,900 XEROX	P	04/09/07	07/23/09
h	NB 1,750 NEWS CORP	P	04/10/06	09/14/09
i	NB 400 XEROX	P	04/09/07	09/14/09
j	NB 5,150 TUI AG	P	07/31/07	09/29/09
k	UBS 18,836.57 ARTIO INT'L (JULIUS BAER MUTUAL FUN	P	05/03/06	06/03/09
l	UBS 9,500 ARTIO INT'L (JULIUS BAER MUTUAL FUND)	P	05/03/06	06/23/09
m	UBS 19,000 ARTIO INT'L (JULIUS BAER MUTUAL FUND)	P	05/03/06	07/08/09
n	UBS 19,000 ARTIO (JULIUS BAER MUTUAL FUND)	P	05/03/06	07/14/09
o	UBS 9,500 ARTIO (JULIUS BAER MUTUAL FUND)	P	05/03/06	07/17/09

(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 29,775.		61,770.	<31,995. >
b 38,046.		72,696.	<34,650. >
c 2,547.		4,253.	<1,706. >
d 20,608.		34,020.	<13,412. >
e 37,847.		40,252.	<2,405. >
f 2,699.		1,223.	1,476.
g 22,044.		50,543.	<28,499. >
h 20,553.		29,768.	<9,215. >
i 3,640.		6,971.	<3,331. >
j 55,299.		146,311.	<91,012. >
k 204,000.		266,537.	<62,537. >
l 93,575.		134,425.	<40,850. >
m 182,780.		268,850.	<86,070. >
n 186,770.		268,850.	<82,080. >
o 97,565.		134,425.	<36,860. >

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			<31,995. >
b			<34,650. >
c			<1,706. >
d			<13,412. >
e			<2,405. >
f			1,476.
g			<28,499. >
h			<9,215. >
i			<3,331. >
j			<91,012. >
k			<62,537. >
l			<40,850. >
m			<86,070. >
n			<82,080. >
o			<36,860. >

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 }3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8 } 3

Part 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	UBS 9,500 ARTIO (JULIUS BAER MUTUAL FUND)	P	05/03/06	07/27/09
b	UBS 9,500 ARTIO (JULIUS BAER MUTUAL FUND)	P	05/03/06	08/14/09
c	NB CASH IN LIEU	P	VARIOUS	08/28/09
d	QCOM DONATION - ZERO BASIS IN DONOR	P	VARIOUS	VARIOUS
e	FROM K-1: BAY HARBOUR 90-1	P		
f	FROM K-1: CANYON VALUE REALIZATION FUND	P		
g	FROM K-1: FPA HAWKEYE-7 FUND	P		
h	FROM K-1: GRACIE CAPITAL	P		
i	FROM K-1: LEHMAN BROTHERS LOAN OPP FUND	P		
j	FROM K-1: OAKTREE EMERGING MARKETS	P		
k	FROM K-1: OMEGA EQUITY INVESTORS	P		
l	FROM K-1: OMEGA EQUITY (ST)	P		
m	FROM K-1: STRATEGIC COMMODITY FUND (ST UBTI)	P		
n	FROM K-1: BAY HARBOUR 90-1	P		
o	FROM K-1: CANYON VALUE REALIZATION FUND	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	102,885.		134,425.	<31,540.>
b	108,110.		134,425.	<26,315.>
c	8.			8.
d			620,310.	<620,310.>
e			14,765.	<14,765.>
f	10,281.			10,281.
g	2,413.			2,413.
h			11,688.	<11,688.>
i	1,448.			1,448.
j	39,094.			39,094.
k	56,089.			56,089.
l			1,528.	<1,528.>
m	42,605.			42,605.
n			96,538.	<96,538.>
o	27,272.			27,272.

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				<31,540.>
b				<26,315.>
c				8.
d				<620,310.>
e				<14,765.>
f				10,281.
g				2,413.
h				<11,688.>
i				1,448.
j				39,094.
k				56,089.
l				<1,528.>
m				42,605.
n				<96,538.>
o				27,272.

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 }

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 }

2

3

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 FROM K-1: FPA HAWKEYE-7 FUND	P		
b FROM K-1: GRACIE CAPITAL	P		
c FROM K-1: LEHMAN BROTHERS LOAN OPP FUND	P		
d FROM K-1: MARKSTONE CAPITAL	P		
e FROM K-1: OAKTREE EMERGING MARKETS	P		
f FROM K-1: OMEGA EQUITY INVESTORS (LT)	P		
g FROM K-1: OMEGA EQUITY (LT UBTI)	P		
h FROM K-1: OMEGA EQUITY (SEC 1231)	P		
i FROM K-1: GRACIE CAPITAL (SEC 1231)	P		
j FROM K-1: CANYON VALUE REALIZATION (SEC 1231)	P		
k FROM K-1: BREVAN HOWARD (SEC 1256 ST)	P		
l FROM K-1: BREVAN HOWARD (SEC 1256 ST)	P		
m FROM K-1: BREVAN HOWARD (SEC 1256 LT)	P		
n FROM K-1: BREVAN HOWARD (SEC 1256 LT UBTI)	P		
o FROM K-1: FPA HAWKEYE (SEC 1256 ST)	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		1,694.	<1,694.>
b		43,731.	<43,731.>
c		145,010.	<145,010.>
d		6,979.	<6,979.>
e		29,142.	<29,142.>
f		90,341.	<90,341.>
g		1,446.	<1,446.>
h	2,773.		2,773.
i	813.		813.
j		267.	<267.>
k	6,598.		6,598.
l	6,268.		6,268.
m	4,398.		4,398.
n	4,179.		4,179.
o		2,562.	<2,562.>

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			<1,694.>
b			<43,731.>
c			<145,010.>
d			<6,979.>
e			<29,142.>
f			<90,341.>
g			<1,446.>
h			2,773.
i			813.
j			<267.>
k			6,598.
l			6,268.
m			4,398.
n			4,179.
o			<2,562.>

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):

3

If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

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 FROM K-1: FPA HAWKEYE (SEC 1256 LT)	P		
b FROM K-1: OAKTREE EMERG MKTS (SEC 1256 ST)	P		
c FROM K-1: OAKTREE EMERG MKTS (SEC 1256 LT)	P		
d FROM K-1: OMEGA EQUITY (SEC 1256 ST)	P		
e FROM K-1: OMEGA EQUITY (SEC 1256 LT))	P		
f FROM K-1: STRATEGIC COMM FD (SEC 1256 ST)	P		
g FROM K-1: STRATEGIC COMM FD (SEC 1256 LT)	P		
h FROM K-1: DORCHESTER CAPITAL PTRS (ST)	P		
i FROM K-1: DORCHESTER CAPITAL PTRS (ST UBTI)	P		
j FROM K-1: DORCHESTER CAPITAL PTRS (LT UBTI)	P		
k FROM K-1: DORCHESTER CAPITAL PTRS (LT)	P		
l FROM K-1: DORCHESTER CAPITAL PTRS (SEC 1231)	P		
m FROM K-1: DORCHESTER CAPITAL PTRS (SEC 1256)	P		
n FROM K-1: DORCHESTER CAPITAL PTRS (SEC 1256)	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		1,708.	<1,708.>
b	1,321.		1,321.
c	881.		881.
d	2,026.		2,026.
e	1,350.		1,350.
f	13,462.		13,462.
g	8,975.		8,975.
h	17,612.		17,612.
i	6,404.		6,404.
j	10,526.		10,526.
k	137,817.		137,817.
l		229.	<229.>
m		14,212.	<14,212.>
n		21,317.	<21,317.>
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			<1,708.>
b			1,321.
c			881.
d			2,026.
e			1,350.
f			13,462.
g			8,975.
h			17,612.
i			6,404.
j			10,526.
k			137,817.
l			<229.>
m			<14,212.>
n			<21,317.>
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	<1,282,280.>
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

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

SOURCE	AMOUNT
ECHO GLOBAL LOGISTICS MEZZANINE	16,710.
FROM K-1: BAY HARBOUR 90-1 LTD	83,618.
FROM K-1: CANYON VALUE REALIZATION FUND LP	360,856.
FROM K-1: CHILTON SMALL CAP PTRS	129.
FROM K-1: DIKER MICRO & SMALL CAP FUND	275.
FROM K-1: DORCHESTER CAPITAL PARTNERS	68,541.
FROM K-1: FPA HAWKEYE-7 FUND	40,649.
FROM K-1: GRACIE CAPITAL	7,333.
FROM K-1: HIGHBRIDGE PRINCIPAL STRATEGIES	16,501.
FROM K-1: LEHMAN BROTHERS LOAN OPPORTUNITY FUND, LP	32,591.
FROM K-1: MARKSTONE CAPITAL PARTNERS	5,939.
FROM K-1: OAKTREE EMERGING MARKETS FUND	196.
FROM K-1: OMEGA EQUITY INVESTORS, LP	47,191.
FROM K-1: STRATEGIC COMMODITIES FUND	613.
JP MORGAN	4.
JP MORGAN 72005337	74.
STATE OF CALIFORNIA	39.
UBS 192	133.
UNITED STATES TREASURY	310.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	681,702.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BARCLAYS WEALTH 131	29.	0.	29.
FROM K-1: BAY HARBOUR 90-1	5,068.	0.	5,068.
FROM K-1: CANYON VALUE REALIZATION FUND LP	7,763.	0.	7,763.
FROM K-1: CHILTON SMALL CAP PTRS	517.	0.	517.
FROM K-1: DORCHESTER CAPITAL PARTNERS	19,106.	0.	19,106.
FROM K-1: FPA HAWKEYE-7 FUND	11,186.	0.	11,186.
FROM K-1: GRACIE CAPITAL	1,986.	0.	1,986.
FROM K-1: HIGHBRIDGE CAPITAL	268.	0.	268.
FROM K-1: MARKSTONE CAPITAL	1,271.	0.	1,271.
FROM K-1: OAKTREE EMERGING MARKETS	584.	0.	584.
FROM K-1: OMEGA EQUITY INVESTORS, LP	23,961.	0.	23,961.
JPMORGAN 337	17,430.	0.	17,430.
RIDGE CLEARING (NB)	22,989.	0.	22,989.

UBS 192	1.	0.	1.
UBS 192	56,000.	0.	56,000.
WELLS FARGO 4858	144,686.	0.	144,686.
WELLS FARGO 9192	691.	0.	691.
TOTAL TO FM 990-PF, PART I, LN 4	313,536.	0.	313,536.

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY INCOME FROM K-1: DORCHESTER CAPITAL PARTNERS - UBT	10,519.	10,519.	
ORDINARY INCOME FROM K-1: DORCHESTER CAPITAL PARTNERS	<34,385.>	<34,385.>	
ORDINARY INCOME FROM K-1: OMEGA EQUITY INVESTORS	7,999.	7,999.	
ORDINARY INCOME FROM K-1: OMEGA EQUITY INVESTORS	<27,608.>	<27,608.>	
ORDINARY INCOME FROM K-1: CANYON VALUE REALIZATION FUND	<19,188.>	<19,188.>	
ORDINARY INCOME FROM K-1: CANYON VALUE REALIZATION FUND UBTI	<15,346.>	<15,346.>	
ORDINARY INCOME FROM K-1: GRACIE CAPITAL	522.	522.	
ORDINARY INCOME FROM K-1: GRACIE CAPITAL (UBTI)	<1,438.>	<1,438.>	
ORDINARY INCOME FROM K-1: CHILTON SMALL CAP PTRS	6.	6.	
CANCELLATION OF DEBT INCOME FROM K-1: OMEGA EQUITY	402.	402.	
CANCELLATION OF DEBT INCOME FROM K-1: CANYON VALUE REALIZATION	16,417.	16,417.	
CANCELLATION OF DEBT INCOME FROM K-1: DORCHESTER CAPITAL	7,850.	7,850.	
RENTAL INCOME FROM K-1: DORCHESTER CAPITAL PARTNERS	<1,059.>	<1,059.>	
RENTAL INCOME FROM K-1: CANYON VALUE REALIZATION FUND	<4,460.>	<4,460.>	
RENTAL INCOME FROM K-1: GRACIE CAPITAL	<330.>	<330.>	
OTHER PORTFOLIO INCOME FROM K-1: BAY HARBOR	2,392.	2,392.	
OTHER PORTFOLIO INCOME FROM K-1: BREVAN HOWARD	<7,040.>	<7,040.>	
OTHER PORTFOLIO INCOME FROM K-1: BREVAN HOWARD	<8,818.>	<8,818.>	
OTHER PORTFOLIO INCOME FROM K-1: DORCHESTER CAPITAL PARTNERS	22,216.	22,216.	

OTHER PORTFOLIO INCOME FROM K-1:		
CANYON VALUE REALIZATION FUND	223,496.	223,496.
OTHER PORTFOLIO INCOME FROM K-1:		
LEHMAN BROS LOAN OPP FUND	<640.>	<640.>
OTHER PORTFOLIO INCOME FROM K-1:		
OAKTREE EMERGING MKTS FUND	345.	345.
OTHER PORTFOLIO INCOME FROM K-1:		
OMEGA EQUITY	231.	231.
OTHER PORTFOLIO INCOME FROM K-1:		
STRATEGIC COMMODITIES FUND	<1,655.>	<1,655.>
SECTION 988 INCOME FROM K-1:		
CHILTON SMALL CAP PTRS	<76.>	<76.>
SECTION 988 INCOME FROM K-1: FPA		
HAWKEYE	408.	408.
SECTION 988 INCOME FROM K-1: OMEGA		
EQUITY	<76.>	<76.>
SECTION 988 INCOME FROM K-1: GRACIE		
CAPITAL	<797.>	<797.>
SECTION 988 INCOME FROM K-1: CANYON		
VALUE REALIZATION FUND	3,966.	3,966.
SECTION 988 INCOME FROM K-1:		
HIGHBRIDGE PRINCIPAL	6.	6.
SECTION 988 INCOME FROM K-1:		
MARKSTONE CAPITAL	409.	409.
M-1 FROM K-1: BREVAN HOWARD	19.	0.
M-1 FROM K-1: CANYON VALUE/TAX		
EXEMPT	720,667.	0.
M-1 FROM K-1: DORCHESTER CAPITAL		
PTRS: BOOK TAX DIFFERENCES	218,847.	0.
M-1 FROM K-1: FPA		
HAWKEYE/UNREALIZED GAIN OR LOSS	307,755.	0.
M-1 FROM K-1: GRACIE		
CAPITAL/UNREALIZED GAIN OR LOSS	27,719.	0.
M-1 FROM K-1: HIGHBRIDGE PRINCIPAL		
STEGIES: BOOK/TAX DIFFERENCES	30,425.	0.
M-1 FROM K-1: LEHMAN BROTHERS LOAN		
OPP/UNREALIZED GAIN OR LOSS	151,740.	0.
M-1 FROM K-1: LEHMAN BROTHERS LOAN		
OPP/AMORTIZATION OF ORG COSTS	20.	0.
M-1 FROM K-1: OMEGA EQUITY		
INV/UNREALIZED GAIN OR LOSS	920,685.	0.
M-1 FROM K-1: OMEGA EQUITY		
INV/CHANGE IN ACCRUED DIVIDENDS	836.	0.
M-1 FROM K-1: STRATEGIC COMMODITIES		
FD/UNREALIZED GAIN OR LOSS	18,711.	0.
M-1 FROM K-1: OAKTREE EMERGING: NET		
ACCRUED DIVIDENDS	162.	0.
M-1 FROM K-1: OAKTREE EMERGING:		
UNSETTLED COVERED SHORT	<666.>	0.
M-1 FROM K-1: OAKTREE EMERGING:		
UNREALIZED GAIN/LOSS	459.	0.
M-1 FROM K-1: OAKTREE EMERGING:		
SECTION 1296 INCOME	<53.>	0.
M-1 FROM K-1: OAKTREE EMERGING:		
AMORTIZATION OF ORG COSTS	<815.>	0.

Y&S NAZARIAN FAMILY FOUNDATION

95-4774321

M-1 FROM K-1: BAY HARBOUR	526,169.	0.
M-1 FROM K-1: MARKSTONE CAPITAL PTRS	1,183,653.	0.
M-1 FROM K-1: MARKSTONE CAPITAL PTRS	<104,923.>	0.
M-1 FROM K-1: CHILTON SMALL CAP PTRS	33,079.	0.
NONDIVIDEND DISTRIBUTION - BEAR STEARNS	723.	0.
UNREALIZED GAIN/LOSS: QUALCOMM	2,465,287.	0.
UNREALIZED GAIN/LOSS: BROKERAGE ACCOUNTS	786,059.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	7,460,826.	174,268.

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	2,251.	0.		0.
TO FM 990-PF, PG 1, LN 16A	2,251.	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	32,165.	24,124.		0.
TO FORM 990-PF, PG 1, LN 16B	32,165.	24,124.		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
CONSULTING	375.	0.		0.
MANAGEMENT SUPPORT	50,025.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	50,400.	0.		0.

FORM 990-PF	TAXES	STATEMENT	7	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX	<2,806. >	0.		0.
FOREIGN TAX WITHHOLDING	5,365.	0.		0.
CALIFORNIA TAXES	<394. >	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,165.	0.		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
PORTFOLIO EXPENSE FROM K-1: BAY HARBOUR 90-1	22,633.	22,633.		0.
PORTFOLIO EXPENSE FROM K-1: BREVAN HOWARD	13.	13.		0.
PORTFOLIO EXPENSE FROM K-1: CANYON VALUE REALIZATION FUND	52,209.	52,209.		0.
PORTFOLIO EXPENSE FROM K-1: DORCHESTER CAPITAL PARTNERS	42,376.	42,376.		0.
PORTFOLIO EXPENSE FROM K-1: FPA HAWKEYE-7	14,248.	14,248.		0.
PORTFOLIO EXPENSE FROM K-1: GRACIE CAPITAL	5,781.	5,781.		0.
PORTFOLIO EXPENSE FROM K-1: HIGHBRIDGE PRINCIPAL STRATEGIES	16,785.	16,785.		0.
PORTFOLIO EXPENSE FROM K-1: LEHMAN BROTHERS LOAN OPP FUND	478.	478.		0.

Y&S NAZARIAN FAMILY FOUNDATION

95-4774321

PORTFOLIO EXPENSE FROM K-1:			
MARKSTONE CAPITAL	33,485.	33,485.	0.
PORTFOLIO EXPENSE FROM K-1:			
OMEGA EQUITY	2,555.	2,555.	0.
PORTFOLIO EXPENSE FROM K-1:			
STRATEGIC COMMODITIES FUND	5,286.	5,286.	0.
PORTFOLIO EXPENSE FROM K-1:			
CHILTON SMALL CAP PTRS	3,373.	3,373.	0.
OTHER DEDUCTIONS FROM K-1:			
BAY HARBOUR 90-1	7,959.	7,959.	0.
OTHER DEDUCTIONS FROM K-1:			
BREVAN HOWARD	1,442.	1,442.	0.
OTHER DEDUCTIONS FROM K-1:			
OMEGA EQUITY INVESTORS	6,639.	6,639.	0.
OTHER DEDUCTIONS FROM K-1:			
DORCHESTER CAPITAL PARTNERS	2,656.	2,656.	0.
OTHER DEDUCTIONS FROM K-1:			
FPA HAWKEYE	2,371.	2,371.	0.
OTHER DEDUCTIONS FROM K-1:			
OAKTREE EMERGING GROWTH	2,173.	2,173.	0.
INVESTMENT MANAGEMENT FEE -			
JP MORGAN	7,786.	7,786.	0.
INVESTMENT MANAGEMENT FEE -			
NEUBERGER BERMAN	25,558.	25,558.	0.
BANK FEES	440.	0.	0.
WEB SITE	8,720.	0.	0.
COMPUTER & NETWORK	37.	0.	0.
OFFICE SUPPLIES & EXPENSE	10,524.	0.	0.
POSTAGE	23.	0.	0.
TELEPHONE	11.	0.	0.
TO FORM 990-PF, PG 1, LN 23	275,561.	255,806.	0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
WELLS FARGO INVESTMENTS		8,680,976.	8,680,976.
JP MORGAN 5337		18,867.	18,867.
BARCLAYS (STRAUSS)		2,045,179.	2,045,179.
JP MORGAN		12,698.	12,698.
BARCLAYS		11,184.	11,184.
UBS		1,168,420.	1,168,420.
MERRILL LYNCH		500,000.	500,000.
ECHO GLOBAL LOGISTICS COMMON STOCK		951,750.	951,750.
TOTAL TO FORM 990-PF, PART II, LINE 10B		13,389,074.	13,389,074.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10	
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
DORCHESTER CAPITAL PARTNERS	FMV	0.	0.
FPA HAWKEYE-7 FUND	FMV	1,509,763.	1,509,763.
GRACIE CAPITAL	FMV	283,068.	283,068.
PELTZ CAPITAL/PCM FUND (WETHERSFIELD)	FMV	444,561.	444,561.
OMEGA EQUITY INVESTORS, LP	FMV	2,791,266.	2,791,266.
STRATEGIC COMMODITIES FUND LLC	FMV	417,460.	417,460.
CANYON VALUE REALIZATION FUND LP	FMV	3,704,583.	3,704,583.
LEHMAN LOAN OPPORTUNITY FUND	FMV	3,085.	3,085.
HIGHBRIDGE PRINCIPAL STRATEGIES	FMV	118,031.	118,031.
BAY HAROUR 90-1 LTD	FMV	1,475,352.	1,475,352.
BREVAN HOWARD	FMV	1,003,562.	1,003,562.
CHILTON SMALL CAP	FMV	529,022.	529,022.
OAKTREE EMERGING MARKETS FUND	FMV	508,877.	508,877.
MARKSTONE CAPITAL PARTNERS	FMV	1,649,121.	1,649,121.
TOTAL TO FORM 990-PF, PART II, LINE 13		14,437,751.	14,437,751.
FORM 990-PF	OTHER ASSETS	STATEMENT 11	
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED DIVIDENDS	1,931.	0.	0.
DISTRIBUTION RECEIVABLE	1,282,234.	2,751,985.	2,751,985.
TO FORM 990-PF, PART II, LINE 15	1,284,165.	2,751,985.	2,751,985.
FORM 990-PF	OTHER LIABILITIES	STATEMENT 12	
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
CAPITAL CONTRIBUTION PAYABLE (MARKSTONE CAPITAL)		0.	200,000.
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	200,000.	

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 13

NAME OF MANAGER

YOUNES NAZARIAN
SORAYA J. NAZARIAN

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 14

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AMERICAN BALLET THEATRE 890 BROADWAY NEW YORK, NY 10003	NONE CHARITABLE	EXEMPT	1,000.
AMERICAN FRIENDS OF BEIT ISSIE SHAPIRO 404 PARK AVENUE SOUTH, 7TH FL NEW YORK, NY 10016	NONE CHARITABLE	EXEMPT	500.
AMERICAN FRIENDS OF HEBREW UNIVERSITY ONE BATTERY PARK PLAZA, 25TH FLOOR NEW YORK, NY 10004	NONE CHARITABLE	EXEMPT	5,000.
AMERICAN FRIENDS OF ISRAEL PHILHARMONIC 122 EAST 42ND STREET, SUITE 4507 NEW YORK, NY 10168	NONE CHARITABLE	EXEMPT	8,400.
BAYCREST FOUNDATION 3650 BATHURST STREET TORONTO M6A 2E1	NONE CHARITABLE	EXEMPT	250.
BIKUR CHOLIM HOSPITAL P.O. BOX 5357 BEVERLY HILLS, CA 90210	NONE CHARITABLE	EXEMPT	750.

BRENTWOOD SCHOOL 100 SOUTH BARRINGTON PLACE LOS ANGELES, CA 90049	NONE CHARITABLE	EXEMPT	57,000.
CEDARS SINAI MEDICAL CENTER 8700 BEVERLY BOULEVARD, RM 2416 LOS ANGELES, CA 90048	NONE CHARITABLE	EXEMPT	115,000.
CHABAD ISRAEL CENTER 1520 SOUTH ROBERTSON BOULEVARD LOS ANGELES, CA 90035	NONE CHARITABLE	EXEMPT	200.
CITY YEAR LOS ANGELES 606 S OLIVE STREET, 2ND FLOOR LOS ANGELES, CA 90014	NONE CHARITABLE	EXEMPT	5,000.
CROSSROADS SCHOOL 1714 21ST STREET SANTA MONICA, CA 90404	NONE CHARITABLE	EXEMPT	83,334.
FUND FOR CHILDRENS HOMES OF ARMENIA 10660 WILSHIRE BOULEVARD, NO 101 LOS ANGELES, CA 90024	NONE CHARITABLE	EXEMPT	500.
FRIENDS OF ISRAEL DEFENSE FORCES 298 FIFTH AVENUE, 5TH FL NEW YORK, NY 10001	NONE CHARITABLE	EXEMPT	50,000.
FRIENDS OF JERUSALEM ACADEMY OF MUSIC & DANCE 1801 CENTURY PARK WEST, FL 5 LOS ANGELES, CA 90067	NONE CHARITABLE	EXEMPT	2,500.
FROM K-1: DORCHESTER CAPITAL PARTNERS 1111 SANTA MONICA BOULEVARD, STE 1250 LOS ANGELES, CA 90025	NONE CHARITABLE	EXEMPT	8.
FROM K-1: CANYON VALUE REALIZATTION FUND 2000 AVENUE OF THE STARS, FL 11 LOS ANGELES, CA 90067	NONE CHARITABLE	EXEMPT	17.

HAKHAM YADIDIA SHOFET EDUCATIONAL FOUNDATION 268 SOUTH WETHERLY DRIVE BEVERLY HILLS, CA 90211	NONE CHARITABLE	EXEMPT	1,000.
HADASSAH 50 WEST 58 STREET NEW YORK, NY 10019	NONE CHARITABLE	EXEMPT	5,500.
HEBREW EDUCATIONAL ALLIANCE 3600 SOUTH IVANHOE STREET DENVER, CO 80237	NONE CHARITABLE	EXEMPT	3,000.
HOPE FOUNDATION P.O. BOX 18280 BEVERLY HILLS, CA 90209	NONE CHARITABLE	EXEMPT	1,000.
INTERNATIONAL SPACE UNIVERSITY P.O. BOX 7470 ARLINGTON, VA 22207	NONE CHARITABLE	EXEMPT	1,000.
IRANIAN AMERICAN JEWISH FEDERATION 1317 NORTH CRESCENT HEIGHTS BOULEVARD BEVERLY HILLS, CA	NONE CHARITABLE	EXEMPT	1,000.
IRANIAN JEWISH WOMEN'S ORGANIZATION 10632 LINDAMERE DRIVE BEVERLY HILLS, CA 90210	NONE CHARITABLE	EXEMPT	3,000.
JEWISH FEDERATION COUNCIL 6505 WILSHIRE BOULEVARD LOS ANGELES, CA 90048	NONE CHARITABLE	EXEMPT	1889250.
JEWISH LIFE FOUNDATION 16501 VENTURA BOULEVARD, STE 504 ENCINO, CA 91436	NONE CHARITABLE	EXEMPT	5,000.
JEWISH TV NETWORK 13743 VENTURA BOULEVARD, STE 200 SHERMAN OAKS, CA 91423	NONE CHARITABLE	EXEMPT	1,000.

LEVY DANCE 19 HERON STREET SAN FRANCISCO, CA 94103	NONE CHARITABLE	EXEMPT	250.
LOOKING BEYOND 3391 STONERIDGE LANE LOS ANGELES, CA 90077	NONE CHARITABLE	EXEMPT	2,500.
LOS ANGELES COUNTY MUSEUM OF ART 5905 WILSHIRE BOULEVARD LOS ANGELES, CA 90077	NONE CHARITABLE	EXEMPT	5,000.
LOS ANGELES PHILHARMONIC ASSOCIATION 151 SOUTH GRAND AVENUE LOS ANGELES, CA 90012	NONE CHARITABLE	EXEMPT	66,500.
MACCABI USA 1926 ARCH STREET, 4R PHILADELPHIA, PA 19103	NONE CHARITABLE	EXEMPT	2,400.
MAGBIT FOUNDATION 433 NORTH CAMDEN DRIVE, FL 4, NO 215 BEVERLY HILLS, CA 90210	NONE CHARITABLE	EXEMPT	7,500.
MOTHERS FOR TOMORROW 154 NORTH WOODBURN DRIVE LOS ANGELES, CA 90049	NONE CHARITABLE	EXEMPT	280.
NESSAH SYNAGOGUE 142 SOUTH REXFORD DRIVE BEVERLY HILLS, CA 90212	NONE CHARITABLE	EXEMPT	2,300.
PAAIA FUND SUITE 202, 1350 CONNECTICUT AVENUE, NW WASHINGTON, DC 20036	NONE CHARITABLE	EXEMPT	30,000.
PACIFIC COUNCIL ON INTERNATIONAL POLICY 801 SOUTH FIGUEROA STREET, STE 1130 LOS ANGELES, CA 90017	NONE CHARITABLE	EXEMPT	25,000.

PAYEM WEEKLY P.O. BOX 222078	GREAT NECK, NY 11022	NONE CHARITABLE	EXEMPT	2,000.	
SHOFAR CULTURAL FOUNDATION INC. P.O. BOX 222136		GREAT NECK, NY 11022	NONE CHARITABLE	EXEMPT	120.
SINAI TEMPLE 10400 WILSHIRE BOULEVARD		LOS ANGELES, CA 90024	NONE CHARITABLE	EXEMPT	50,000.
STEVEN S. WISE TEMPLE 115500 STEPHEN S WISE DRIVE		LOS ANGELES, CA 900771520	NONE CHARITABLE	EXEMPT	30,000.
SULLIVAN CANYON PERSERVATOIN ASSOCIATION 1640 OLD OAK ROAD		LOS ANGELES, CA 90049	NONE CHARITABLE	EXEMPT	5,000.
THE ERETZ CULTURAL CENTER 6170 WILBUR AVENUE		TARZANA, CA 91335	NONE CHARITABLE	EXEMPT	250.
THE LEUKEMIA & LYMPHOMA SOCIETY 6033 WEST CENTURY BOULEVARD, STE 300		LOS ANGELES, CA 90045	NONE CHARITABLE	EXEMPT	1,000.
THE MUSIC CENTER 135 NORTH GRAND AVENUE		LOS ANGELES, CA 90012	NONE CHARITABLE	EXEMPT	800.
THEATRE OF NOTE 1517 CAHUENGA BOULEVARD		HOLLYWOOD, CA 90028	NONE CHARITABLE	EXEMPT	200.
UCI FOUNDATION 243 HUMANITIES INSTRUCTIONAL BUILDING		IRVINE, CA 92697	NONE CHARITABLE	EXEMPT	5,000.

Y&S NAZARIAN FAMILY FOUNDATION

95-4774321

UCLA FOUNDATION PO BOX 7145 PASADENA, CA 91109	NONE CHARITABLE	EXEMPT	17,700.
USC ROSKI SCHOOL OF FINE ARTS WATT HALL 104, UNIVERSITY PARK CAMPUS LOS ANGELES, CA 90089	NONE CHARITABLE	EXEMPT	250.
USC THORNTON SCHOOL OF MUSIC UNIVERSITY PARK LOS ANGELES, CA 90089	NONE CHARITABLE	EXEMPT	1,000.
WIZO 950 THIRD AVENUE, SUITE 901 NEW YORK, NY 10022	NONE CHARITABLE	EXEMPT	2,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			2,497,259.