Form **990-PF**

Department of the Treasury
Internal Revenue Service (77)

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

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

OMB No 1545-0052

2009

ENVELOPE POSTMARK DATE AUG 1 8 2011

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

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

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

Name of foundation: ELKS OF LOS ANGELES FOUNDATION

Number and street (or P O box number if mail is not delivered to street address): Wells Fargo Bank, N A P O Box 63954, MAC A0330-011 — Room/suite

City or town, state, and ZIP code: SAN FRANCISCO CA 94163

A Employer identification number 95-6019849

B Telephone number (see page 10 of the instructions) (800)352-3705

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 ▶ ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 4,067,295

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	71,914			
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	0	0		
	4 Dividends and interest from securities	136,876	135,620		
	5a Gross rents		0		
	b Net rental income or (loss) 0				
	6a Net gain or (loss) from sale of assets not on line 10	-527,275			
	b Gross sales price for all assets on line 6a 1,848,627				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold 0				
	c Gross profit or (loss) (attach schedule)	0			
	11 Other income (attach schedule)	10	10	0	
	12 **Total.** Add lines 1 through 11	-318,475	135,630	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	10,951	2,738	0	8,213
	b Accounting fees (attach schedule)	2,550	0	0	2,550
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	1,326	1,326	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	49,607	31,745	0	17,862
	24 **Total operating and administrative expenses.** Add lines 13 through 23	64,434	35,809	0	28,625
	25 Contributions, gifts, grants paid	114,200			114,200
	26 **Total expenses and disbursements.** Add lines 24 and 25	178,634	35,809	0	142,825
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-497,109			
	b **Net investment income** (if negative, enter -0-)		99,821		
	c **Adjusted net income** (if negative, enter -0-)			0	

RECEIVED AUG 2 2 2011 OGDEN, UT IRS-OSC 195

SCANNED SEP 0 8 2011

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. Form **990-PF** (2009)

(HTA)

10

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		0	
	2	Savings and temporary cash investments	65,994	74,943	74,943
	3	Accounts receivable ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	4	Pledges receivable ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
	7	Other notes and loans receivable (attach schedule) ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	8	Inventories for sale or use		0	
	9	Prepaid expenses and deferred charges		0	
	10 a	Investments—U S and state government obligations (attach schedule)	0	0	0
	b	Investments—corporate stock (attach schedule)	1,936,996	1,353,370	1,616,635
	c	Investments—corporate bonds (attach schedule)	1,747,608	1,637,313	1,731,313
	11	Investments—land, buildings, and equipment basis ▶ 0			
		Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	531,047	665,319	644,404
	14	Land, buildings, and equipment basis ▶ 0			
		Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	15	Other assets (describe ▶)	0	0	0
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	4,281,645	3,730,945	4,067,295
Liabilities	17	Accounts payable and accrued expenses		0	
	18	Grants payable			
	19	Deferred revenue		0	
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21	Mortgages and other notes payable (attach schedule)	0	0	
	22	Other liabilities (describe ▶)	0	0	
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	4,281,645	3,730,945	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	4,281,645	3,730,945	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	4,281,645	3,730,945	

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	4,281,645
2	Enter amount from Part I, line 27a	2	-497,109
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	21,553
4	Add lines 1, 2, and 3	4	3,806,089
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	75,144
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,730,945

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 See Attached Statement			
b			
c			
d			
e			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

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

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

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	-527,275
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	195,046	4,069,604	0 047928
2007	216,157	4,501,741	0 048016
2006	193,052	4,115,774	0 046905
2005	171,523	3,892,824	0 044061
2004	187,008	3,771,564	0 049584

2 **Total** of line 1, column (d)	2	0 236494
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 047299
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	3,581,700
5 Multiply line 4 by line 3	5	169,411
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	998
7 Add lines 5 and 6	7	170,409
8 Enter qualifying distributions from Part XII, line 4	8	142,825

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______________ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	1,996
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3	Add lines 1 and 2		3	1,996
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	1,996
6	Credits/Payments			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a 2,264		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 737		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d $1,005 applied with O.R		7	1,996
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	0
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶	**Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to ***1a*** *or* ***1b,*** *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ __________ **(2)** On foundation managers ▶ $ __________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ __________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a	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	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ Wells Fargo Bank, N A Telephone no ▶ (800)352-3705
Located at ▶ P O Box 63954, MAC A0330-011 SAN FRANCISCO CA ZIP+4 ▶ 94163

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 |

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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____				
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 page 20 of the instructions)		2b	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 ▶ 20____ , 20____ , 20____ , 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (No)

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **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 (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A P O Box 63954, MAC A0330-011 SAN FRANC	TRUSTEE 4 00	41,409	0	0
	00	0	0	0
	00	0	0	0
	00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				

Total number of other employees paid over $50,000 ▶

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	0
Total. Add lines 1 through 3 ▶	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	3,561,768
b	Average of monthly cash balances	1b	74,476
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	3,636,244
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	3,636,244
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	54,544
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,581,700
6	**Minimum investment return.** Enter 5% of line 5	6	179,085

Part XI Distributable Amount (see page 25 of the 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	179,085
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,996		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,996
3	Distributable amount before adjustments Subtract line 2c from line 1			3	177,089
4	Recoveries of amounts treated as qualifying distributions			4	7,200
5	Add lines 3 and 4			5	184,289
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	184,289

Part XII Qualifying Distributions (see page 25 of the 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	142,825
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	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	142,825
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	142,825

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 page 26 of the instructions)

			(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7					184,289
2	Undistributed income, if any, as of the end of 2009					
a	Enter amount for 2008 only				128,876	
b	Total for prior years 20____, 20____, 20__			0		
3	Excess distributions carryover, if any, to 2009					
a	From 2004	NONE				
b	From 2005	NONE				
c	From 2006	NONE				
d	From 2007	NONE				
e	From 2008	NONE				
f	**Total** of lines 3a through e		0			
4	Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 142,825					
a	Applied to 2008, but not more than line 2a				128,876	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)			0		
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)		13,949			
d	Applied to 2009 distributable amount					0
e	Remaining amount distributed out of corpus		0			
5	Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a))*		0			0
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		13,949			
b	Prior years' undistributed income Subtract line 4b from line 2b			0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions			0		
e	Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				0	
f	Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010					184,289
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)		13,949			
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)		0			
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		0			
10	Analysis of line 9					
a	Excess from 2005	0				
b	Excess from 2006	0				
c	Excess from 2007	0				
d	Excess from 2008	0				
e	Excess from 2009	0				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) N/A

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

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

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	0				0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Attached Statement				
Total			▶ **3a**	114,200
b *Approved for future payment*				
NONE				
Total			▶ **3b**	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of the instructions)
1 Program service revenue					
a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
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			14	136,876	
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					
8 Gain or (loss) from sales of assets other than inventory			18	-527,275	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a ROYALTY INCOME		0	15	10	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
12 Subtotal Add columns (b), (d), and (e)		0		-390,389	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 -390,389

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)
	Not Applicable

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	0	Not Applicable	
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		

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

Sign Here

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

John N Sulentic | 8/16/2011 | VP & TRUST OFFICER

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	Date 8/16/2011	Check if self-employed ☒	Preparer's identifying number (see **Signature** on page 30 of the instructions) P00364310
Firm's name (or yours if self-employed), address, and ZIP code	PRICEWATERHOUSECOOPERS, LLP 600 GRANT STREET, PITTSBURGH, PA 15219-2777		EIN 13-4008324 Phone no 412-355-6000

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

ELKS OF LOS ANGELES FOUNDATION

Employer identification number

95-6019849

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 foundation

Check 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)

Schedule B (Form 990, 990-EZ, or 990-PF) (2009) Page 1 of 1 of Part I

Name of organization	Employer identification number
ELKS OF LOS ANGELES FOUNDATION	95-6019849

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	CHRISTOPHER MEMORIAL CHARITY FUND C/O WELLS FARGO, P O BOX 6395 SAN FRANCISCO CA 94163 Foreign State or Province Foreign Country	$ 43,412	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	FRED & LUCILLE HIRSCH FOUNDATION C/O WELLS FARGO, P O BOX 6395 SAN FRANCISCO CA 94163 Foreign State or Province Foreign Country	$ 28,502	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
3	Foreign State or Province Foreign Country	$ 0	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
4	Foreign State or Province Foreign Country	$ 0	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
5	Foreign State or Province Foreign Country	$ 0	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
6	Foreign State or Province Foreign Country	$ 0	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

PRICEWATERHOUSECOOPERS

Reason for Amendment

The Elks of Los Angeles Foundation has amended its tax return to properly report contributions received from contributing Private Non-Operating Foundations as distributions out of corpus in accordance with the pass-through exception under IRS Reg. 53.4942(a)-3(c)(1).

ASSET DETAIL

Asset Description	Quantity	Price	Market Value as of 12/31/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Cash & Equivalents							
CASH							
INCOME			$7,429.76	$7,429 76	$0 00		
Total Cash			**$7,429.76**	**$7,429.76**	**$0.00**		
MONEY MARKET							
WELLS FARGO ADVANTAGE CASH INVESTMENT MONEY MARKET SERVICE #250 *Asset held in Invested Income Portfolio*	20,132 670		$20,132 67	$20,132 67	$0 00	$2 01	0 01%
WELLS FARGO ADVANTAGE CASH INVESTMENT MONEY MARKET SERVICE #250	47,380 650		47,380 65	47,380 65	0.00	4 74	0 01
Total Money Market			**$67,513.32**	**$67,513.32**	**$0.00**	**$6.75**	**0.01%**
Total Cash & Equivalents			**$74,943.08**	**$74,943.08**	**$0.00**	**$6.75**	**0.01%**

Asset Description	Quantity	Price	Market Value as of 12/31/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Fixed Income							
MUTUAL FUNDS							
PIMCO HIGH YIELD FUND-P #1910 CUSIP: 72201M735	7,874 016	$8.800	$69,291.34	$50,000.00	$19,291.34	$5,433 07	7.84%
TEMPLETON GLOBAL BOND FUND - ADVISOR CLASS #616 CUSIP: 880208400	13,021 618	12 690	165,244 33	150,000 00	15,244.33	7,409 30	4.48
Total Mutual Funds			**$234,535.67**	**$200,000.00**	**$34,535.67**	**$12,842.37**	**5.48%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Fixed Income *(continued)*							
COMMON TRUST FUNDS							
TAXABLE INTERMEDIATE TERM BOND FUND DIF CUSIP: 999708902	63,986 540	$9.700	$620,669 43	$605,942 63	$14,726 80	$24,486 18	3 94%
TAXABLE TOTAL RETURN BOND FUND DIF CUSIP 991283912	121,850 848	7 190	876,107 60	831,370 32	44,737 28	43,206 12	4 93
Total Common Trust Funds			**$1,496,777.03**	**$1,437,312.95**	**$59,464.08**	**$67,692.30**	**4.52%**
Total Fixed Income			**$1,731,312.70**	**$1,637,312.95**	**$93,999.75**	**$80,534.67**	

Asset Description	Quantity	Price	Market Value as of 12/31/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities							
CONSUMER DISCRETIONARY							
COMCAST CORP CLASS A SYMBOL: CMCSA CUSIP. 20030N101	1,300 000	$16 860	$21,918 00	$16,588 70	$5,329.30	$491 40	2 24%
Total Consumer Discretionary			**$21,918.00**	**$16,588.70**	**$5,329.30**	**$491.40**	**2.24%**
CONSUMER STAPLES							
CVS/CAREMARK CORPORATION SYMBOL: CVS CUSIP: 126650100	700.000	$32 210	$22,547 00	$18,608 40	$3,938 60	$213 50	0 95%
DIAGEO PLC - ADR SPONSORED ADR SYMBOL. DEO CUSIP: 25243Q205	400.000	69 410	27,764.00	18,748 98	9,015 02	906 00	3.26
GENERAL MILLS INC SYMBOL· GIS CUSIP: 370334104	400 000	70 810	28,324 00	21,710 40	6,613 60	784 00	2.77
Total Consumer Staples			**$78,635.00**	**$59,067.78**	**$19,567.22**	**$1,903.50**	**2.42%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
ENERGY							
CONOCOPHILLIPS SYMBOL. COP CUSIP: 20825C104	500 000	$51 070	$25,535 00	$20,504 21	$5,030 79	$1,000 00	3 92%
PEABODY ENERGY CORPORATION SYMBOL· BTU CUSIP: 704549104	700 000	45 210	31,647 00	17,894 40	13,752 60	196 00	0 62
PETROLEO BRASILEIRO S A - COMM - ADR SPONSORED ADR SYMBOL· PBR CUSIP: 71654V408	600 000	47 680	28,608 00	17,556.20	11,051 80	213 60	0 75
VALERO ENERGY CORP SYMBOL: VLO CUSIP: 91913Y100	1,000 000	16 750	16,750 00	19,368 00	- 2,618 00	600 00	3.58
Total Energy			**$102,540.00**	**$75,322.81**	**$27,217.19**	**$2,009.60**	**1.96%**
FINANCIALS							
AFLAC INC SYMBOL: AFL CUSIP 001055102	1,100 000	$46 250	$50,875 00	$17,014 00	$33,861 00	$1,232 00	2 42%
BANK NEW YORK MELLON CORP COM COM SYMBOL: BK CUSIP· 064058100	800 000	27 970	22,376 00	16,854.25	5,521 75	288 00	1 29
JPMORGAN CHASE & CO SYMBOL: JPM CUSIP: 46625H100	1,000 000	41.670	41,670 00	35,530 00	6,140.00	200 00	0 48
METLIFE INC SYMBOL: MET CUSIP· 59156R108	1,100 000	35 350	38,885.00	17,883 58	21,001 42	814 00	2 09
MORGAN STANLEY COM SYMBOL: MS CUSIP. 617446448	800 000	29 600	23,680 00	15,723 60	7,956 40	160 00	0.68
Total Financials			**$177,486.00**	**$103,005.43**	**$74,480.57**	**$2,694.00**	**1.52%**

*209B*0016*319*0*

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
HEALTH CARE							
BRISTOL MYERS SQUIBB CO SYMBOL: BMY CUSIP: 110122108	900 000	$25.250	$22,725 00	$18,235.50	$4,489.50	$1,152 00	5 07%
ISHARES NASDAQ BIOTECH INDEX SYMBOL· IBB CUSIP. 464287556	300 000	81 830	24,549 00	20,554 50	3,994 50	0 00	0.00
MEDTRONIC INC SYMBOL: MDT CUSIP· 585055106	600 000	43 980	26,388 00	17,103 80	9,284 20	492 00	1 86
SCHEIN HENRY INC SYMBOL HSIC CUSIP: 806407102	500 000	52 600	26,300 00	18,613 00	7,687 00	0 00	0 00
STRYKER CORP SYMBOL: SYK CUSIP· 863667101	600.000	50 370	30,222.00	21,961 60	8,260 40	360 00	1 19
Total Health Care			**$130,184.00**	**$96,468.40**	**$33,715.60**	**$2,004.00**	**1.54%**
INDUSTRIALS							
DEERE & CO SYMBOL· DE CUSIP: 244199105	600.000	$54.090	$32,454 00	$25,992 00	$6,462 00	$672 00	2 07%
HARSCO CORP SYMBOL: HSC CUSIP: 415864107	800 000	32 230	25,784 00	17,530 40	8,253 60	656 00	2.54
UNION PACIFIC CORP SYMBOL: UNP CUSIP. 907818108	400 000	63.900	25,560 00	15,748 00	9,812.00	432.00	1.69
Total Industrials			**$83,798.00**	**$59,270.40**	**$24,527.60**	**$1,760.00**	**2.10%**
INFORMATION TECHNOLOGY							
FISERV INC SYMBOL: FISV CUSIP: 337738108	500 000	$48 480	$24,240 00	$16,965 00	$7,275 00	$0.00	0.00%
MICROSOFT CORP SYMBOL· MSFT CUSIP· 594918104	1,000 000	30 480	30,480 00	17,720 00	12,760 00	520.00	1.71
QUALCOMM INC SYMBOL. QCOM CUSIP: 747525103	500 000	46 260	23,130 00	18,026.00	5,104.00	340 00	1 47
VISA INC-CLASS A SHRS SYMBOL. V CUSIP: 92826C839	400 000	87.460	34,984 00	21,922 40	13,061.60	200 00	0 57
Total Information Technology			**$112,834.00**	**$74,633.40**	**$38,200.60**	**$1,060.00**	**0.94%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
MATERIALS							
DU PONT E I DE NEMOURS & CO SYMBOL. DD CUSIP: 263534109	800.000	$33 670	$26,936.00	$16,896 60	$10,039 40	$1,312.00	4 87%
Total Materials			**$26,936.00**	**$16,896.60**	**$10,039.40**	**$1,312.00**	**4.87%**
TELECOMMUNICATION SERVICES							
ISHARES DJ US TELECOMMUNICATION INDEX FUND SYMBOL: IYZ CUSIP 464287713	1,100.000	$20 020	$22,022 00	$18,027 00	$3,995 00	$826 10	3.75%
Total Telecommunication Services			**$22,022.00**	**$18,027.00**	**$3,995.00**	**$826.10**	**3.75%**
UTILITIES							
ALLEGHENY ENERGY INC SYMBOL: AYE CUSIP. 017361106	800 000	$23 480	$18,784.00	$19,747 00	- $963.00	$480 00	2 55%
Total Utilities			**$18,784.00**	**$19,747.00**	**- $963.00**	**$480.00**	**2.56%**
MUTUAL FUNDS							
ISHARES MSCI EAFE SYMBOL EFA CUSIP: 464287465	3,900 000	$55 280	$215,592 00	$244,725 00	- $29,133 00	$5,619 90	2 61%
ISHARES TR SMALLCAP 600 INDEX FD SYMBOL. IJR CUSIP: 464287804	985 000	54 720	53,899 20	61,614 99	- 7,715 79	667 83	1 24
MIDCAP SPDR SYMBOL: MDY CUSIP: 595635103	570 000	131 740	75,091 80	78,070 80	- 2,979 00	1,113.21	1 48
VANGUARD EMERGING MARKETS ETF SYMBOL: VWO CUSIP: 922042858	3,600 000	41 000	147,600 00	120,582 00	27,018 00	1,962.00	1 33
Total Mutual Funds			**$492,183.00**	**$504,992.79**	**- $12,809.79**	**$9,362.94**	**1.90%**

ASSET DETAIL *(continued)*

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Equities *(continued)*							
COMMON TRUST FUNDS							
INTERNATIONAL CORE STOCK FUND SYMBOL: INTELEQ CUSIP: 994600906	11,517 944	$17 940	$206,631.92	$176,634 83	$29,997 09	$8,056 80	3 90%
MIDCAP CORE STOCK FUND SYMBOL: MIDCAP CUSIP: 4U0040444	6,509 357	11.180	72,774 61	74,330 01	- 1,555 40	1,149 84	1 58
SMALL CAP CORE FUND NAME CHANGED FROM AGGRESSIVE GROWTH STOCK FUND 11/21/03 SYMBOL: CF1000904 CUSIP: 996936902	746 083	93 700	69,907.99	58,384 50	11,523 49	356 53	0.51
Total Common Trust Funds			**$349,314.52**	**$309,349.34**	**$39,965.18**	**$9,563.17**	**2.74%**
Total Equities			**$1,616,634.52**	**$1,353,369.65**	**$263,264.87**	**$33,466.71**	**2.07%**

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Alternative Investments							
OTHER							
GATEWAY FUND - Y #1986 SYMBOL: GTEYX CUSIP: 367829884	4,071 661	$25.240	$102,768 72	$100,000.00	$2,768 72	$2,166 12	2 11%
HUSSMAN STRATEGIC GROWTH FUND #601 SYMBOL: HSGFX CUSIP: 448108100	7,778.104	12 780	99,404 17	123,676 50	- 24,272 33	194 45	0 20
MERGER FD SH BEN INT SYMBOL: MERFX CUSIP. 589509108	6,430 868	15.540	99,935 69	100,000.00	- 64 31	0.00	0.00
POWERSHARES DB COMMODITY INDEX SYMBOL: DBC CUSIP: 73935S105	4,200 000	24 620	103,404 00	99,449 48	3,954.52	0.00	0 00
Total Other			**$405,512.58**	**$423,125.98**	**- $17,613.40**	**$2,360.57**	**0.58%**
Total Alternative Investments			**$405,512.58**	**$423,125.98**	**- $17,613.40**	**$2,360.57**	**0.58%**

ASSET DETAIL (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Real Estate & Specialty Assets							
REAL ESTATE FUNDS							
SPDR DJ WILSHIRE INTERNATIONAL REAL ESTATE ETF SYMBOL: RWX CUSIP: 78463X863	3,000 000	$34 890	$104,670 00	$117,137 00	- $12,467 00	$7,059 00	6 74%
VANGUARD REIT VIPER SYMBOL: VNQ CUSIP: 922908553	3,000.000	44 740	134,220 00	125,054 01	9,165 99	7,008 00	5 22
Total Real Estate Funds			**$238,890.00**	**$242,191.01**	**- $3,301.01**	**$14,067.00**	**5.89%**

ASSET DESCRIPTION	QUANTITY	PRICE	VALUE CARRIED AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Real Estate & Specialty Assets							
OIL, GAS & MINERALS							
TX, BAY, BL45, HTC RR, .000868 WI TX, BAY, BL45, HTC RR, 000868 WI TX, BAYLOR, BLOCK 45, H&TC RR SURVEY, HIGGINS POOL UNIT ASSET MANAGER. TIM DAVIES PHONE#: 303-863-5705	1.000	$1 000	$1 00	$1.00	$0 00	$3.00	300 00%
Total Oil, Gas & Minerals			**$1.00**	**$1.00**	**$0.00**	**$3.00**	**300.00%**
Total Real Estate & Specialty Assets			**$238,891.00**	**$242,192.01**	**- $3,301.01**	**$14,070.00**	**5.89%**

=209B=0016=321=0=

ELKS OF LOS ANGELES FOUNDATION
EIN: 95-6019849

SECTION 4942(h)(2) ELECTION
AS TO THE TREATMENT OF QUALIFYING DISTRIBUTIONS

Pursuant to IRC Section 4942(h)(2) and Reg. 53.4942(a)-3(d)(2), the above referenced foundation hereby elects to treat current year qualifying distributions in excess of the immediately preceding tax year's undistributed income as being made out of corpus.

Signed: John N Sultentic **Date: 8/16/2011**

Name and Title: John Sultentic, VP & Tax Director

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name: See Attached Statement			[ ] Person	[X] Business
Street				
City	State	Zip code	Foreign Country	
Relationship: NONE	Foundation Status: 501(c)(3) Public Charity			
Purpose of grant/contribution: General Support Grant			Amount	114,200

Name			[ ] Person	[ ] Business
Street				
City	State	Zip code	Foreign Country	
Relationship	Foundation Status			
Purpose of grant/contribution			Amount	0

Name			[ ] Person	[ ] Business
Street				
City	State	Zip code	Foreign Country	
Relationship	Foundation Status			
Purpose of grant/contribution			Amount	0

Name			[ ] Person	[ ] Business
Street				
City	State	Zip code	Foreign Country	
Relationship	Foundation Status			
Purpose of grant/contribution			Amount	0

Name			[ ] Person	[ ] Business
Street				
City	State	Zip code	Foreign Country	
Relationship	Foundation Status			
Purpose of grant/contribution			Amount	0

Name			[ ] Person	[ ] Business
Street				
City	State	Zip code	Foreign Country	
Relationship	Foundation Status			
Purpose of grant/contribution			Amount	0

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	0
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	1,848,627	2,375,902	-527,275
Other sales	0	0	0

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation
1	X	AIR PRODS & CHEMS INC CO	009158106			2/13/2009		4/2/2009	12,006	10,868			
2	X	AIR PRODS & CHEMS INC CO	009158106			3/6/2009		4/2/2009	6,003	4,642			
3	X	AMERIPRISE FINL INC	03076C106			2/13/2009		4/2/2009	6,497	6,174			
4	X	AMERIPRISE FINL INC	03076C106			3/6/2009		4/2/2009	15,160	10,008			
5	X	BAKER HUGHES INC COM	057224107			2/13/2009		5/18/2009	7,390	6,697			
6	X	BAKER HUGHES INC COM	057224107			3/6/2009		5/18/2009	11,085	8,027			
7	X	BAKER HUGHES INC COM	057224107			4/2/2009		5/18/2009	3,695	3,065			
8	X	BOEING CO	097023105			2/13/2009		8/19/2009	8,666	8,140			
9	X	BOEING CO	097023105			3/6/2009		8/19/2009	12,999	9,036			
10	X	BOEING CO	097023105			4/2/2009		8/19/2009	4,333	3,751			
11	X	CISCO SYSTEMS INC	17275R102			2/13/2009		4/2/2009	7,374	6,488			
12	X	CISCO SYSTEMS INC	17275R102			3/6/2009		4/2/2009	7,374	5,676			
13	X	WALT DISNEY CO	254687106			2/13/2009		8/19/2009	10,012	7,487			
14	X	WALT DISNEY CO	254687106			3/6/2009		8/19/2009	12,515	7,949			
15	X	EXELON CORPORATION	30161N101			2/13/2009		8/19/2009	9,716	10,800			
16	X	EXELON CORPORATION	30161N101			3/6/2009		8/19/2009	4,858	4,469			
17	X	EXELON CORPORATION	30161N101			4/2/2009		8/19/2009	4,858	4,714			
18	X	FIRST SOLAR INC	336433107			2/13/2009		4/2/2009	6,938	7,256			
19	X	FIRST SOLAR INC	336433107			3/6/2009		4/2/2009	13,875	10,896			
20	X	GENERAL ELECTRIC CO	369604103			2/13/2009		4/2/2009	6,504	6,906			
21	X	GENERAL ELECTRIC CO	369604103			3/6/2009		4/2/2009	10,840	7,130			
22	X	HUSSMAN STRATEGIC GROV	448108100			8/27/2008		6/10/2009	100,000	125,499			
23	X	HUSSMAN STRATEGIC GROV	448108100			8/27/2008		12/23/2009	40,000	50,824			
24	X	INTERCONTINENTALEXCHAN	45865V100			2/13/2009		6/11/2009	11,723	6,371			
25	X	INTERCONTINENTALEXCHAN	45865V100			3/6/2009		6/11/2009	11,723	6,036			
26	X	INTERCONTINENTALEXCHAN	45865V100			4/2/2009		6/11/2009	11,723	7,929			
27	X	ISHARES TRI BOXX $ HIGH YI	464288513			8/22/2008		3/6/2009	37,368	55,672			
28	X	ISHARES TRI BOXX $ HIGH YI	464288513			10/24/2008		3/6/2009	24,912	28,340			
29	X	MIDCAP CORE STOCK FUND	4U0040444			3/22/2006		12/31/2009	72,775	74,832			
30	X	MONSANTO CO NEW	61166W101			2/13/2009		8/19/2009	7,958	7,981			
31	X	MONSANTO CO NEW	61166W101			3/6/2009		8/19/2009	7,958	7,170			
32	X	MONSANTO CO NEW	61166W101			4/2/2009		8/19/2009	7,958	8,309			
33	X	SHAW GROUP INC COM	820280105			2/13/2009		8/13/2009	9,428	8,805			
34	X	SHAW GROUP INC COM	820280105			3/6/2009		8/13/2009	9,428	6,621			
35	X	STARBUCKS CORP COM	855244109			2/13/2009		8/19/2009	11,430	6,131			
36	X	STARBUCKS CORP COM	855244109			3/6/2009		8/19/2009	19,050	8,398			
37	X	STARBUCKS CORP COM	855244109			4/2/2009		8/19/2009	1,905	1,201			
38	X	TCW TOTAL RETURN BOND I	87234N880			9/17/2009		12/14/2009	50,647	50,000			
39	X	TRACTOR SUPPLY CO COM	892356106			2/13/2009		4/2/2009	7,796	6,577			
40	X	TRACTOR SUPPLY CO COM	892356106			3/6/2009		4/2/2009	11,694	8,892			
41	X	UNITED PARCEL SERVICE-CL	911312106			2/13/2009		4/2/2009	10,661	9,012			
42	X	UNITED PARCEL SERVICE-CL	911312106			3/6/2009		4/2/2009	5,330	3,928			
43	X	VANGUARD LARGE CAP VIPE	922908637			2/13/2009		3/6/2009	264,528	321,514			
44	X	LARGE CAP VALUE FUND	991283904			7/31/2006		2/13/2009	214,630	465,959			
45	X	INTERNATIONAL CORE STOC	994600906			6/15/1998		12/31/2009	117,489	109,402			
46	X	INTERNATIONAL CORE STOC	994600906			6/7/2002		12/31/2009	89,143	69,047			
47	X	SMALL CAP CORE FUND	996936902			3/22/2006		12/31/2009	69,908	58,491			

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	0
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	1,848,627	2,375,902	-527,275
Other sales	0	0	0

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation
48	X	INDEX 500 STOCK FUND	999900822			6/7/2002		2/13/2009	205,145	223,461			
49	X	LARGE CAP GROWTH FUND	BF1000B02			1/31/2008		2/13/2009	221,081	329,108			
50	X	K1 SHORT TERM GAIN							5,821				
51	X	K1 LONG TERM GAIN							6,717				
52	X	CTF SHORT TERM LOSS							0	48,729			
53	X	CTF LONG TERM LOSS							0	111,484			
54													

Line 11 (990-PF) - Other Income

		10	10	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	ROYALTY INCOME	10	10	
2			0	
3			0	
4			0	
5			0	
6			0	
7			0	
8			0	
9			0	
10			0	

Line 16a (990-PF) - Legal Fees

		10,951	2,738	0	8,213
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	LEGAL FEES	10,951	2,738		8,213
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 16b (990-PF) - Accounting Fees

		2,550	0	0	2,550
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	ACCOUNTING FEES	2,550			2,550
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

		1,326	1,326	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	1,326	1,326		
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

		49,607	31,745	0	17,862
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Amortization See attached statement	0	0	0	0
2	TRUSTEE FEES	41,409	31,057		10,352
3	PARTNERSHIP EXPENSES	688	688		
4	STATE AG FEES	10			10
5	MISC EXPENSES OF FOUNDATION	7,500			7,500
6					
7					
8					
9					
10					

Part II, Line 10b (990-PF) - Investments - Corporate Stock

	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
			1,936,996	1,353,370	1,312,292	1,616,635
1	CORPORATE STOCK		1,936,996	1,353,370	1,312,292	1,616,635
2						
3						
4						
5						
6						
7						
8						
9						
10						

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

				1,747,608	1,637,313	1,652,828	1,731,313
	Description	Interest Rate	Maturity Date	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1	CORPORATE BONDS			1,747,608	1,637,313	1,652,828	1,731,313
2							
3							
4							
5							
6							
7							
8							
9							
10							

Part II, Line 13 (990-PF) - Investments - Other

			531,047	665,319	644,404
	Item or Category	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	OTHER INVESTMENTS		531,047	665,319	644,404
2					
3					
4					
5					
6					
7					
8					
9					
10					

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	REDEPOSIT FROM UNCLAIMED	1	7,200
2	MUTUAL FUND TIMING DIFFERENCE	2	5,305
3	FEDERAL EXCISE TAX REFUND	3	6,991
4	LOSS ON CY SALES NOT SETTLED AT YEAR END	4	2,057
5	Total	5	21,553

Line 5 - Decreases not included in Part III, Line 2

1	COST BASIS ADJUSTMENT	1	2,337
2	GAIN ON CY SALES NOT SETTLED AT YEAR END	2	39,599
3	PARTNERSHIP INCOME ADJUSTMENT	3	11,967
4	PY RETURN OF CAPITAL ADJUSTMENT	4	1,039
5	UNDISTRIBUTED CTF CAPITAL LOSS	5	20,202
6	Total	6	75,144

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	0
Short Term CG Distributions	0

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
					Totals	1,848,627	0	2,375,902	-527,275	0	0	0	-527,275
1	AIR PRODS & CHEMS INC COM	009158106		2/13/2009	4/2/2009	12,006	0	10,868	1,138			0	1,138
2	AIR PRODS & CHEMS INC COM	009158106		3/6/2009	4/2/2009	6,003	0	4,642	1,361			0	1,361
3	AMERIPRISE FINL INC	03076C106		2/13/2009	4/2/2009	6,497	0	6,174	323			0	323
4	AMERIPRISE FINL INC	03076C106		3/6/2009	4/2/2009	15,160	0	10,008	5,152			0	5,152
5	BAKER HUGHES INC COM	057224107		2/13/2009	5/18/2009	7,390	0	6,697	693			0	693
6	BAKER HUGHES INC COM	057224107		3/6/2009	5/18/2009	11,085	0	8,027	3,058			0	3,058
7	BAKER HUGHES INC COM	057224107		4/2/2009	5/18/2009	3,695	0	3,065	630			0	630
8	BOEING CO	097023105		2/13/2009	8/19/2009	8,666	0	8,140	526			0	526
9	BOEING CO	097023105		3/6/2009	8/19/2009	12,999	0	9,036	3,963			0	3,963
10	BOEING CO	097023105		4/2/2009	8/19/2009	4,333	0	3,751	582			0	582
11	CISCO SYSTEMS INC	17275R102		2/13/2009	4/2/2009	7,374	0	6,488	886			0	886
12	CISCO SYSTEMS INC	17275R102		3/6/2009	4/2/2009	7,374	0	5,676	1,698			0	1,698
13	WALT DISNEY CO	254687106		2/13/2009	8/19/2009	10,012	0	7,487	2,525			0	2,525
14	WALT DISNEY CO	254687106		3/6/2009	8/19/2009	12,515	0	7,949	4,566			0	4,566
15	EXELON CORPORATION	30161N101		2/13/2009	8/19/2009	9,716	0	10,800	-1,084			0	-1,084
16	EXELON CORPORATION	30161N101		3/6/2009	8/19/2009	4,858	0	4,469	389			0	389
17	EXELON CORPORATION	30161N101		4/2/2009	8/19/2009	4,858	0	4,714	144			0	144
18	FIRST SOLAR INC	336433107		2/13/2009	4/2/2009	6,938	0	7,256	-318			0	-318
19	FIRST SOLAR INC	336433107		3/6/2009	4/2/2009	13,875	0	10,896	2,979			0	2,979
20	GENERAL ELECTRIC CO	369604103		2/13/2009	4/2/2009	6,504	0	6,906	-402			0	-402
21	GENERAL ELECTRIC CO	369604103		3/6/2009	4/2/2009	10,840	0	7,130	3,710			0	3,710
22	HUSSMAN STRATEGIC GROWTH FUND	448108100		8/27/2008	6/10/2009	100,000	0	125,499	-25,499			0	-25,499
23	HUSSMAN STRATEGIC GROWTH FUND	448108100		8/27/2008	12/23/2009	40,000	0	50,824	-10,824			0	-10,824
24	INTERCONTINENTALEXCHANGE INC	45865V100		2/13/2009	6/11/2009	11,723	0	6,371	5,352			0	5,352
25	INTERCONTINENTALEXCHANGE INC	45865V100		3/6/2009	6/11/2009	11,723	0	6,036	5,687			0	5,687
26	INTERCONTINENTALEXCHANGE INC	45865V100		4/2/2009	6/11/2009	11,723	0	7,929	3,794			0	3,794
27	ISHARES TRI BOXX $ HIGH YIELD CORF	464288513		8/22/2008	3/6/2009	37,368	0	55,672	-18,304			0	-18,304
28	ISHARES TRI BOXX $ HIGH YIELD CORF	464288513		10/24/2008	3/6/2009	24,912	0	28,340	-3,428			0	-3,428
29	MIDCAP CORE STOCK FUND	4U0040444		3/22/2006	12/31/2009	72,775	0	74,832	-2,057			0	-2,057
30	MONSANTO CO NEW	61166W101		2/13/2009	8/19/2009	7,958	0	7,981	-23			0	-23
31	MONSANTO CO NEW	61166W101		3/6/2009	8/19/2009	7,958	0	7,170	788			0	788
32	MONSANTO CO NEW	61166W101		4/2/2009	8/19/2009	7,958	0	8,309	-351			0	-351
33	SHAW GROUP INC COM	820280105		2/13/2009	8/13/2009	9,428	0	8,805	623			0	623
34	SHAW GROUP INC COM	820280105		3/6/2009	8/13/2009	9,428	0	6,621	2,807			0	2,807
35	STARBUCKS CORP COM	855244109		2/13/2009	8/19/2009	11,430	0	6,131	5,299			0	5,299
36	STARBUCKS CORP COM	855244109		3/6/2009	8/19/2009	19,050	0	8,398	10,652			0	10,652
37	STARBUCKS CORP COM	855244109		4/2/2009	8/19/2009	1,905	0	1,201	704			0	704
38	TCW TOTAL RETURN BOND I (TGLMX)	487234N880		9/17/2009	12/14/2009	50,647	0	50,000	647			0	647
39	TRACTOR SUPPLY CO COM	892356106		2/13/2009	4/2/2009	7,796	0	6,577	1,219			0	1,219
40	TRACTOR SUPPLY CO COM	892356106		3/6/2009	4/2/2009	11,694	0	8,892	2,802			0	2,802
41	UNITED PARCEL SERVICE-CL B	911312106		2/13/2009	4/2/2009	10,661	0	9,012	1,649			0	1,649
42	UNITED PARCEL SERVICE-CL B	911312106		3/6/2009	4/2/2009	5,330	0	3,928	1,402			0	1,402
43	VANGUARD LARGE CAP VIPER	922908637		2/13/2009	3/6/2009	264,528	0	321,514	-56,986			0	-56,986
44	LARGE CAP VALUE FUND	991283904		7/31/2006	2/13/2009	214,630	0	465,959	-251,329			0	-251,329
45	INTERNATIONAL CORE STOCK FUND	994600906		6/15/1998	12/31/2009	117,489	0	109,402	8,087			0	8,087
46	INTERNATIONAL CORE STOCK FUND	994600906		6/7/2002	12/31/2009	89,143	0	69,047	20,096			0	20,096
47	SMALL CAP CORE FUND	996936902		3/22/2006	12/31/2009	69,908	0	58,491	11,417			0	11,417
48	INDEX 500 STOCK FUND	999900822		6/7/2002	2/13/2009	205,145	0	223,461	-18,316			0	-18,316
49	LARGE CAP GROWTH FUND	BF1000B02		1/31/2008	2/13/2009	221,081	0	329,108	-108,027			0	-108,027
50	K1 SHORT TERM GAIN					5,821	0	0	5,821			0	5,821
51	K1 LONG TERM GAIN					6,717	0	0	6,717			0	6,717
52	CTF SHORT TERM LOSS					0	0	48,729	-48,729			0	-48,729
53	CTF LONG TERM LOSS					0	0	111,484	-111,484			0	-111,484
54						0	0	0	0			0	0

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

41,409

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours	Compensation
1	Wells Fargo Bank, N A	X	P O Box 63954, MAC A0330-011	SAN FRANCISCO	CA	94163		TRUSTEE	4	41,409
2										
3										
4										
5										
6										
7										
8										
9										
10										

Part

	Benefits	Expense Account	Explanation
	0	0	
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			

Part XIII, Line 4c (990-PF) - Qualifying Distribution Made Out of Corpus

If the private foundation is electing to treat a qualifying distribution as made out of corpus, please provide an explanation

PURSUANT TO IRC SEC 4942(H)(2) AND REG 53 4942(A)-3(D)(2), THIS FOUNDATION HERBY ELECTS TO TREAT CURRENT YEAR QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING TAX YEAR'S UNDISTRIBUTED INCOME AS BEING MADE OUT OF CORPUS TO MEET PASS-THROUGH REQUIREMENTS

Part XVI-A, Lines 11a-11e (990-PF) - Other Revenue

		Unrelated Business Income		Excluded by Section 512, 513, or 514		
	Program Service Revenue	Business Code	Amount	Exclusion Code	Amount	Related or Exempt Function Income
1	ROYALTY INCOME			15	10	
2						
3						
4						
5						
6						
7						
8						
9						
10						
11						
12						
13						
14						
15						
16						
17						
18						
19						
20						

Part VI, Line 6a (990-PF) - Estimated Tax Payments

		Date		Amount
1	Credit from prior year return		1	2,264
2	First quarter estimated tax payment		2	0
3	Second quarter estimated tax payment		3	0
4	Third quarter estimated tax payment		4	0
5	Fourth quarter estimated tax payment		5	0
6	Other payments		6	0
7	Total		7	2,264

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2008 that remained undistributed at the beginning of the 2009 tax year	1	128,876
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	128,876

Part XV, Lines 1a-1b (990-PF) - Information Regarding Foundation Managers

	List Managers who contributed more than 2% of the total contributions received by the foundation	List Managers who own 10% or more of the stock of a corporation of which the foundation has a 10% or greater interest
1	NONE	NONE
2		
3		
4		
5		
6		
7		
8		
9		
10		