Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

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: F.P. WINNE FOUNDATION JAG-31L054009

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 60078 SC-MPK-03-M

Room/suite:

City or town, state, and ZIP code: LOS ANGELES, CA 90060

A Employer identification number: 95-6052464

B Telephone number (see page 10 of the instructions): (408) 299-1655

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: [X] 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) ▶ $ 569,394.

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

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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)				
	2 Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	14,803.	14,803.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	10,388.			
	b Gross sales price for all assets on line 6a 405,637.				
	7 Capital gain net income (from Part IV, line 2)		10,388.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	25,191.	25,191.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	6,462.	4,846.		1,615.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 2	983.	NONE	NONE	983.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 3	113.	113.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 4	10.			10.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	7,568.	4,959.	NONE	2,608.
	25 Contributions, gifts, grants paid	25,984.			25,984.
	26 **Total expenses and disbursements** Add lines 24 and 25	33,552.	4,959.	NONE	28,592.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-8,361.			
	b **Net investment income** (if negative, enter -0-)		20,232.		
	c **Adjusted net income** (if negative, enter -0-)				

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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			
2	Savings and temporary cash investments	76,298.	19,441.	19,441.
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 (attach schedule) (see page 16 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶ NONE			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)	73,845.		
b	Investments - corporate stock (attach schedule) STMT 5	325,669.	386,082.	381,802.
c	Investments - corporate bonds (attach schedule) STMT 6	105,865.	167,797.	168,151.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	581,677.	573,320.	569,394.
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 (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)			
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	581,677.	573,320.	
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)	581,677.	573,320.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	581,677.	573,320.	

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	581,677.
2	Enter amount from Part I, line 27a	2	-8,361.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	534.
4	Add lines 1, 2, and 3	4	573,850.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	530.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	573,320.

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 PART IV DETAIL			
b				
c				
d				
e				

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

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

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

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	10,388.
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	23,471.	603,366.	0.03890010375
2007	26,356.	707,753.	0.03723898027
2006	31,179.	680,586.	0.04581199143
2005	34,158.	679,446.	0.05027331090
2004	23,424.	704,805.	0.03323472450

2	**Total** of line 1, column (d)	2	0.20545911085
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	0.04109182217
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	514,178.
5	Multiply line 4 by line 3	5	21,129.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	202.
7	Add lines 5 and 6	7	21,331.
8	Enter qualifying distributions from Part XII, line 4	8	28,592.

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)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______________ (attach copy of ruling letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	202.
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	
3	Add lines 1 and 2			3	202.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	NONE
5	**Tax based on investment income** Subtract line 4 from line 3 If zero or less, enter -0-			5	202.
6	Credits/Payments				
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	284.		
b	Exempt foreign organizations-tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	284.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	82.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 82. **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ▶$ ______ (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
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 9			
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 ▶ BANK OF THE WEST Telephone no ▶ (408)299-1655

Located at ▶ 1 ALMADEN BLVD., SUITE 250, SAN JOSE, CA ZIP + 4 ▶ 95113

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 ▶ ______, ______, ______, ______			
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) STMT 10	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*	3b		
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

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? ☐ 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 — No: 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? 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
SEE STATEMENT 11		6,462.	-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
SEE STATEMENT 12		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

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
SEE STATEMENT 13		NONE

Total number of others receiving over $50,000 for professional services . . . ▶ NONE

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 23 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	
Total. Add lines 1 through 3 . . . ▶	

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	455,766.
b	Average of monthly cash balances	1b	66,242.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	522,008.
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	NONE
3	Subtract line 2 from line 1d	3	522,008.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	7,830.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	514,178.
6	**Minimum investment return.** Enter 5% of line 5	6	25,709.

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	25,709.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	202.		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	202.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	25,507.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	25,507.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	25,507.

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	28,592.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	28,592.
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	202.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	28,390.

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				25,507.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			26,425.	
b Total for prior years 20___,20___,20___		NONE		
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	NONE			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 28,592.				
a Applied to 2008, but not more than line 2a			26,425.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				2,167.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				23,340.
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)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2005 ... NONE				
b Excess from 2006 ... NONE				
c Excess from 2007 ... NONE				
d Excess from 2008 ... NONE				
e Excess from 2009 ... NONE				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see 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 STATEMENT 16				
Total . . . . . . ▶ 3a				25,984.
b *Approved for future payment*				
Total . . . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions.)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	14,803.	
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	10,388.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				25,191.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . . 13 25,191.

(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 29 of the instructions.)
	NOT APPLICABLE

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

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?

			Yes	No
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

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

Pat Moody | 05/05/2010 | VICE PRESIDENT

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature: Jeffrey E Kuhlen	Date 05/05/2010	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions) P00353001
Firm's name (or yours if self-employed), address, and ZIP code	KPMG LLP 2020 N CENTRAL AVE, STE 700 PHOENIX, AZ 85004		EIN 13-5565207 Phone no 800-713-2555

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					386.	
		200. AT&T INC COM PROPERTY TYPE: SECURITIES				P	07/31/1991	07/23/2009
5,164.00		3,516.00					1,648.00	
		300. ABBOTT LABS PROPERTY TYPE: SECURITIES				P	05/26/1992	07/23/2009
13,242.00		4,621.00					8,621.00	
		17. AIR PRODS & CHEMS INC PROPERTY TYPE: SECURITIES				P	05/18/2009	07/23/2009
1,237.00		1,094.00					143.00	
		94. ALTERA CORP PROPERTY TYPE: SECURITIES				P	05/18/2009	07/23/2009
1,746.00		1,439.00					307.00	
		40. CLASS ACTION SETTLEMENT ON APACHE CO PROPERTY TYPE: SECURITIES				P	12/11/2007	07/23/2009
3,147.00		4,102.00					-955.00	
		10. APPLE COMPUTER INC PROPERTY TYPE: SECURITIES				P	12/11/2007	05/18/2009
1,256.00		1,962.00					-706.00	
		30. APPLE COMPUTER INC PROPERTY TYPE: SECURITIES				P	12/11/2007	07/23/2009
4,737.00		5,886.00					-1,149.00	
		60. BAKER HUGHES W/PFD STK PUR RTS PROPERTY TYPE: SECURITIES				P	12/11/2007	07/23/2009
2,417.00		5,141.00					-2,724.00	
		150. BLACK & DECKER CORP PROPERTY TYPE: SECURITIES				P	02/09/1994	07/23/2009
4,969.00		2,966.00					2,003.00	
		180. CISCO SYS INC PROPERTY TYPE: SECURITIES				P	03/11/1997	07/23/2009
3,942.00		1,058.00					2,884.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		300. CITIGROUP, INC F/K/A TRAVELERS GROU PROPERTY TYPE: SECURITIES				P	02/09/1994	02/26/2009
690.00		1,881.00					-1,191.00	
		300. DENTSPLY INTL INC NEW COM PROPERTY TYPE: SECURITIES				P	10/06/2004	07/23/2009
8,994.00		8,069.00					925.00	
		250. DU PONT E I DE NEMOURS & CO PROPERTY TYPE: SECURITIES				P	05/26/1992	07/23/2009
7,460.00		6,588.00					872.00	
		50. EMERSON ELEC CO PROPERTY TYPE: SECURITIES				P	12/11/2007	07/23/2009
1,808.00		2,904.00					-1,096.00	
		70. EXELON CORP COM F/K/A PECO ENERGY CO PROPERTY TYPE: SECURITIES				P	12/11/2007	07/23/2009
3,720.00		6,018.00					-2,298.00	
		28. EXPEDITORS INTL WASH INC COM PROPERTY TYPE: SECURITIES				P	05/18/2009	07/23/2009
921.00		920.00					1.00	
		44. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES				P	07/01/2003	05/18/2009
3,097.00		1,601.00					1,496.00	
		156. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES				P	07/01/2003	07/23/2009
11,155.00		5,677.00					5,478.00	
		12. FPL GROUP INC PROPERTY TYPE: SECURITIES				P	09/18/2008	07/23/2009
709.00		620.00					89.00	
		704.846 ACCESSOR STRATEGIC ALTERNATIVES PROPERTY TYPE: SECURITIES				P	07/23/2009	11/24/2009
8,000.00		7,330.00					670.00	
		150. GENERAL ELEC CO PROPERTY TYPE: SECURITIES				P	02/28/1992	07/23/2009
1,792.00		992.00					800.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		1935.483 GOLDMAN SACHS HIGH YIELD FD #52 PROPERTY TYPE: SECURITIES				P	08/16/2006	07/23/2009
12,000.00		15,310.00					-3,310.00	
		2592.017 GOLDMAN SACHS HIGH YIELD FD #52 PROPERTY TYPE: SECURITIES				P	08/16/2006	12/17/2009
17,989.00		20,503.00					-2,514.00	
		2192.982 GOLDMAN SACHS HIGH YIELD FD #52 PROPERTY TYPE: SECURITIES				P	11/19/2009	12/17/2009
15,219.00		15,000.00					219.00	
		3510.532 GOLDMAN SACHS US MORTGAGES FUND PROPERTY TYPE: SECURITIES				P	12/18/2007	12/17/2009
34,930.00		35,000.00					-70.00	
		3095.975 GOLDMAN SACHS US MORTGAGES FUND PROPERTY TYPE: SECURITIES				P	08/14/2009	12/17/2009
30,805.00		30,000.00					805.00	
		5. GOOGLE INC CL A PROPERTY TYPE: SECURITIES				P	12/11/2007	07/23/2009
2,189.00		3,589.00					-1,400.00	
		3. GOOGLE INC CL A PROPERTY TYPE: SECURITIES				P	05/18/2009	07/23/2009
1,313.00		1,184.00					129.00	
		200. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES				P	04/03/1990	07/23/2009
8,338.00		922.00					7,416.00	
		37. INTEL CORP PROPERTY TYPE: SECURITIES				P	12/11/2007	05/18/2009
567.00		1,027.00					-460.00	
		113. INTEL CORP PROPERTY TYPE: SECURITIES				P	12/11/2007	07/23/2009
2,184.00		3,137.00					-953.00	
		8. INTERCONTINENTALEXCHANGE INC COM PROPERTY TYPE: SECURITIES				P	10/08/2008	07/23/2009
737.00		616.00					121.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		50. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES				P	07/01/2003	05/18/2009
2,786.00		2,632.00					154.00	
		556.174 JP MORGAN U.S. EQUITY FUND - INS PROPERTY TYPE: SECURITIES				P	08/14/2009	11/24/2009
5,000.00		4,477.00					523.00	
		100. KIMBERLY CLARK CORP PROPERTY TYPE: SECURITIES				P	05/26/1992	07/23/2009
5,731.00		2,794.00					2,937.00	
		3205.128 MFS INSTITUTIONAL EQUITY FD #40 PROPERTY TYPE: SECURITIES				P	12/18/2007	07/23/2009
45,000.00		63,077.00					-18,077.00	
		381.437 MFS INTL NEW DISCOVERY FUND INST PROPERTY TYPE: SECURITIES				P	08/16/2006	07/23/2009
6,000.00		11,034.00					-5,034.00	
		150. MICROSOFT CORP PROPERTY TYPE: SECURITIES				P	10/11/1995	05/18/2009
3,051.00		810.00					2,241.00	
		65. MICROCHIP TECHNOLOGY INC PROPERTY TYPE: SECURITIES				P	05/18/2009	07/23/2009
1,747.00		1,348.00					399.00	
		23. NYSE EURONEXT COM PROPERTY TYPE: SECURITIES				P	10/08/2008	07/23/2009
608.00		676.00					-68.00	
		93. NATIONAL OILWELL VARCO INC PROPERTY TYPE: SECURITIES				P	05/18/2009	07/23/2009
3,383.00		3,215.00					168.00	
		40. NIKE INC PROPERTY TYPE: SECURITIES				P	12/11/2007	07/23/2009
2,071.00		2,634.00					-563.00	
		164. ORACLE SYS CORP PROPERTY TYPE: SECURITIES				P	05/18/2009	07/23/2009
3,646.00		3,111.00					535.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		70. PEPSICO INC PROPERTY TYPE: SECURITIES				P	07/01/2003	07/23/2009
3,963.00		3,133.00					830.00	
		90. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES				P	07/01/2003	07/23/2009
4,988.00		4,085.00					903.00	
		46. PRUDENTIAL FINL INC COM PROPERTY TYPE: SECURITIES				P	09/10/2008	07/23/2009
1,901.00		3,744.00					-1,843.00	
		4. TARGET CORP F/K/A DAYTON HUDSON CORP PROPERTY TYPE: SECURITIES				P	05/18/2009	07/23/2009
170.00		167.00					3.00	
		125. TEXAS INSTRS INC PROPERTY TYPE: SECURITIES				P	12/11/2007	05/18/2009
2,208.00		4,214.00					-2,006.00	
		200. 3M COMPANY F/K/A MINNESOTA MIN & MF PROPERTY TYPE: SECURITIES				P	07/31/1991	07/23/2009
13,650.00		4,242.00					9,408.00	
		50. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES				P	12/11/2007	07/23/2009
2,665.00		3,891.00					-1,226.00	
		1226.994 VANGUARD INTRM TRM TREAS FD ADM PROPERTY TYPE: SECURITIES				P	09/11/2008	07/23/2009
14,000.00		14,233.00					-233.00	
		433.651 VANGUARD INTRM TRM TREAS FD ADM PROPERTY TYPE: SECURITIES				P	09/11/2008	08/20/2009
5,000.00		5,030.00					-30.00	
		2871.888 VANGUARD INTRM TRM TREAS FD ADM PROPERTY TYPE: SECURITIES				P	09/11/2008	11/19/2009
33,630.00		33,314.00					316.00	
		2035.096 VANGUARD SHORT TERM FED FD ADM PROPERTY TYPE: SECURITIES				P	09/08/2004	07/23/2009
22,101.00		21,268.00					833.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		100. WAL MART STORES INC PROPERTY TYPE: SECURITIES				P	03/07/1991	07/23/2009
4,917.00		921.00					3,996.00	
		11. WELLPOINT INC COM PROPERTY TYPE: SECURITIES				P	05/18/2009	07/23/2009
561.00		526.00					35.00	
TOTAL GAIN(LOSS)							10,388.	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
US GOVERNMENT INT REPORTED AS NONQUALIFI	1,201.	1,201.
FOREIGN DIVIDENDS	1,054.	1,054.
DOMESTIC DIVIDENDS	4,096.	4,096.
NONQUALIFIED DOMESTIC DIVIDENDS	8,452.	8,452.
TOTAL	14,803.	14,803.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	983.			983.
TOTALS	983.	NONE	NONE	983.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX PAID	113.	113.
TOTALS	113.	113.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
CA ST FILING FEE	10.	10.
TOTALS	10.	10.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ACCESSOR FRONTIER MKTS FD ADV	10,000.	9,054.
ACCESSOR STRATEGIC ALT FD INST	27,670.	30,357.
ACCESSOR SMALL TO MD CAP FD	57,000.	45,458.
JP MORGAN EMERGING MKT EQ FD	17,000.	20,086.
JP MORGAN US EQ FD INST	170,523.	191,494.
MFS INSTITUTIONAL EQ FD # 403	53,923.	44,909.
MFS INTL NEW DISCOVERY FD	33,966.	21,816.
VANGAURD EX MKT INDX #1342	16,000.	18,628.
TOTALS	386,082.	381,802.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FED INSTITUTIONAL HY BD FD 900	33,208.	33,313.
JP MORGAN MTG BKD SEC FD 1273	65,537.	65,000.
VANGUARD INT TRM CORP FD 571	69,052.	69,838.
TOTALS	167,797.	168,151.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
FED TAX REFUND		534.
	TOTAL	534.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
FUND INCOME TIMING DIFF		530.
	TOTAL	530.

STATEMENT 8

STATE(S) WHERE THE FOUNDATION IS REGISTERED
CA

STATEMENT 9

990PF, PART VII-B LINE 2b - SECTION 4942a2 EXPLANATION STATEMENT
==

This question does not apply. The foundation does not have any undistributed income from prior years.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
BANK OF THE WEST
ADDRESS:
300 S GRAND AVE, 5TH FLOOR
LOS ANGELES, CA 90071
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 4
COMPENSATION .... 6,462.

TOTAL COMPENSATION: 6,462.

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES
==

EMPLOYEE NAME:
NONE

STATEMENT 12

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS
==

NAME:
NONE
TYPE OF SERVICE:
0

RECIPIENT NAME:
AMERICAN HEART ASSOCIATION
GREATER LOS ANGELES AFFILIATE
ADDRESS:
ATTN: TERESITA MAALIHAN
BURLINGAME, CA 94010
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 3,248.

RECIPIENT NAME:
JEFFERSON MEDICAL COLLEGE
THOMAS JEFFERSON UNIV.
ADDRESS:
1020 WALNUT STREET
PHILADELPHIA, PA 19107
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 3,248.

RECIPIENT NAME:
LOS ANGELES ORTHOPAEDIC
FDN. ATTN: CARY TAMURA
ADDRESS:
2400 S. FLOWER STREET
LOS ANGELES, CA 90017
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 3,248.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
==

RECIPIENT NAME:
ST. VINCENT'S FOUNDATION
ADDRESS:
2131 W. 3RD STREET
LOS ANGELES, CA 90057
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 3,248.

RECIPIENT NAME:
CONVENT OF THE GOOD SHEPHERD
ADDRESS:
2561 VENICE BLVD.
LOS ANGELES, CA 90019
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 3,248.

RECIPIENT NAME:
GOOD SAMARITAN HOSIPTAL
ATTN: LANCE KEENE
ADDRESS:
VICE PRES. OF DEV.
LOS ANGELES, CA 90017
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 3,248.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
ST. ANNE'S MATERNITY HOSPITAL
ADDRESS:
155 N. OCCIDENTAL BLVD.
LOS ANGELES, CA 90026
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 3,248.

RECIPIENT NAME:
ST. JOHN'S HEALTH CENTER
DAVID EDWARDS
ADDRESS:
1328 22ND STREET
SANTA MONICA, CA 90404
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 3,248.

TOTAL GRANTS PAID: 25,984.

F.P. WINNE FOUNDATION JAG-31L054009 95-6052464

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES					
17. AIR PRODS & CHEMS INC	05/18/2009	07/23/2009	1,237.00	1,094.00	143.00
94. ALTERA CORP	05/18/2009	07/23/2009	1,746.00	1,439.00	307.00
28. EXPEDITORS INTL WASH	05/18/2009	07/23/2009	921.00	920.00	1.00
12. FPL GROUP INC	09/18/2008	07/23/2009	709.00	620.00	89.00
704.846 ACCESSOR STRATEGIC					
ALTERNATIVES FUND INSTL	07/23/2009	11/24/2009	8,000.00	7,330.00	670.00
2192.982 GOLDMAN SACHS	11/19/2009	12/17/2009	15,219.00	15,000.00	219.00
3095.975 GOLDMAN SACHS US					
MORTGAGES FUND - INST #2053	08/14/2009	12/17/2009	30,805.00	30,000.00	805.00
3. GOOGLE INC CL A	05/18/2009	07/23/2009	1,313.00	1,184.00	129.00
8. INTERCONTINENTALEXCHANG	10/08/2008	07/23/2009	737.00	616.00	121.00
556.174 JP MORGAN U.S.	08/14/2009	11/24/2009	5,000.00	4,477.00	523.00
65. MICROCHIP TECHNOLOGY	05/18/2009	07/23/2009	1,747.00	1,348.00	399.00
23. NYSE EURONEXT COM	10/08/2008	07/23/2009	608.00	676.00	-68.00
93. NATIONAL OILWELL VARCO	05/18/2009	07/23/2009	3,383.00	3,215.00	168.00
164. ORACLE SYS CORP	05/18/2009	07/23/2009	3,646.00	3,111.00	535.00
46. PRUDENTIAL FINL INC	09/10/2008	07/23/2009	1,901.00	3,744.00	-1,843.00
4. TARGET CORP F/K/A					
DAYTON HUDSON CORP #239753106	05/18/2009	07/23/2009	170.00	167.00	3.00
1226.994 VANGUARD INTRM					
TRM TREAS FD ADM #535	09/11/2008	07/23/2009	14,000.00	14,233.00	-233.00
433.651 VANGUARD INTRM TRM					
TREAS FD ADM #535	09/11/2008	08/20/2009	5,000.00	5,030.00	-30.00
11. WELLPOINT INC COM	05/18/2009	07/23/2009	561.00	526.00	35.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			96,703.00	94,730.00	1,973.00
Totals			96,703.00	94,730.00	1,973.00

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F.P. WINNE FOUNDATION JAG-31L054009 95-6052464

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES					
200. AT&T INC COM	07/31/1991	07/23/2009	5,164.00	3,516.00	1,648.00
300. ABBOTT LABS	05/26/1992	07/23/2009	13,242.00	4,621.00	8,621.00
40. CLASS ACTION SETTLEMENT ON APACHE CORP	12/11/2007	07/23/2009	3,147.00	4,102.00	-955.00
10. APPLE COMPUTER INC	12/11/2007	05/18/2009	1,256.00	1,962.00	-706.00
30. APPLE COMPUTER INC	12/11/2007	07/23/2009	4,737.00	5,886.00	-1,149.00
60. BAKER HUGHES W/PFD STK	12/11/2007	07/23/2009	2,417.00	5,141.00	-2,724.00
150. BLACK & DECKER CORP	02/09/1994	07/23/2009	4,969.00	2,966.00	2,003.00
180. CISCO SYS INC	03/11/1997	07/23/2009	3,942.00	1,058.00	2,884.00
300. CITIGROUP, INC F/K/A TRAVELERS GROUP, INC	02/09/1994	02/26/2009	690.00	1,881.00	-1,191.00
300. DENTSPLY INTL INC NEW	10/06/2004	07/23/2009	8,994.00	8,069.00	925.00
250. DU PONT E I DE	05/26/1992	07/23/2009	7,460.00	6,588.00	872.00
50. EMERSON ELEC CO	12/11/2007	07/23/2009	1,808.00	2,904.00	-1,096.00
70. EXELON CORP COM F/K/A	12/11/2007	07/23/2009	3,720.00	6,018.00	-2,298.00
44. EXXON MOBIL CORP	07/01/2003	05/18/2009	3,097.00	1,601.00	1,496.00
156. EXXON MOBIL CORP	07/01/2003	07/23/2009	11,155.00	5,677.00	5,478.00
150. GENERAL ELEC CO	02/28/1992	07/23/2009	1,792.00	992.00	800.00
1935.483 GOLDMAN SACHS	08/16/2006	07/23/2009	12,000.00	15,310.00	-3,310.00
2592.017 GOLDMAN SACHS	08/16/2006	12/17/2009	17,989.00	20,503.00	-2,514.00
3510.532 GOLDMAN SACHS US MORTGAGES FUND - INST #2053	12/18/2007	12/17/2009	34,930.00	35,000.00	-70.00
5. GOOGLE INC CL A	12/11/2007	07/23/2009	2,189.00	3,589.00	-1,400.00
200. HEWLETT PACKARD CO	04/03/1990	07/23/2009	8,338.00	922.00	7,416.00
37. INTEL CORP	12/11/2007	05/18/2009	567.00	1,027.00	-460.00
113. INTEL CORP	12/11/2007	07/23/2009	2,184.00	3,137.00	-953.00
50. JOHNSON & JOHNSON	07/01/2003	05/18/2009	2,786.00	2,632.00	154.00
100. KIMBERLY CLARK CORP	05/26/1992	07/23/2009	5,731.00	2,794.00	2,937.00
3205.128 MFS INSTITUTIONAL	12/18/2007	07/23/2009	45,000.00	63,077.00	-18,077.00
381.437 MFS INTL NEW	08/16/2006	07/23/2009	6,000.00	11,034.00	-5,034.00
150. MICROSOFT CORP	10/11/1995	05/18/2009	3,051.00	810.00	2,241.00
40. NIKE INC	12/11/2007	07/23/2009	2,071.00	2,634.00	-563.00
Totals					

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F.P. WINNE FOUNDATION JAG-31L054009 95-6052464

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
70. PEPSICO INC	07/01/2003	07/23/2009	3,963.00	3,133.00	830.00
90. PROCTER & GAMBLE CO	07/01/2003	07/23/2009	4,988.00	4,085.00	903.00
125. TEXAS INSTRS INC	12/11/2007	05/18/2009	2,208.00	4,214.00	-2,006.00
200. 3M COMPANY F/K/A	07/31/1991	07/23/2009	13,650.00	4,242.00	9,408.00
50. UNITED TECHNOLOGIES	12/11/2007	07/23/2009	2,665.00	3,891.00	-1,226.00
2871.888 VANGUARD INTRM					
TRM TREAS FD ADM #535	09/11/2008	11/19/2009	33,630.00	33,314.00	316.00
2035.096 VANGUARD SHORT					
TERM FED FD ADM #549	09/08/2004	07/23/2009	22,101.00	21,268.00	833.00
100. WAL MART STORES INC	03/07/1991	07/23/2009	4,917.00	921.00	3,996.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			308,548.00	300,519.00	8,029.00
Totals			308,548.00	300,519.00	8,029.00

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FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS		
LONG-TERM 15% CAPITAL GAIN DIVIDENDS	386.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		386.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		386.00

STATEMENT 4