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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning

, and ending

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

MAX FACTOR FAMILY FOUNDATION

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

6505 WILSHIRE BOULEVARD

Room/suite

1200

City or town, state, and ZIP code

LOS ANGELES, CA 90048

A Employer identification number

95-6030779

B Telephone number

(310) 274-8193

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

\$ 11,632,226. (Part I, column (d) must be on cash basis.)

J Accounting method

☒ Cash ☐ Accrual☐ Other (specify)**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)

Revenue	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	552,230.	552,230.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	15,277.			
	b	Gross sales price for all assets on line 6a	4,725,000.			
	7	Capital gain net income (from Part IV, line 2)		15,277.		
	8	Net short-term capital gain				
Operating and Administrative Expenses	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	2,178.	2,178.		STATEMENT 2
	12	Total. Add lines 1 through 11	569,685.	569,685.		
	13	Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
b	Accounting fees	3,500.	1,750.		1,750.	
c	Other professional fees					
17	Interest	53,590.	53,590.		0.	
18	Taxes	16,547.	430.		85.	
19	Depreciation and depletion					
20	Occupancy					
21	Travel, conferences, and meetings					
22	Printing and publications					
23	Other expenses	39,584.	29,211.		10,374.	
24	Total operating and administrative expenses. Add lines 13 through 23	113,221.	84,981.		12,209.	
25	Contributions, gifts, grants paid	550,500.			550,500.	
26	Total expenses and disbursements. Add lines 24 and 25	663,721.	84,981.		562,709.	
27	Subtract line 26 from line 12	<94,036.>				
a	Excess of revenue over expenses and disbursements					
b	Net investment income (if negative, enter -0-)		484,704.			
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	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	2,128,280.	589,718.	589,718.
	2 Savings and temporary cash investments			
	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 STMT 6	4,202,091.	2,675,089.	2,751,946.
	b Investments - corporate stock			
	c Investments - corporate bonds STMT 7	4,721,872.	7,687,546.	8,290,562.
11 Investments - land, buildings, and equipment basis				
Less accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis				
Less accumulated depreciation				
15 Other assets (describe)				
16 Total assets (to be completed by all filers)	11,052,243.	10,952,353.	11,632,226.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	267,309.	267,309.	
28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	10,784,934.	10,685,044.		
30 Total net assets or fund balances	11,052,243.	10,952,353.		
31 Total liabilities and net assets/fund balances	11,052,243.	10,952,353.		

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	11,052,243.
2 Enter amount from Part I, line 27a	2	<94,036.>
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	10,958,207.
5 Decreases not included in line 2 (itemize) UNREALIZED GAIN LOSS ADJUSTMENT	5	5,854.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,952,353.

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 SALE OF SECURITIES	P	VARIOUS	VARIOUS
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 4,725,000.		4,709,723.	15,277.
b			
c			
d			
e			

(i) FMV 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			15,277.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> <div style="margin-left: 10px;"> 2 <div style="margin-left: 10px;">15,277.</div> </div> </div>
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	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 </div> <div style="margin-left: 10px;"> 3 <div style="margin-left: 10px;">N/A</div> </div> </div>

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	446,587.	10,988,755.	.040640
2007	634,067.	11,083,889.	.057206
2006	505,730.	10,890,025.	.046440
2005	467,922.	10,913,889.	.042874
2004	593,842.	11,394,186.	.052118

2 Total of line 1, column (d)	2	.239278
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	.047856
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	11,505,318.
5 Multiply line 4 by line 3	5	550,598.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,847.
7 Add lines 5 and 6	7	555,445.
8 Enter qualifying distributions from Part XII, line 4 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	8	562,709.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	4,847.
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	4,847.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	4,847.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	10,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	10,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,153.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax	11	5,153.	Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation: \$ 0. (2) On foundation managers: \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers: \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.		X
8a Enter the states to which the foundation reports or with which it is registered (see 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		X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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 ► <u>NONE</u>	13	X	
14	The books are in care of ► <u>GERALD FACTOR</u> Telephone no ► <u>(323) 761-8700</u> Located at ► <u>6505 WILSHIRE BLVD, SUITE 1200, LOS ANGELES, CA</u> ZIP+4 ► <u>90048</u>			
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"/> 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"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" 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"/> 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"/> 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"/> 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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ► _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" 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	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

X

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

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

☐ Yes ☒ No

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

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	10,000,637.
b	Average of monthly cash balances	1b	1,679,889.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	11,680,526.
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	11,680,526.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	175,208.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,505,318.
6	Minimum investment return. Enter 5% of line 5	6	575,266.

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	575,266.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	4,847.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	4,847.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	570,419.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	570,419.
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	570,419.

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	562,709.
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	562,709.
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	4,847.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	557,862.

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

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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				570,419.
2 Undistributed Income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007	70,696.			
e From 2008				
f Total of lines 3a through e	70,696.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$	562,709.			
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				562,709.
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))	7,710.			7,710.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	62,986.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	62,986.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007	62,986.			
d Excess from 2008				
e Excess from 2009				

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. | | |

[illegible]

- 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.

Sign Here

▶ ~~S~~

Signature of officer or trustee

Date _____

Title

Preparer's
signature

Firm's name (or yours
if self-employed),
address, and ZIP code

GREEN HASSON & JANKS LLP
10990 WILSHIRE BLVD., 16TH FLOOR
LOS ANGELES, CA 90024-3929

Date	OCT
------	-----

☐ Check if self-employed

Preparer's identifying number

EIN ▶

Phone no (310) 873-1600

Form **990-PF** (2009)

Form **8868**

(Rev. April 2009)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

▶ File a separate application for each return.

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

Do not complete **Part II** unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**.

Type or print	Name of Exempt Organization	Employer identification number
	MAX FACTOR FAMILY FOUNDATION	95-6030779
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 6505 WILSHIRE BOULEVARD, NO. 1200	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LOS ANGELES, CA 90048	

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

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

HEATHER GLYNN

- The books are in the care of ▶ **6505 WILSHIRE BLVD, SUITE 1200 - LOS ANGELES, CA 90048**
- Telephone No. ▶ **(323) 761-8700** FAX No. ▶ _____

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover.

- 1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 16, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ▶ ☒ calendar year **2009** or
- ▶ ☐ tax year beginning _____, and ending _____

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	4,795.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	10,000.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

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

Form 8868 (Rev. 4-2009)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II		Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).	
Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization		Employer identification number
	MAX FACTOR FAMILY FOUNDATION		95-6030779
	Number, street, and room or suite no. If a P.O. box, see instructions. 6505 WILSHIRE BOULEVARD, NO. 1200		For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LOS ANGELES, CA 90048		

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

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

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

HEATHER GLYNN

- The books are in the care of **6505 WILSHIRE BLVD, SUITE 1200 - LOS ANGELES, CA 90048**
Telephone No. **(323) 761-8700** FAX No. _____
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until **NOVEMBER 15, 2010**.
- 5 For calendar year **2009**, or other tax year beginning _____, and ending _____.
- 6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension

TAXPAYER NEEDS ADDITIONAL TIME TO ACCUMULATE ALL OF THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	4,795.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	10,000.
c	Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification

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

Signature *Margaret Kanner* Title **CPA**Date **8-11-10**

Form 8868 (Rev. 4-2009)

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT		
MERRILL LYNCH BOND INTEREST	512,445.	0.	512,445.		
MERRILL LYNCH DIVIDEND	39,785.	0.	39,785.		
TOTAL TO FM 990-PF, PART I, LN 4	552,230.	0.	552,230.		

FORM 990-PF		OTHER INCOME		STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME		
OTHER INVESTMENT INCOME	2,178.	2,178.			
TOTAL TO FORM 990-PF, PART I, LINE 11	2,178.	2,178.			

FORM 990-PF		ACCOUNTING FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	3,500.	1,750.		1,750.	
TO FORM 990-PF, PG 1, LN 16B	3,500.	1,750.		1,750.	

FORM 990-PF		TAXES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
US TREASURY	16,032.	0.		0.	
FRANCHISE TAX BOARD	10.	0.		10.	
REGISTRY OF CHARITABLE					
TRUST	75.	0.		75.	
FOREIGN TAX	430.	430.		0.	
TO FORM 990-PF, PG 1, LN 18	16,547.	430.		85.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK CHARGE	240.	120.		120.	
INSURANCE	921.	461.		461.	
STORAGE EXPENSE	3,960.	1,980.		1,980.	
CONFERENCES, CONVENTIONS, AND MEETINGS	6,162.	0.		6,162.	
TELEPHONE	301.	150.		151.	
MANAGEMENT FEES	25,000.	25,000.		0.	
CONSULTING	3,000.	1,500.		1,500.	
TO FORM 990-PF, PG 1, LN 23	39,584.	29,211.		10,374.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	6
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
GOVERNMENT BONDS	X		1,527,211.	1,601,435.	
MUNICIPAL BONDS		X	1,147,878.	1,150,511.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,527,211.	1,601,435.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			1,147,878.	1,150,511.	
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,675,089.	2,751,946.	

FORM 990-PF	CORPORATE BONDS		STATEMENT	7
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS			7,687,546.	8,290,562.
TOTAL TO FORM 990-PF, PART II, LINE 10C			7,687,546.	8,290,562.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	8
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DEAN FACTOR 6505 WILSHIRE BLVD, STE 1200 LOS ANGELES, CA 90048	TRUSTEE 1.00	0.	0.	0.
MAX FACTOR III 6505 WILSHIRE BLVD, STE 1200 LOS ANGELES, CA 90048	TRUSTEE 1.00	0.	0.	0.
GERALD FACTOR 6505 WILSHIRE BLVD, STE 1200 LOS ANGELES, CA 90048	TRUSTEE 1.00	0.	0.	0.
MICHAEL FIRESTEIN 6505 WILSHIRE BLVD, STE 1200 LOS ANGELES, CA 90048	TRUSTEE 1.00	0.	0.	0.
JON GLASER 6505 WILSHIRE BLVD, STE 1200 LOS ANGELES, CA 90048	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 9

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTEDGERALD FACTOR
6505 WILSHIRE BLVD #1200
LOS ANGELES, CA 90048

<u>TELEPHONE NUMBER</u>	<u>NAME OF GRANT PROGRAM</u>
(310) 274-8193	VARIOUS GRANT PROGRAMS

FORM AND CONTENT OF APPLICATIONS

PLEASE REQUEST FORMAL APPLICATION FORM FROM THE MAX FACTOR FAMILY FOUNDATION. GRANT REQUESTS ACCOMPANIED BY A FORMAL APPLICATION WILL BE CONSIDERED FOR FUNDING BY THE FOUNDATION TOGETHER WITH A COPY OF THE ORGANIZATION'S INTERNAL REVENUE SERVICE TAX EXEMPTION DETERMINATION LETTER. THE GRANT EMPHASIS SHALL BE GIVEN TO PROPOSALS WHICH TARGET AREAS OF HEALTH CARE RELATING TO YOUTHS, AGING, RESEARCH AND SCHOLARSHIPS FOR MINORITIES.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE MAX FACTOR FAMILY FOUNDATION DOES NOT CONTRIBUTE TO INDIVIDUALS, POLITICAL PARTIES, POLITICAL CANDIDATES, OR POLITICAL PUBLICATIONS, RELIGIOUS ORGANIZATIONS, VETERANS' ORGANIZATIONS (UNLESS FUNDS ARE BEING SOUGHT FOR THE BENEFIT OF THE WHOLE COMMUNITY), LOCAL AGENCIES WHICH ARE PART OF NATIONAL ORGANIZATIONS RECEIVING MAX FACTOR FAMILY FOUNDATION CONTRIBUTIONS, LOCAL LEGAL CENTERS AFFILIATED WITH NATIONAL LEGAL CENTERS TO WHICH MAX FACTOR FAMILY FOUNDATION CONTRIBUTES, MUNICIPAL EMPLOYEE FRATERNAL GROUPS AND/OR FOR "GOOD WILL" OR "COURTESY" ADVERTISING.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 10

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
JEWISH FEDERATION COUNCIL 6505 WILSHIRE BLVD LOS ANGELES, CA 90048	NONE TO PROVIDE SUPPORT TO AGENCIES WHO HELP JEWISH PEOPLE IN LA	501(C)3, 509(A)2	250,000.
PLANNED PARENTHOOD LOS ANGELES 1920 MARENGO ST. LOS ANGELES, CA 90033	NONE TO PROVIDE AFFORDABLE REPRODUCTIVE HEALTH CARE AND INFORMATION	501(C)3, 509(A)1	25,000.
PSYCHOLOGICAL TRAUMA CENTER 8730 ALDEN DR., C-106 LOS ANGELES, CA 90048	NONE TO PROVIDE SERVICES TO SCHOOLS FOLLOWING A TRAUMATIC EVENT	170(B)(1) (A)(III)	10,000.
UC BERKELEY SCHOOL OF PUBLIC HEALTH 50 UNIVERSITY HALL #7360 BERKELEY, CA 94720	NONE TO SUPPORT EDUCATION PROGRAM	PUBLIC UNIVERSITY	20,000.
THE MAR VISTA FAMILY CENTER 5075 S. SLAUSON AVE CULVER CITY, CA 90230	NONE TO PROVIDE LOW-INCOME FAMILIES WITH EARLY CHILDHOOD EDUCATION	501(C)3, 509(A)1	10,000.
HOLLYGROVE 815 N. EL CENTRO AVE LOS ANGELES, CA 90038	NONE TO SERVE ABUSED AND NEGLECTED CHILDREN	501(C)3, 509(A)1	15,000.
CONGREGATION YAD SHAUL 1271 AVENUE OF THE AMERICAS NEW YORK, NY 10020	NONE TO ESTABLISH AND MAINTAIN JEWISH PLACES OF WORSHIP	501(C)3, 509(A)1	500.
DUBNOFF CENTER FOR CHILD DEVELOPMENT AND EDUCATIONAL THERAPY - 10526 DUBNOFF WAY NORTH HOLLYWOOD, CA 91606	NONE TO SUPPORT EDUCATION PROGRAM	SCHOOL	15,000.

VENICE FAMILY CLINIC 604 ROSE AVE VENICE, CA 90291	NONE TO PROVIDE FREE CLINIC SERVICES TO LOW INCOME INDIVIDUALS	170(B)(1) (A)(III)	20,000.
SABAN FREE CLINIC 8405 BEVERLY BLVD LOS ANGELES, CA 90048	NONE TO PROVIDE MEDICAL AND DENTAL CARE TO THE PUBLIC	501(C)3, 509(A)1	15,000.
CHILDREN'S BURN FOUNDATION 5000 VAN NUYS BLVD SHERMAN OAKS, CA 91403	NONE TO ASSIST CHILDREN WHO HAVE BEEN SERVERLY BURNED	501(C)3, 509(A)1	10,000.
ASSISTANCE LEAGUE OF SOUTHERN CALIFORNIA 1370 N. SAINT ANDREWS PLACE HOLLYWOOD, CA 90028	NONE TO PROVIDE ESSENTIAL HUMAN SERVICES TO PEOPLE IN NEED	501(C)3, 509(A)2	10,000.
TREE PEOPLE 12601 MULHOLLAND DRIVE BEVERLY HILLS, CA 90210	NONE TO SUPPORT THE URBAN FORSTATION THROUGH TRAINING AND EDUCATION	501(C)3, 509(A)1	10,000.
NATIONAL TECHNICAL INSTITUTE FOR THE DEAF 52 LOMB MEMORIAL DRIVE ROCHESTER , NY 14623	NONE TO SUPPORT INDIVIDUALS WHO ARE DEAF	SCHOOL	50,000.
CENTER FOR THE PARTIALLY SIGHTED 12301 WILSHIRE BLVD, SUITE 600 LOS ANGELES, CA 90025	NONE TO HELP PARTIALLY SIGHTED INDIVIDUALS	501(C)3, 509(A)1	30,000.
CEDARS SINAI MEDICAL CENTER 8700 BEVERLY BLVD LOS ANGELES, CA 90048	NONE TO PROVIDE OPTIMAL HEALTH OUTCOMES FOR FAMILIES	HOSPITAL	20,000.
JULIA ANN SINGER CENTER 3200 MOTOR AVE. LOS ANGELES, CA 90034	NONE TO PROVIDE VARIOUS SERVICES FOR AT-RISK AND ABUSED CHILDREN	501(C)3, 509(A)1	5,000.
ALS ASSOCIATION OF GREATER LOS ANGELES PO BOX 565 AGOURA HILLS, CA 91376	NONE TO PROVIDE ASSISTANCE IN THE LIVES OF ALL PERSONS WITH ALS	501(C)3, 509(A)1	10,000.

BIG SUNDAY
7319 BEVERLY BLVD, SUITE 7 LOS
ANGELES, CA 90036

NONE
TO EMPOWER VOLUNTEERS
TO BUILD COMMUNITY
THROUGH COMMUNITY
SERVICE

501(C)3, 10,000.
509(A)1

AVIVA CHILDREN'S SERVICES
1735 E FT LOWELL TUCSON, AZ
85719

NONE
TO ASSIST CHILDREN WHO
HAVE BEEN ABUSED AND
NEGLECTED

501(C)3, 15,000.
509(A)1

TOTAL TO FORM 990-PF, PART XV, LINE 3A

550,500.