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**990-PF**Form Department of the Treasury  
Internal Revenue Service**Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation**

OMB No 1545-0052

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

**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****QUEEN OF ANGELS CLINIC AND RESEARCH  
FOUNDATION****A Employer identification number****95-6071172****Number and street (or P O box number if mail is not delivered to street address)****Room/suite****B Telephone number (see page 10 of the instructions)****114 GRANVILLE AVENUE****(310) 472-8742****City or town, state, and ZIP code****LOS ANGELES, CA 90049****C If exemption application is  
pending, check here ►** **D 1 Foreign organizations, check here ►   
2 Foreign organizations meeting the  
85% test, check here and attach  
computation ►** **E If private foundation status was terminated  
under section 507(b)(1)(A), check here ►** **F If the foundation is in a 60-month termination  
under section 507(b)(1)(B), check here ►** **H Check type of organization  Section 501(c)(3) exempt private foundation** **Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation****I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 1,699,055. **J Accounting method  Cash  Accrual  
(Part I, column (d) must be on cash basis)******Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))**

	<b>(a) Revenue and expenses per books</b>	<b>(b) Net investment income</b>	<b>(c) Adjusted net income</b>	<b>(d) Disbursements for charitable purposes (cash basis only)</b>
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1 Contributions, gifts, grants etc received (attach schedule)	100,000	ATCH 1		
2 Check ► <input 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	50,206	50,206		ATCH 2
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	16,707			
b Gross sales price for all assets on line 6a	1,069,320			
7 Capital gain net income (from Part IV, line 2)		16,707		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	1,315	1,315		ATCH 3
12 Total. Add lines 1 through 11	168,228	68,228		
13 Compensation of officers, directors, trustees, etc	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule) ATCH 4	6,500	5,525	0	975
c Other professional fees (attach schedule) *	17,900	17,900		
17 Interest	947	947		
18 Taxes (attach schedule) (see page 14 of the instructions) *	947	947		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 7	1,563	1,563		0
24 Total operating and administrative expenses.				
Add lines 13 through 23	26,910	25,935	0	975
25 Contributions, gifts, grants paid	190,000			190,000
26 Total expenses and disbursements Add lines 24 and 25	216,910	25,935	0	190,975
27 Subtract line 26 from line 12	-48,682			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		42,293		
c Adjusted net income (if negative, enter -0-)			-0-	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. \* ATCH 5 JSA \*\* ATCH 6

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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		End of year		
	(a) Book Value	(b) Book Value	(c) Fair Market Value	
<b>Assets</b>	1 Cash - non-interest-bearing . . . . .	6,250.	8,514.	8,514.
	2 Savings and temporary cash investments . . . . .	8,960.	34,469.	34,469.
	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 ►			
	8 Inventories for sale or use . . . . .			
	9 Prepaid expenses and deferred charges . . . . .			
	10 a Investments - U S and state government obligations (attach schedule) * *	85,007.	0.	0.
	b Investments - corporate stock (attach schedule) ATCH 9	1,031,268.	1,318,013.	1,318,013.
	c Investments - corporate bonds (attach schedule) ATCH 10	294,123.	338,059.	338,059.
	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 <b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	1,425,608.	1,699,055.	1,699,055.
<b>Liabilities</b>	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 <b>Total liabilities</b> (add lines 17 through 22) . . . . .			
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted . . . . .	1,013,674.	1,206,997.	
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .	411,934.	492,058.	
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input type="checkbox"/></b>			
	27 Capital stock, trust principal, or current funds . . . . .			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
	29 Retained earnings, accumulated income, endowment, or other funds . . . . .			
	30 <b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	1,425,608.	1,699,055.	
	31 <b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	1,425,608.	1,699,055.	

**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	1,425,608.
2 Enter amount from Part I, line 27a . . . . .	2	-48,682.
3 Other increases not included in line 2 (itemize) ► ATTACHMENT 1 i	3	322,129.
4 Add lines 1, 2, and 3 . . . . .	4	1,699,055.
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	1,699,055.

\*\* ATCH 8

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
a					
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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
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	16,707.	
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	185,648.	1,815,630.	0.102250
2007	176,032.	2,107,004.	0.083546
2006	156,143.	1,964,451.	0.079484
2005	151,509.	1,925,621.	0.078681
2004	158,176.	1,950,689.	0.081087
2 Total of line 1, column (d) . . . . .			2 0.425048
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 0.085010
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 . . . . .			4 1,549,542.
5 Multiply line 4 by line 3 . . . . .			5 131,727.
6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .			6 423.
7 Add lines 5 and 6 . . . . .			7 132,150.
8 Enter qualifying distributions from Part XII, line 4 . . . . .			8 190,975.

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 ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	1	423.
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 ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)	2	423.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .		
3	Add lines 1 and 2 . . . . .		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .		
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .		
6	<b>Credits/Payments</b>	3	0.
a	2009 estimated tax payments and 2008 overpayment credited to 2009 . . . . .		
b	Exempt foreign organizations-tax withheld at source . . . . .		
c	Tax paid with application for extension of time to file (Form 8868) . . . . .		
d	Backup withholding erroneously withheld . . . . .		
7	Total credits and payments Add lines 6a through 6d . . . . .	4	423.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached . . . . .		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .		
11	Enter the amount of line 10 to be <b>Credited to 2010 estimated tax</b> ► 98 . . . . .		
	Refunded ► 11	5	98.

**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
1b	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
<i>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</i>			
1c	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? . . . . .	2	X
<i>If "Yes," attach a detailed description of the activities</i>			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .	3	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	4a	X
b	If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .	4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .	5	X
<i>If "Yes," attach the statement required by General Instruction T</i>			
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) ► CA, . . . . .		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation . . . . .	8b	X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV . . . . .	9	X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .	10	X

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

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 ► <u>NONE</u>			
14	The books are in care of ► <u>WILLIAM LA BELLE, TREASURER</u> Telephone no ► <u>310-472-8742</u> Located at ► <u>114 GRANVILLE AVE, LOS ANGELES CA</u> ZIP + 4 ► <u>90049</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 . . . . . ► <u>15</u>		

**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 checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)? . . . . .	1b	X
	Organizations relying on a current notice regarding disaster assistance check here . . . . . ► <input type="checkbox"/>		
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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	If "Yes," list the years ► <input type="checkbox"/>		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions) . . . . .	2b	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 ► <input type="checkbox"/>		
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) . . . . .	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	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	5b	
	Organizations relying on a current notice regarding disaster assistance check here . . . . . ► <input type="checkbox"/>				
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? . . . . .	<input type="checkbox"/> Yes	<input type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	If "Yes" to 6b, file Form 8870				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	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
ATTACHMENT 12		0.	0.	0.
-----				
-----				
-----				
-----				

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

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

Total number of other employees paid over \$50,000 . . . . . ►

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**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
**3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."**

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

**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	N/A	
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	
<b>Total. Add lines 1 through 3 . . . . . ►</b>		

**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	1,506,260.
b Average of monthly cash balances . . . . .	1b	66,879.
c Fair market value of all other assets (see page 24 of the instructions) . . . . .	1c	0.
d <b>Total</b> (add lines 1a, b, and c) . . . . .	1d	1,573,139.
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	0.
3 Subtract line 2 from line 1d . . . . .	3	1,573,139.
4 Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions) . . . . .	4	23,597.
5 <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4 . . . . .	5	1,549,542.
6 <b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	6	77,477.

**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	77,477.
2a Tax on investment income for 2009 from Part VI, line 5 . . . . .	2a	423.
b Income tax for 2009 (This does not include the tax from Part VI ) . . . . .	2b	
c Add lines 2a and 2b . . . . .	2c	423.
3 Distributable amount before adjustments Subtract line 2c from line 1 . . . . .	3	77,054.
4 Recoveries of amounts treated as qualifying distributions . . . . .	4	
5 Add lines 3 and 4 . . . . .	5	77,054.
6 Deduction from distributable amount (see page 25 of the instructions) . . . . .	6	
7 <b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1 . . . . .	7	77,054.

**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	190,975.
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	0.
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required) . . . . .	3a	0.
b Cash distribution test (attach the required schedule) . . . . .	3b	0.
4 <b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	4	190,975.
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	423.
6 <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	6	190,552.

**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 . . . . .				77,054.
2 Undistributed income, if any, as of the end of 2009			88,879.	
a Enter amount for 2008 only . . . . .				
b Total for prior years 20 07 .20 06 .20 05				
3 Excess distributions carryover, if any, to 2009				
a From 2004 . . . . .	0.			
b From 2005 . . . . .	0.			
c From 2006 . . . . .	0.			
d From 2007 . . . . .	0.			
e From 2008 . . . . .	0.			
f Total of lines 3a through e . . . . .	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ 190,975.			88,879.	
a Applied to 2008, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . . .	100,000.			
d Applied to 2009 distributable amount . . . . .				2,096.
e Remaining amount distributed out of corpus . . . . .	0.			0.
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))			0.	
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	100,000.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions . . . . .				
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 . . . . .				74,958.
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) . . . . .	100,000.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a . . . . .				
10 Analysis of line 9				
a Excess from 2005 . . . . .				
b Excess from 2006 . . . . .	0.			
c Excess from 2007 . . . . .	0.			
d Excess from 2008 . . . . .	0.			
e Excess from 2009 . . . . .	0.			

**Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) 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)																																						
2a	<table border="1"> <thead> <tr> <th rowspan="2">Tax year</th> <th colspan="3">Prior 3 years</th> <th rowspan="2">(e) Total</th> </tr> <tr> <th>(a) 2009</th> <th>(b) 2008</th> <th>(c) 2007</th> <th>(d) 2006</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table>				Tax year	Prior 3 years			(e) Total	(a) 2009	(b) 2008	(c) 2007	(d) 2006																														
Tax year	Prior 3 years			(e) Total																																							
	(a) 2009	(b) 2008	(c) 2007		(d) 2006																																						
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)(ii)																																										
(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))

N/A

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

N/A

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

Check here ►  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  
N/A

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

SEE ATTACHMENT 14

c Any submission deadlines

SEE ATTACHMENT 14

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

SEE ATTACHMENT 14

**Part XV Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
<b>a Paid during the year</b>				
ATTACHMENT 13				
<b>Total. . . . .</b>			► 3a	190,000.
<b>b Approved for future payment</b>				
<b>Total. . . . .</b>			► 3b	

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments . . . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities . . . . .			14	50,206.	
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 . . . . .			18	16,707.	
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events . . . . .					
10 Gross profit or (loss) from sales of inventory . . .					
11 Other revenue a					
b OTHER INCOME			01	1,315.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e) . . . . .				68,228.	
13 Total Add line 12, columns (b), (d), and (e) . . . . .				13	68,228.

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

**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		

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

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

Signature of officer or trustee

117

1

Paid  
Preparer's  
Use Only

Preparer's  
signature

Dat

11/2/10

**Check if  
self-employ**

Preparer's identifying  
number (See Signature on  
page 30 of the instructions)  
P00953753

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

WILSONMORGAN LLP

1220 MAIN STREET, SUITE 950  
IRVINE, CA

EIN ► 33-0817985

92614-8216 | Phone no 949-428-7400

**Form 990-PF (2009)**

## Schedule of Contributors

OMB No 1545-0047

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

**2009**

Name of the organization	Employer identification number
QUEEN OF ANGELS CLINIC AND RESEARCH FOUNDATION	95-6071172

**Organization type (check one)**

**Filers of:**

Form 990 or 990-EZ

501(c)( ) (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor Complete Parts I and II

**Special Rules**

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc, purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc, purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year. ► \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions  
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization	QUEEN OF ANGELS CLINIC AND RESEARCH FOUNDATION	Employer identification number 95-6071172
----------------------	--	--

**Part I** Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ADAMS-MASTROVICH FAMILY FOUNDATION SIXTH & MARQUETTE MINNEAPOLIS, MN 55479-0046	\$ 100,000.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash  (Complete Part II if there is a noncash contribution)
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash  (Complete Part II if there is a noncash contribution)
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash  (Complete Part II if there is a noncash contribution)
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash  (Complete Part II if there is a noncash contribution)
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash  (Complete Part II if there is a noncash contribution)
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash  (Complete Part II if there is a noncash contribution)
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash  (Complete Part II if there is a noncash contribution)
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash  (Complete Part II if there is a noncash contribution)
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash  (Complete Part II if there is a noncash contribution)
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash  (Complete Part II if there is a noncash contribution)

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

**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)	
1,077.		1,084.					-7.	
9,695.		1050.42 SHS EVERGREEN ASSET ALLOCATION - PROPERTY TYPE: SECURITIES 15,000.				P	05/19/2008	04/03/2009
3,532.		100 SHS NESTLE S A SPONSORED ADR PROPERTY TYPE: SECURITIES 3,740.				P	10/24/2008	05/11/2009
2,509.		85 SHS ACCENTURE LTD CLASS A PROPERTY TYPE: SECURITIES 2,722.				P	01/20/2009	05/11/2009
2,083.		75 SHS CITRIX SYS INC COM PROPERTY TYPE: SECURITIES 1,694.				P	01/20/2009	05/11/2009
4,871.		25 SHS FIRST SOLAR INC PROPERTY TYPE: SECURITIES 5,293.				P	09/17/2008	05/11/2009
8,336.		180 SHS SCHEIN HENRY INC PROPERTY TYPE: SECURITIES 7,838.				P	10/10/2008	05/11/2009
12,088.		330 SHS THERMO ELECTRON CORP PROPERTY TYPE: SECURITIES 12,070.				P	01/20/2009	05/11/2009
3,527.		300 SHS EMC CORP (MASS) USD 0.01 PROPERTY TYPE: SECURITIES 3,174.				P	01/20/2009	05/28/2009
27,871.		600 SHS ISHARES MSCI EAFE INDEX FD PROPERTY TYPE: SECURITIES 23,211.				P	01/20/2009	06/15/2009
32,516.		700 SHS ISHARES MSCI EAFE INDEX FD PROPERTY TYPE: SECURITIES 26,565.				P	01/20/2009	06/15/2009
9,034.		20 SHS GOOGLE INC PROPERTY TYPE: SECURITIES 6,800.				P	10/24/2008	08/20/2009

**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)	
5,876.		210 SHS BB&T CORP COM PROPERTY TYPE: SECURITIES 3,994.				P	01/20/2009	08/20/2009 1,882.
1,211.		113 SHS PIMCO FLOATING RATE INCOME FD PROPERTY TYPE: SECURITIES 720.				P	12/18/2008	09/01/2009 491.
43.		4 SHS PIMCO FLOATING RATE INCOME FD PROPERTY TYPE: SECURITIES 26.				P	12/18/2008	09/04/2009 17.
2,058.		192 SHS PIMCO FLOATING RATE INCOME FD PROPERTY TYPE: SECURITIES 1,224.				P	12/18/2008	09/08/2009 834.
5,135.		479 SHS PIMCO FLOATING RATE INCOME FD PROPERTY TYPE: SECURITIES 3,053.				P	12/18/2008	09/09/2009 2,082.
322.		30 SHS PIMCO FLOATING RATE INCOME FD PROPERTY TYPE: SECURITIES 191.				P	12/18/2008	09/10/2009 131.
7,492.		698 SHS PIMCO FLOATING RATE INCOME FD PROPERTY TYPE: SECURITIES 3,867.				P	02/27/2009	09/15/2009 3,625.
3,048.		284 SHS PIMCO FLOATING RATE INCOME FD PROPERTY TYPE: SECURITIES 1,810.				P	12/18/2008	09/15/2009 1,238.
8,205.		210 SHS PETROL BRASILAIRO-PETROBRAS ADR PROPERTY TYPE: SECURITIES 7,489.				P	08/20/2009	10/05/2009 716.
5,996.		200 SHS VERIZON COMMUNICATIONS INC PROPERTY TYPE: SECURITIES 5,972.				P	05/11/2009	10/05/2009 24.
10,940.		280 SHS PETROL BRASILAIRO-PETROBRAS ADR PROPERTY TYPE: SECURITIES 9,592.				P	05/28/2009	10/05/2009 1,348.
6,616.		70 SHS INTERCONTINENTAL EXCHANGE INC PROPERTY TYPE: SECURITIES 5,345.				P	10/30/2008	10/05/2009 1,271.

**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)	
8,911.		600 SHS CORNING INC COM PROPERTY TYPE: SECURITIES 5,543.				P	01/20/2009	10/05/2009 3,368.
10,466.		170 SHS AUTOMATIC DATA PROCESSING INC CO PROPERTY TYPE: SECURITIES 10,276.				P	01/20/2009	10/05/2009 190.
3,749.		60 SHS SCHLUMBERGER LIMITED COM PROPERTY TYPE: SECURITIES 3,372.				P	10/10/2008	10/09/2009 377.
4,880.		125 SHS COOPER INDUSTRIES PLC NEW IRELAND PROPERTY TYPE: SECURITIES 3,482.				P	01/20/2009	10/09/2009 1,398.
2,754.		55 SHS ABBOTT LABORATORIES PROPERTY TYPE: SECURITIES 2,723.				P	01/20/2009	10/09/2009 31.
5,694.		30 SHS APPLE COMPUTER INC COM PROPERTY TYPE: SECURITIES 3,906.				P	05/11/2009	10/09/2009 1,788.
3,247.		120 SHS BB&T CORP COM PROPERTY TYPE: SECURITIES 2,282.				P	01/20/2009	10/09/2009 965.
3,557.		80 SHS BAKER HUGHES INC PROPERTY TYPE: SECURITIES 3,010.				P	05/11/2009	10/09/2009 547.
3,898.		50 SHS BARD C R INCORPORATED PROPERTY TYPE: SECURITIES 4,219.				P	01/20/2009	10/09/2009 -321.
2,108.		55 SHS BEST BUY INC COM PROPERTY TYPE: SECURITIES 2,114.				P	05/11/2009	10/09/2009 -6.
3,024.		135 SHS BRISTOL MYERS SQUIBB CO COM PROPERTY TYPE: SECURITIES 2,942.				P	01/20/2009	10/09/2009 82.
6,224.		260 SHS CISCO SYS INC PROPERTY TYPE: SECURITIES 3,941.				P	01/20/2009	10/09/2009 2,283.

**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)	
4,390.		105 SHS CITRIX SYS INC COM PROPERTY TYPE: SECURITIES 2,372.				P	01/20/2009 2,018.	10/09/2009
1,994.		55 SHS CVS CORP PROPERTY TYPE: SECURITIES 1,601.				P	10/10/2008 393.	10/09/2009
725.		20 SHS CVS CORP PROPERTY TYPE: SECURITIES 549.				P	10/24/2008 176.	10/09/2009
1,376.		30 SHS ECOLAB INC COM PROPERTY TYPE: SECURITIES 1,361.				P	10/05/2009 15.	10/09/2009
4,706.		95 SHS EXELON CORP PROPERTY TYPE: SECURITIES 5,039.				P	01/20/2009 -333.	10/09/2009
775.		5 SHS FIRST SOLAR INC PROPERTY TYPE: SECURITIES 699.				P	01/20/2009 76.	10/09/2009
2,324.		55 SHS FORTUNE BRANDS INC COM PROPERTY TYPE: SECURITIES 2,203.				P	05/11/2009 121.	10/09/2009
2,416.		450 SHS GENERAL ELECTRIC CO PROPERTY TYPE: SECURITIES 2,139.				P	05/11/2009 277.	10/09/2009
5,164.		10 SHS GOOGLE INC PROPERTY TYPE: SECURITIES 3,400.				P	10/24/2008 1,764.	10/09/2009
2,124.		45 SHS HEWLETT PACKARD COMPANY PROPERTY TYPE: SECURITIES 2,085.				P	10/05/2009 39.	10/09/2009
1,891.		20 SHS INTERCONTINENTAL EXCHANGE INC PROPERTY TYPE: SECURITIES 1,527.				P	10/30/2008 364.	10/09/2009
4,279.		120 SHS HARSCO CORPORATION COMMON PROPERTY TYPE: SECURITIES 3,129.				P	01/20/2009 1,150.	10/09/2009

**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)	
3,143.		25 SHS INTERNATIONAL BUSINESS MACHINES C				P	08/20/2009	10/09/2009
		PROPERTY TYPE: SECURITIES					187.	
		2,956.						
2,601.		50 SHS ITT INDS INC				P	05/11/2009	10/09/2009
		PROPERTY TYPE: SECURITIES					527.	
		2,074.						
4,506.		75 SHS KOHLS CORP				P	01/20/2009	10/09/2009
		PROPERTY TYPE: SECURITIES					1,801.	
		2,705.						
4,860.		88 SHS MEDCO HEALTH SOLUTIONS INC				P	10/05/2009	10/09/2009
		PROPERTY TYPE: SECURITIES					66.	
		4,794.						
5,268.		70 SHS MONSANTO CO NEW				P	04/02/2009	10/09/2009
		PROPERTY TYPE: SECURITIES					-692.	
		5,960.						
2,899.		70 SHS QUALCOMM INC				P	05/11/2009	10/09/2009
		PROPERTY TYPE: SECURITIES					-66.	
		2,965.						
5,451.		75 SHS VISA INC-CLASS A SHRS				P	01/20/2009	10/09/2009
		PROPERTY TYPE: SECURITIES					2,230.	
		3,221.						
1,905.		45 SHS XTO ENERGY INC				P	10/05/2009	10/09/2009
		PROPERTY TYPE: SECURITIES					106.	
		1,799.						
2,716.		95 SHS DISNEY (WALT) COMPANY HOLDING CO.				P	05/11/2009	10/09/2009
		PROPERTY TYPE: SECURITIES					350.	
		2,366.						
3,250.		1 SHS BERKSHIRE HATHAWAY INC DEL CL B				P	05/11/2009	10/09/2009
		PROPERTY TYPE: SECURITIES					240.	
		3,010.						
3,118.		75 SHS NESTLE S A SPONSORED ADR				P	10/24/2008	10/09/2009
		PROPERTY TYPE: SECURITIES					313.	
		2,805.						
5,408.		60 SHS TRANSOCEAN LTD				P	01/20/2009	10/09/2009
		PROPERTY TYPE: SECURITIES					2,579.	
		2,829.						

**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)	
3,114.		80 SHS ACCENTURE PLC PROPERTY TYPE: SECURITIES 2,922.				P	08/20/2009	10/09/2009 192.
21,283.		1802 SHS PIMCO FLOATING RATE INCOME FD PROPERTY TYPE: SECURITIES 9,983.				P	02/27/2009	10/15/2009 11,300.
12,956.		265 SHS ISHARES TR COHEN & STEERS REALTY PROPERTY TYPE: SECURITIES 9,424.				P	11/18/2008	10/15/2009 3,532.
9,057.		370 SHS BB&T CORP COM PROPERTY TYPE: SECURITIES 7,037.				P	01/20/2009	11/09/2009 2,020.
6,696.		165 SHS BEST BUY INC COM PROPERTY TYPE: SECURITIES 6,343.				P	05/11/2009	11/09/2009 353.
7,875.		15 SHS ITT INDS INC PROPERTY TYPE: SECURITIES 6,221.				P	05/11/2009	11/09/2009 1,654.
50,000.		50000 BELLSOUTH TELECOM 5.875% 01/15/09 PROPERTY TYPE: SECURITIES 49,542.				P	01/20/1998	01/15/2009 458.
23,626.		675 SHS ECOLAB INC COM PROPERTY TYPE: SECURITIES 12,111.				P	10/03/2001	01/20/2009 11,515.
960.		25 SHS WYETH (WYE) PROPERTY TYPE: SECURITIES 1,190.				P	05/25/2006	01/20/2009 -230.
10,750.		280 SHS WYETH (WYE) PROPERTY TYPE: SECURITIES 12,421.				P	11/10/2005	01/20/2009 -1,671.
518.		20 SHS WALGREEN COMPANY COMMON PROPERTY TYPE: SECURITIES 865.				P	04/03/2006	01/20/2009 -347.
5,180.		200 SHS WALGREEN COMPANY COMMON PROPERTY TYPE: SECURITIES 7,014.				P	08/27/2002	01/20/2009 -1,834.

**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			
5,180.		200 SHS WALGREEN COMPANY COMMON PROPERTY TYPE: SECURITIES 7,248.				P	08/15/2001	01/20/2009 -2,068.
18,305.		370 SHS UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES 9,056.				P	10/03/2001	01/20/2009 9,249.
390.		25 SHS STATE ST CORP COM PROPERTY TYPE: SECURITIES 1,553.				P	05/25/2006	01/20/2009 -1,163.
5,932.		380 SHS STATE ST CORP COM PROPERTY TYPE: SECURITIES 2,803.				P	12/21/1994	01/20/2009 3,129.
5,419.		375 SHS TEXAS INSTRUMENTS INC PROPERTY TYPE: SECURITIES 12,003.				P	05/25/2006	01/20/2009 -6,584.
10,889.		580 SHS MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 3,317.				P	06/22/1995	01/20/2009 7,572.
8,348.		250 SHS SAP AKTIENGESELLSCHAFT ADR PROPERTY TYPE: SECURITIES 13,330.				P	05/25/2006	01/20/2009 -4,982.
16,291.		465 SHS AFLAC INC PROPERTY TYPE: SECURITIES 22,701.				P	11/10/2005	01/20/2009 -6,410.
5,620.		355 SHS AMERICAN EXPRESS COMPANY PROPERTY TYPE: SECURITIES 13,865.				P	06/16/2003	01/20/2009 -8,245.
2,065.		30 SHS CHEVRON CORP PROPERTY TYPE: SECURITIES 274.				P	12/01/1982	01/20/2009 1,791.
8,798.		325 SHS BEST BUY INC COM PROPERTY TYPE: SECURITIES 15,428.				P	11/10/2005	01/20/2009 -6,630.
10,036.		310 SHS EMERSON ELECTRIC COMPANY PROPERTY TYPE: SECURITIES 11,073.				P	11/10/2005	01/20/2009 -1,037.

**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)	
6,032.		420 SHS SECTOR SPDR TR TECHNOLOGY PROPERTY TYPE: SECURITIES 10,541.				P	05/08/2007	01/20/2009 -4,509.
11,492.		150 SHS EXXON MOBILE CORP PROPERTY TYPE: SECURITIES 2,302.				P	10/21/1994	01/20/2009 9,190.
10,941.		210 SHS GENERAL DYNAMICS CORPORATION PROPERTY TYPE: SECURITIES 12,400.				P	11/10/2005	01/20/2009 -1,459.
11,823.		915 SHS GENERAL ELECTRIC CO PROPERTY TYPE: SECURITIES 4,076.				P	05/23/1989	01/20/2009 7,747.
4,756.		100 SHS GILEAD SCIENCES INC PROPERTY TYPE: SECURITIES 4,098.				P	05/08/2007	01/20/2009 658.
5,990.		495 SHS HARLEY DAVIDSON INC PROPERTY TYPE: SECURITIES 22,008.				P	06/16/2003	01/20/2009 -16,018.
4,103.		50 SHS INTERNATIONAL BUSINESS MACHINES C PROPERTY TYPE: SECURITIES 4,214.				P	06/16/2003	01/20/2009 -111.
4,298.		85 SHS PEPSICO INC PROPERTY TYPE: SECURITIES 3,928.				P	10/03/2000	01/20/2009 370.
2,870.		50 SHS PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES 2,827.				P	11/10/2005	01/20/2009 43.
11,802.		559.62 SHS VANGUARD/TRUSTEES EQUITY FD PROPERTY TYPE: SECURITIES 21,864.				P	04/03/2006	01/21/2009 -10,062.
40,486.		1919.67 SHS VANGUARD/TRUSTEES EQUITY FD PROPERTY TYPE: SECURITIES 65,000.				P	11/07/2005	01/21/2009 -24,514.
19,785.		938.14 SHS VANGUARD/TRUSTEES EQUITY FD PROPERTY TYPE: SECURITIES 32,000.				P	11/11/2005	01/21/2009 -12,215.

**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)	
1,911.		90.59 SHS VANGUARD/TRUSTEES EQUITY FD PROPERTY TYPE: SECURITIES 3,144.				P	12/16/2005	01/21/2009 -1,233.
9,723.		1053.37 SHS EVERGREEN ASSET ALLOCATION - PROPERTY TYPE: SECURITIES 15,000.				P	06/30/2006	04/03/2009 -5,277.
143.		15.52 SHS EVERGREEN ASSET ALLOCATION -A PROPERTY TYPE: SECURITIES 230.				P	12/27/2006	04/03/2009 -87.
195.		21.17 SHS EVERGREEN ASSET ALLOCATION -A PROPERTY TYPE: SECURITIES 306.				P	03/15/2007	04/03/2009 -111.
48.		5.24 SHS EVERGREEN ASSET ALLOCATION -A PROPERTY TYPE: SECURITIES 78.				P	12/27/2007	04/03/2009 -30.
84,071.		75000 SHS TENNESSEE VALLEY AUTHORITIES PROPERTY TYPE: SECURITIES 74,848.				P	04/09/1998	04/03/2009 9,223.
257.		27.87 SHS EVERGREEN ASSET ALLOCATION -A PROPERTY TYPE: SECURITIES 384.				P	03/13/2008	04/03/2009 -127.
3,901.		90 SHS TARGET CORP PROPERTY TYPE: SECURITIES 2,928.				P	10/20/1999	05/11/2009 973.
3,879.		56 SHS EXXON MOBILE CORP PROPERTY TYPE: SECURITIES 859.				P	10/21/1994	05/11/2009 3,020.
3,352.		75 SHS GILEAD SCIENCES INC PROPERTY TYPE: SECURITIES 3,073.				P	05/08/2007	05/11/2009 279.
11,081.		80 SHS GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES 7,293.				P	06/16/2003	05/11/2009 3,788.
5,412.		100 SHS JOHNSON & JOHNSON COM PROPERTY TYPE: SECURITIES 1,934.				P	10/13/1995	05/11/2009 3,478.

**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			
9,085.		250 SHS J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES 9,598.			-513.	P	11/10/2005	05/11/2009
2,778.		55 SHS PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES 3,110.			-332.	P	11/10/2005	05/11/2009
5,557.		120 SHS SCHEIN HENRY INC PROPERTY TYPE: SECURITIES 3,806.			1,751.	P	07/13/2004	05/11/2009
867.		20 SHS TARGET CORP PROPERTY TYPE: SECURITIES 1,026.			-159.	P	04/03/2006	05/11/2009
2,167.		50 SHS TARGET CORP PROPERTY TYPE: SECURITIES 2,443.			-276.	P	05/25/2006	05/11/2009
5,761.		490 SHS EMC CORP (MASS) USD 0.01 PROPERTY TYPE: SECURITIES 5,102.			659.	P	06/16/2003	05/28/2009
7,505.		110 SHS CHEVRON CORP PROPERTY TYPE: SECURITIES 1,004.			6,501.	P	12/01/1982	08/20/2009
2,326.		15 SHS FIRST SOLAR INC PROPERTY TYPE: SECURITIES 3,176.			-850.	P	09/17/2008	10/09/2009
2,710.		60 SHS GILEAD SCIENCES INC PROPERTY TYPE: SECURITIES 2,459.			251.	P	05/08/2007	10/09/2009
7,533.		40 SHS GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES 3,647.			3,886.	P	06/16/2003	10/09/2009
3,143.		25 SHS INTERNATIONAL BUSINESS MACHINES C PROPERTY TYPE: SECURITIES 2,107.			1,036.	P	06/16/2003	10/09/2009
2,772.		45 SHS JOHNSON & JOHNSON COM PROPERTY TYPE: SECURITIES 870.			1,902.	P	10/13/1995	10/09/2009

**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			
5,669.		125 SHS J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES 4,799.				P	11/10/2005	10/09/2009 870.
3,938.		65 SHS PEPSICO INC PROPERTY TYPE: SECURITIES 3,004.				P	10/03/2000	10/09/2009 934.
2,867.		50 SHS PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES 2,827.				P	11/10/2005	10/09/2009 40.
3,973.		80 SHS TARGET CORP PROPERTY TYPE: SECURITIES 2,602.				P	10/20/1999	10/09/2009 1,371.
2,522.		45 SHS SCHEIN HENRY INC PROPERTY TYPE: SECURITIES 1,427.				P	07/13/2004	10/09/2009 1,095.
1,860.		50 SHS MEDTRONIC INC PROPERTY TYPE: SECURITIES 2,537.				P	05/25/2006	10/09/2009 -677.
1,674.		45 SHS MEDTRONIC INC PROPERTY TYPE: SECURITIES 1,000.				P	07/22/1997	10/09/2009 674.
10,687.		2150 SHS DCT INDL TR INC PROPERTY TYPE: SECURITIES 20,762.				P	05/19/2008	10/09/2009 -10,075.
3,443.		50 SHS EXXON MOBILE CORP PROPERTY TYPE: SECURITIES 767.				P	10/21/1994	10/09/2009 2,676.
3,430.		190 SHS EMC CORP (MASS) USD 0.01 PROPERTY TYPE: SECURITIES 1,976.				P	06/16/2003	10/09/2009 1,454.
4,705.		65 SHS CHEVRON CORP PROPERTY TYPE: SECURITIES 592.				P	12/01/1982	10/09/2009 4,113.
5,000.		201.45 SHS GATEWAY FUND PROPERTY TYPE: SECURITIES 5,812.				P	05/19/2008	10/15/2009 -812.

**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)	
20,544.		500 SHS ISHARES MSCI EMERGING MKTS INDEX PROPERTY TYPE: SECURITIES 13,805.			P	11/10/2005	10/15/2009 6,739.
12,887.		100 SHS MIDCAP SPDR TR UNIT SER 1 PROPERTY TYPE: SECURITIES 10,775.			P	01/14/2004	10/15/2009 2,112.
5,000.		315.86 SHS DIAMOND HILL LONG-SHORT FD CL PROPERTY TYPE: SECURITIES 5,615.			P	07/08/2008	10/15/2009 -615.
10,143.		600 SHS EMC CORP (MASS) USD 0.01 PROPERTY TYPE: SECURITIES 6,247.			P	06/16/2003	11/09/2009 3,896.
5,899.		55 SHS INTERCONTINENTAL EXCHANGE INC PROPERTY TYPE: SECURITIES 4,200.			P	10/30/2008	11/09/2009 1,699.
TOTAL GAIN(LOSS) .....							<u>16,707.</u>

NAME AND ADDRESS DATE  
DIRECT  
PUBLIC  
SUPPORT

ADAMS-MASTROVICH FAMILY FOUNDATION  
SIXTH & MARQUETTE  
MINNEAPOLIS, MN 55479-0046

TOTAL CONTRIBUTION AMOUNTS

100,000.

100,000.

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDENDS INTEREST FROM SECURITIES INTEREST INCOME FROM PARTNERSHIP	31,428. 18,723. 55.	31,428. 18,723. 55.
TOTAL	<u><u>50,206.</u></u>	<u><u>50,206.</u></u>

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u> <u>OTHER INCOME</u>	<u>REVENUE AND EXPENSES PER BOOKS</u> <u>1,315.</u>	<u>NET INVESTMENT INCOME</u> <u>1,315.</u>
TOTALS	<u><u>1,315.</u></u>	<u><u>1,315.</u></u>

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	6,500.	5,525.	5,525.	975.
TOTALS	<u>6,500.</u>	<u>5,525.</u>	<u>0.</u>	<u>975.</u>

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
TRUSTEE FEES	17,900.	17,900.
TOTALS	<u><u>17,900.</u></u>	<u><u>17,900.</u></u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES PAID	947.	947.
TOTALS	<u>947.</u>	<u>947.</u>

## FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
MEETING EXPENSE	938.	938.	0.
MISCELLANEOUS EXPENSE	272.	272.	0.
PORTFOLIO DEDUCTIONS FROM PTP	353.	353.	0.
<b>TOTALS</b>	<b><u>1,563.</u></b>	<b><u>1,563.</u></b>	<b><u>0.</u></b>

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>ENDING EMV</u>
INVEST. IN U.S. OBLIGATIONS	0.	0.
US OBLIGATIONS TOTAL	<u>0.</u>	<u>0.</u>

ATTACHMENT 8

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>ENDING EMV</u>
INVEST. IN U.S. OBLIGATIONS	0.	0.
US OBLIGATIONS TOTAL	<u>0.</u>	<u>0.</u>

CORPORATE EQUITIES  
MUTUAL FUNDS  
PUBLICLY TRADED PARTNERSHIP

TOTALS

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>ENDING FMV</u>
	542,678. 676,855. 98,480.	542,678. 676,855. 98,480.
	<u>1,318,013.</u>	<u>1,318,013.</u>

ATTACHMENT 9

11/12/2010 2:00:01 PM

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DESCRIPTION

INVEST. IN CORPORATE BONDS

TOTALS

BOOK VALUE

338,059.

338,059.ENDING

338,059.

338,059.FMV

338,059.

338,059.

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ATTACHMENT 10

338,059.

338,059.

338,059.

338,059.

ATTACHMENT 11FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAINS ON INVESTMENTS	322,129.
TOTAL	<u>322,129.</u>

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS	EXPENSE ACCT
			TO EMPLOYEE	AND OTHER ALLOWANCES
TIRSO DEL JUNCO, M.D. 114 GRANVILLE AVENUE LOS ANGELES, CA 90049	PRES/TRUSTEE 1.00	0.	0.	0.
PETER F. MCANDREWS, ESQ. 114 GRANVILLE AVENUE LOS ANGELES, CA 90049	TRUSTEE 1.00	0.	0.	0.
ALFONSO C. BELLANCA 114 GRANVILLE AVENUE LOS ANGELES, CA 90049	TRUSTEE 1.00	0.	0.	0.
ANTHONY E. VALLE 114 GRANVILLE AVENUE LOS ANGELES, CA 90049	VP/TRUSTEE 1.00	0.	0.	0.
FELIX S. MCGINNIS, JR. 114 GRANVILLE AVENUE LOS ANGELES, CA 90049	TRUSTEE 1.00	0.	0.	0.
MAUREEN MINEHAN NEGLIA 114 GRANVILLE AVENUE LOS ANGELES, CA 90049	TRUSTEE 1.00	0.	0.	0.

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION		CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
		0.	0.		
BERNARD "JIM" POLETTI, M.D. 114 GRANVILLE AVENUE LOS ANGELES, CA 90049	TRUSTEE 1.00	0.	0.	0.	0.
WILLIAM REGAN 114 GRANVILLE AVENUE LOS ANGELES, CA 90049	TRUSTEE 1.00	0.	0.	0.	0.
MARILYN SHIPMAN 114 GRANVILLE AVENUE LOS ANGELES, CA 90049	TRUSTEE 1.00	0.	0.	0.	0.
WILLIAM LA BELLE 114 GRANVILLE AVENUE LOS ANGELES, CA 90049	SECT & TREAS/TRUSTEE 1.00	0.	0.	0.	0.
GRAND TOTALS		0.	0.	0.	0.

## FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

## RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

## FOUNDATION STATUS OF RECIPIENT

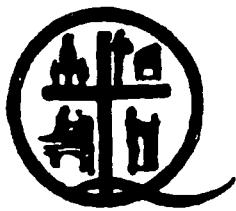
RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ST. ANNE'S HOME 155 N. OCCIDENTAL BLVD LOS ANGELES, CA 90026	N/A PUBLIC CHARITY	MEDICAL EQUIPMENT / MEDICAL SERVICES YOUNG MOTHERS CARE	40,000
KNIGHTS OF MALTA FREE CLINIC, INC 465 CALIFORNIA STREET SAN FRANCISCO, CA 94104	N/A PUBLIC CHARITY	MEDICAL EQUIPMENT / MEDICAL SERVICES POOR/ELDERLY MEDICAL CARE	50,000
SISTERS SERVANTS OF MARY 3121 WEST 27TH STREET LOS ANGELES, CA 90018-3018	N/A PUBLIC CHARITY	CARE OF THE SICK AND ELDERLY IN HOME	15,000
NAZARETH HOUSE 3333 MANNING AVENUE LOS ANGELES, CA 90064	N/A PUBLIC CHARITY	CARE OF THE ELDERLY	15,000
GOOD SHEPARD SHELTER 2561 W VENICE BLVD. LOS ANGELES, CA 90019-6233	N/A PUBLIC CHARITY	TRANSPORTATION FOR NEEDY FAMILIES	10,000
SISTERS OF SOCIAL SERVICES 2303 S FIGUEROA LOS ANGELES, CA 90007-2504	N/A PUBLIC CHARITY	CARE OF THE ELDERLY	15,000

ATTACHMENT 13

## FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WESTSIDE FAMILY YMCA 11311 LA GRANGE AVE LOS ANGELES, CA 90025	N/A PUBLIC CHARITY	COMBATING YOUTH OBESITY	10,000
BROTHERS HELPERS INC 2115 FOOTHILL BLVD LA CANADA FLT, CA 91011-3754	N/A PUBLIC CHARITY	FURNISHING MEALS TO THE INDIGENT	20,000
KNIGHTS OF COLUMBUS 11967 SUNSET BOULEVARD LOS ANGELES, CA 90049	N/A PUBLIC CHARITY	GENERAL PURPOSE	15,000
		TOTAL CONTRIBUTIONS PAID	<u><u>190,000</u></u>

ATTACHMENT 13 (CONT'D)



# Queen of Angels Clinic & Research Foundation

Office of the Secretary  
251 North Kentor Avenue  
Los Angeles, CA 90028

165 N. Occidental Blvd. • Los Angeles, California 90028

## Directive for Application for Grants

The Foundation is a nonprofit corporation, incorporated in 1960 in the state of California. It manages four funds. They are:

### 1) The General Fund

This fund is utilized for operational expenses, and is restricted to general purposes such as: medical education; medical research; paramedical, technical and nursing education; public education; medical service to the public, especially to needy persons; and assistance to treatment and medical education centers in capital equipment projects. Assistance to needy persons usually is through agencies serving them.

### 2) The Cancer Fund

Its resources are limited to activities proscribed by the General Fund, and must apply to cancer.

### 3) The Foley Fund

Historically, this fund has been confined to medical education, medical research, and medical services, principally focussed on medical schools. Its uses conform to the Foundation's objectives. Its donors currently make recommendations for grants from its resources.

### 4) Mary Adams Balmat Fund

Directives for assignment from this fund are being formulated, and will correspond to the Foundation's objectives.

----- 0 -----

Applications for grants may require consideration for three to six months before decisions are made.

----- 0 -----

CALIFORNIA NON-PROFIT CORPORATION

Applications for grants will be considered when the following requirements for information have been satisfactorily fulfilled.

1) Complete identity of the organization, institution or individual seeking the grant:

Name:

Address: (If mailing address is different, specify)

Telephone:

Ext:

Name of person most familiar with details of the request

Is there an IRS identification number?

Is this a nonprofit agency (corporation, club, and association)?

2) Principal activity of the requester.

3) Describe purpose of the requested grant, and how it will be utilized. (Is this a new service or project, or one already established?)

4) Describe how this project, and specifically this grant, will be of benefit to the general public.

5) What grant is requested. Amt: \$

6) How does the requested grant apply to the overall expenditures of the project of service?

7) How much of the total budgeted expenditures for the project already have been received, or pledged, and from whom?

8) What are the starting dates of the project? (Be specific; if there are possibilities of delay, or abandonment of the enterprise, give details.)

9) What time schedule, as it pertains to the requested grant, is envisaged? List specific dates as to when the requested funds will actually be used.

10) Describe and enumerate any particular sections of society who will especially benefit through the requested grant.

11) Describe and enumerate any sections of society in the general service area of this project who, for any reason, will be unable or ineligible to benefit from such a grant. (This specifically applies to age, sex, ethnic, racial and religious groupings.)

- 12) Describe any benefits that will accrue as a result of this project and the proposed grant to citizens of other nations, particularly neighboring and Latin American countries.
- 13) What studies have been made of future growth of this project or service, and needs for future funding.
- 14) Identify the persons of primary responsibility connected with the request of the grant.
  - A) List chief executive officers, directors, trustees;
  - B) List the person or persons and the specific departments (clinics, boards, committees, etc.) to be most responsible for utilizing the requested grant.
- 15) Include any other information considered by the requester to be pertinent to the application.

**Summary**

An elaborate presentation is not requested. What is sought is a brief, concise, factual statement of what is needed, why it is needed, when it is needed, how and when it will be used, by whom, for whom, where, and to what extent.

Mail your statement, with a covering letter if it is desired, to:

Queen of Angels Clinic & Research Foundation  
122 N. Occidental Blvd.  
Los Angeles, California 90026

Address only revised January 26, 1999

## Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

2009

Name of estate or trust QUEEN OF ANGELS CLINIC AND RESEARCH  
FOUNDATIONEmployer identification number  
95-6071172

Note: Form 5227 filers need to complete only Parts I and II

## Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co )	(b) Date acquired (mo , day, yr )	(c) Date sold (mo , day, yr )	(d) Sales pnce	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .	1b	23,217.			
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .	2				
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	3	3,515.			
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet . . . . .	4	( )			
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back . . . . . ► 5	5	26,732.			

## Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co )	(b) Date acquired (mo , day, yr )	(c) Date sold (mo , day, yr )	(d) Sales pnce	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .	6b	-15,121.			
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .	7				
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	8	3,860.			
9 Capital gain distributions . . . . .	9	1,236.			
10 Gain from Form 4797, Part I . . . . .	10				
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet . . . . .	11	( )			
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back . . . . . ► 12	12	-10,025.			

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2009

<b>Part III Summary of Parts I and II</b> <b>Caution: Read the instructions before completing this part.</b>		<b>(1) Beneficiaries' (see page 5)</b>	<b>(2) Estate's or trust's</b>	<b>(3) Total</b>
13 Net short-term gain or (loss) . . . . .	13			26,732.
14 Net long-term gain or (loss):	14a			-10,025.
a Total for year . . . . .	14b			
b Unrecaptured section 1250 gain (see line 18 of the wrksht) . . . . .	14c			
c 28% rate gain . . . . .	15			16,707.
<b>15 Total net gain or (loss). Combine lines 13 and 14a</b> ►				

**Note:** If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

#### **Part IV Capital Loss Limitation**

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the <b>smaller of</b>	16	( )
a The loss on line 15, column (3) or b \$3,000		

**Note:** If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

#### **Part V Tax Computation Using Maximum Capital Gains Rates**

**Form 1041 filers.** Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

**Caution:** Skip this part and complete the worksheet on page 8 of the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

**Form 990-T trusts.** Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . .	17		
18 Enter the <b>smaller</b> of line 14a or 15 in column (2) but not less than zero . . . . .	18		
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . . . .	19		
20 Add lines 18 and 19 . . . . .	20		
21 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ►	21		
22 Subtract line 21 from line 20 If zero or less, enter -0- . . . . .	22		
23 Subtract line 22 from line 17 If zero or less, enter -0- . . . . .	23		
24 Enter the <b>smaller</b> of the amount on line 17 or \$2,300 . . . . .	24		
25 Is the amount on line 23 equal to or more than the amount on line 24?			
<input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box	25		
<input type="checkbox"/> No. Enter the amount from line 23. . . . .	26		
26 Subtract line 25 from line 24. . . . .	27		
27 Are the amounts on lines 22 and 26 the same?			
<input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31	28		
<input type="checkbox"/> No. Enter the <b>smaller</b> of line 17 or line 22	29		
28 Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	28		
29 Subtract line 28 from line 27 . . . . .	29		
30 Multiply line 29 by 15% (15) . . . . .	30		
31 Figure the tax on the amount on line 23 Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	31		
32 Add lines 30 and 31 . . . . .	32		
33 Figure the tax on the amount on line 17 Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	33		
34 <b>Tax on all taxable income.</b> Enter the <b>smaller</b> of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . .	34		

Continuation Sheet for Schedule D  
(Form 1041)

► See instructions for Schedule D (Form 1041).  
► Attach to Schedule D to list additional transactions for lines 1a and 6a.

2009

Name of estate or trust

QUEEN OF ANGELS CLINIC AND RESEARCH

Employer identification number  
95-6071172

## Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 580 SHS PIMCO FLOATING RATE INCOME FD	05/19/2008	01/12/2009	5,027.	9,245.	-4,218.
800 SHS ISHARES TR	05/19/2008	01/20/2009	31,888.	63,459.	-31,571.
200 SHS CVS CORP	10/10/2008	01/20/2009	5,240.	5,821.	-581.
300 SHS AMERICAN EXPRESS COMPANY	09/17/2008	01/20/2009	4,749.	10,214.	-5,465.
120 SHS PIMCO FLOATING RATE INCOME FD	05/19/2008	01/23/2009	1,075.	1,913.	-838.
98 SHS PIMCO FLOATING RATE INCOME FD	12/18/2008	01/23/2009	878.	625.	253.
265 SHS ISHARES MSCI EAFE INDEX FD	01/20/2009	02/24/2009	9,519.	10,252.	-733.
180 SHS GENENTECH INC	11/07/2008	03/25/2009	17,100.	15,125.	1,975.
320 SHS DEERE & COMPANY	01/20/2009	04/02/2009	11,267.	11,933.	-666.
116.73 SHS EVERGREEN ASSET ALLOCATION -A	12/29/2008	04/03/2009	1,077.	1,084.	-7.
1050.42 SHS EVERGREEN ASSET ALLOCATION -A	05/19/2008	04/03/2009	9,695.	15,000.	-5,305.
100 SHS NESTLE S A SPONSORED ADR	10/24/2008	05/11/2009	3,532.	3,740.	-208.
85 SHS ACCENTURE LTD CLASS A	01/20/2009	05/11/2009	2,509.	2,722.	-213.
75 SHS CITRIX SYS INC COM	01/20/2009	05/11/2009	2,083.	1,694.	389.
25 SHS FIRST SOLAR INC	09/17/2008	05/11/2009	4,871.	5,293.	-422.
180 SHS SCHEIN HENRY INC	10/10/2008	05/11/2009	8,336.	7,838.	498.
330 SHS THERMO ELECTRON CORP	01/20/2009	05/11/2009	12,088.	12,070.	18.
300 SHS EMC CORP (MASS) USD 0.01	01/20/2009	05/28/2009	3,527.	3,174.	353.
600 SHS ISHARES MSCI EAFE INDEX FD	01/20/2009	06/15/2009	27,871.	23,211.	4,660.
700 SHS ISHARES MSCI EAFE INDEX FD	01/20/2009	06/15/2009	32,516.	26,565.	5,951.
20 SHS GOOGLE INC	10/24/2008	08/20/2009	9,034.	6,800.	2,234.
210 SHS BB&T CORP COM	01/20/2009	08/20/2009	5,876.	3,994.	1,882.
113 SHS PIMCO FLOATING RATE INCOME FD	12/18/2008	09/01/2009	1,211.	720.	491.
4 SHS PIMCO FLOATING RATE INCOME FD	12/18/2008	09/04/2009	43.	26.	17.
192 SHS PIMCO FLOATING RATE INCOME FD	12/18/2008	09/04/2009	2,058.	1,224.	834.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2009

► See instructions for Schedule D (Form 1041).

► Attach to Schedule D to list additional transactions for lines 1a and 6a.

2009

Name of estate or trust

QUEEN OF ANGELS CLINIC AND RESEARCH

Employer identification number  
95-6071172

## Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 479 SHS PIMCO FLOATING RATE INCOME FD	12/18/2008	09/09/2009	5,135.	3,053.	2,082.
30 SHS PIMCO FLOATING RATE INCOME FD	12/18/2008	09/10/2009	322.	191.	131.
698 SHS PIMCO FLOATING RATE INCOME FD	02/27/2009	09/15/2009	7,492.	3,867.	3,625.
284 SHS PIMCO FLOATING RATE INCOME FD	12/18/2008	09/15/2009	3,048.	1,810.	1,238.
210 SHS PETROL BRASILAIRO-PETROBRAS ADR PRE	08/20/2009	10/05/2009	8,205.	7,489.	716.
200 SHS VERIZON COMMUNICATIONS INC	05/11/2009	10/05/2009	5,996.	5,972.	24.
280 SHS PETROL BRASILAIRO-PETROBRAS ADR PRE	05/28/2009	10/05/2009	10,940.	9,592.	1,348.
70 SHS INTERCONTINENTAL EXCHANGE INC	10/30/2008	10/05/2009	6,616.	5,345.	1,271.
600 SHS CORNING INC COM	01/20/2009	10/05/2009	8,911.	5,543.	3,368.
170 SHS AUTOMATIC DATA PROCESSING INC COMM	01/20/2009	10/05/2009	10,466.	10,276.	190.
60 SHS SCHLUMBERGER LIMITED COM	10/10/2008	10/09/2009	3,749.	3,372.	377.
125 SHS COOPER INDUSTRIES PLC NEW IRELAND	01/20/2009	10/09/2009	4,880.	3,482.	1,398.
55 SHS ABBOTT LABORATORIES	01/20/2009	10/09/2009	2,754.	2,723.	31.
30 SHS APPLE COMPUTER INC COM	05/11/2009	10/09/2009	5,694.	3,906.	1,788.
120 SHS BB&T CORP COM	01/20/2009	10/09/2009	3,247.	2,282.	965.
80 SHS BAKER HUGHES INC	05/11/2009	10/09/2009	3,557.	3,010.	547.
50 SHS BARD C R INCORPORATED	01/20/2009	10/09/2009	3,898.	4,219.	-321.
55 SHS BEST BUY INC COM	05/11/2009	10/09/2009	2,108.	2,114.	-6.
135 SHS BRISTOL MYERS SQUIBB CO COM	01/20/2009	10/09/2009	3,024.	2,942.	82.
260 SHS CISCO SYS INC	01/20/2009	10/09/2009	6,224.	3,941.	2,283.
105 SHS CITRIX SYS INC COM	01/20/2009	10/09/2009	4,390.	2,372.	2,018.
55 SHS CVS CORP	10/10/2008	10/09/2009	1,994.	1,601.	393.
20 SHS CVS CORP	10/24/2008	10/09/2009	725.	549.	176.
30 SHS ECOLAB INC COM	10/05/2009	10/09/2009	1,376.	1,361.	15.

1b<sup>9</sup> Total Capital Gains and Losses in column (f) Enter here and on Schedule D, line 1b . . 4,706, . . . . . 5,039. -333.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2009

2009

- See instructions for Schedule D (Form 1041).
- Attach to Schedule D to list additional transactions for lines 1a and 6a.

**Name of estate or trust**

## QUEEN OF ANGELS CLINIC AND RESEARCH

**Employer identification number**  
95-6071172

## Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co )	(b) Date acquired (mo , day, yr )	(c) Date sold (mo , day, yr )	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 5 SHS FIRST SOLAR INC	01/20/2009	10/09/2009	775.	699.	76.
55 SHS FORTUNE BRANDS INC COM	05/11/2009	10/09/2009	2,324.	2,203.	121.
450 SHS GENERAL ELECTRIC CO	05/11/2009	10/09/2009	2,416.	2,139.	277.
10 SHS GOOGLE INC	10/24/2008	10/09/2009	5,164.	3,400.	1,764.
45 SHS HEWLETT PACKARD COMPANY	10/05/2009	10/09/2009	2,124.	2,085.	39.
20 SHS INTERCONTINENTAL EXCHANGE INC	10/30/2008	10/09/2009	1,891.	1,527.	364.
120 SHS HARSCO CORPORATION COMMON	01/20/2009	10/09/2009	4,279.	3,129.	1,150.
25 SHS INTERNATIONAL BUSINESS MACHINES COR	08/20/2009	10/09/2009	3,143.	2,956.	187.
50 SHS ITT INDs INC	05/11/2009	10/09/2009	2,601.	2,074.	527.
75 SHS KOHLS CORP	01/20/2009	10/09/2009	4,506.	2,705.	1,801.
88 SHS MEDCO HEALTH SOLUTIONS INC	10/05/2009	10/09/2009	4,860.	4,794.	66.
70 SHS MONSANTO CO NEW	04/02/2009	10/09/2009	5,268.	5,960.	-692.
70 SHS QUALCOMM INC	05/11/2009	10/09/2009	2,899.	2,965.	-66.
75 SHS VISA INC-CLASS A SHRS	01/20/2009	10/09/2009	5,451.	3,221.	2,230.
45 SHS XTO ENERGY INC	10/05/2009	10/09/2009	1,905.	1,799.	106.
95 SHS DISNEY (WALT) COMPANY HOLDING CO.	05/11/2009	10/09/2009	2,716.	2,366.	350.
1 SHS BERKSHIRE HATHAWAY INC DEL CL B	05/11/2009	10/09/2009	3,250.	3,010.	240.
75 SHS NESTLE S A SPONSORED ADR	10/24/2008	10/09/2009	3,118.	2,805.	313.
60 SHS TRANSOCEAN LTD	01/20/2009	10/09/2009	5,408.	2,829.	2,579.
80 SHS ACCENTURE PLC	08/20/2009	10/09/2009	3,114.	2,922.	192.
1802 SHS PIMCO FLOATING RATE INCOME FD	02/27/2009	10/15/2009	21,283.	9,983.	11,300.
265 SHS ISHARES TR COHEN & STEERS REALTY	11/18/2008	10/15/2009	12,956.	9,424.	3,532.
370 SHS BB&T CORP COM	01/20/2009	11/09/2009	9,057.	7,037.	2,020.
165 SHS BEST BUY INC COM	05/11/2009	11/09/2009	6,696.	6,343.	353.

1b1 Total Combined amounts in column (5) Enter here and in Schedule D, line 1b . . . 7,875, . . . . . 6,221. 23,854.

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**For Paperwork Reduction Act Notice, see the Instructions for Form 1041.**

**Schedule D-1 (Form 1041) 2009**

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co )	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 50000 BELLSouth TELECOM 5.875% 01/15/09	01/20/1998	01/15/2009	50,000.	49,542.	458.
675 SHS ECOLAB INC COM	10/03/2001	01/20/2009	23,626.	12,111.	11,515.
25 SHS WYETH (WYE)	05/25/2006	01/20/2009	960.	1,190.	-230.
280 SHS WYETH (WYE)	11/10/2005	01/20/2009	10,750.	12,421.	-1,671.
20 SHS WALGREEN COMPANY COMMON	04/03/2006	01/20/2009	518.	865.	-347.
200 SHS WALGREEN COMPANY COMMON	08/27/2002	01/20/2009	5,180.	7,014.	-1,834.
200 SHS WALGREEN COMPANY COMMON	08/15/2001	01/20/2009	5,180.	7,248.	-2,068.
370 SHS UNITED TECHNOLOGIES CORP	10/03/2001	01/20/2009	18,305.	9,056.	9,249.
25 SHS STATE ST CORP COM	05/25/2006	01/20/2009	390.	1,553.	-1,163.
380 SHS STATE ST CORP COM	12/21/1994	01/20/2009	5,932.	2,803.	3,129.
375 SHS TEXAS INSTRUMENTS INC	05/25/2006	01/20/2009	5,419.	12,003.	-6,584.
580 SHS MICROSOFT CORP COM	06/22/1995	01/20/2009	10,889.	3,317.	7,572.
250 SHS SAP AKTIENGESELLSCHAFT ADR	05/25/2006	01/20/2009	8,348.	13,330.	-4,982.
465 SHS AFLAC INC	11/10/2005	01/20/2009	16,291.	22,701.	-6,410.
355 SHS AMERICAN EXPRESS COMPANY	06/16/2003	01/20/2009	5,620.	13,865.	-8,245.
30 SHS CHEVRON CORP	12/01/1982	01/20/2009	2,065.	274.	1,791.
325 SHS BEST BUY INC COM	11/10/2005	01/20/2009	8,798.	15,428.	-6,630.
310 SHS EMERSON ELECTRIC COMPANY	11/10/2005	01/20/2009	10,036.	11,073.	-1,037.
420 SHS SECTOR SPDR TR TECHNOLOGY	05/08/2007	01/20/2009	6,032.	10,541.	-4,509.
150 SHS EXXON MOBILE CORP	10/21/1994	01/20/2009	11,492.	2,302.	9,190.
210 SHS GENERAL DYNAMICS CORPORATION	11/10/2005	01/20/2009	10,941.	12,400.	-1,459.
915 SHS GENERAL ELECTRIC CO	05/23/1989	01/20/2009	11,823.	4,076.	7,747.
100 SHS GILEAD SCIENCES INC	05/08/2007	01/20/2009	4,756.	4,098.	658.
495 SHS HARLEY DAVIDSON INC	06/16/2003	01/20/2009	5,990.	22,008.	-16,018.
50 SHS INTERNATIONAL BUSINESS MACHINES COR	06/16/2003	01/20/2009	4,103.	4,214.	-111.
<b>6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . .</b>					

Schedule D-1 (Form 1041) 2009

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co )	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a					
85 SHS PEPSICO INC	10/03/2000	01/20/2009	4,298.	3,928.	370.
50 SHS PROCTER & GAMBLE CO COM	11/10/2005	01/20/2009	2,870.	2,827.	43.
559.62 SHS VANGUARD/TRUSTE ES EQUITY FD	04/03/2006	01/21/2009	11,802.	21,864.	-10,062.
1919.67 SHS VANGUARD/TRUST EES EQUITY FD	11/07/2005	01/21/2009	40,486.	65,000.	-24,514.
938.14 SHS VANGUARD/TRUSTE ES EQUITY FD	11/11/2005	01/21/2009	19,785.	32,000.	-12,215.
90.59 SHS VANGUARD/TRUSTEE S EQUITY FD	12/16/2005	01/21/2009	1,911.	3,144.	-1,233.
1053.37 SHS EVERGREEN ASSET ALLOCATION -A	06/30/2006	04/03/2009	9,723.	15,000.	-5,277.
15.52 SHS EVERGREEN ASSET ALLOCATION -A	12/27/2006	04/03/2009	143.	230.	-87.
21.17 SHS EVERGREEN ASSET ALLOCATION -A	03/15/2007	04/03/2009	195.	306.	-111.
5.24 SHS EVERGREEN ASSET ALLOCATION -A	12/27/2007	04/03/2009	48.	78.	-30.
75000 SHS TENNESSEE VALLEY AUTHORITIES	04/09/1998	04/03/2009	84,071.	74,848.	9,223.
27.87 SHS EVERGREEN ASSET ALLOCATION -A	03/13/2008	04/03/2009	257.	384.	-127.
90 SHS TARGET CORP	10/20/1999	05/11/2009	3,901.	2,928.	973.
56 SHS EXXON MOBILE CORP	10/21/1994	05/11/2009	3,879.	859.	3,020.
75 SHS GILEAD SCIENCES INC	05/08/2007	05/11/2009	3,352.	3,073.	279.
80 SHS GOLDMAN SACHS GROUP INC	06/16/2003	05/11/2009	11,081.	7,293.	3,788.
100 SHS JOHNSON & JOHNSON COM	10/13/1995	05/11/2009	5,412.	1,934.	3,478.
250 SHS J P MORGAN CHASE & CO	11/10/2005	05/11/2009	9,085.	9,598.	-513.
55 SHS PROCTER & GAMBLE CO COM	11/10/2005	05/11/2009	2,778.	3,110.	-332.
120 SHS SCHEIN HENRY INC	07/13/2004	05/11/2009	5,557.	3,806.	1,751.
20 SHS TARGET CORP	04/03/2006	05/11/2009	867.	1,026.	-159.
50 SHS TARGET CORP	05/25/2006	05/11/2009	2,167.	2,443.	-276.
490 SHS EMC CORP (MASS) USD 0.01	06/16/2003	05/28/2009	5,761.	5,102.	659.
110 SHS CHEVRON CORP	12/01/1982	08/20/2009	7,505.	1,004.	6,501.
15 SHS FIRST SOLAR INC	09/17/2008	10/09/2009	2,326.	3,176.	-850.
<b>6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . .</b>					

Schedule D-1 (Form 1041) 2009

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

**Employer identification number**

## Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co )	(b) Date acquired (mo . day, yr )	(c) Date sold (mo , day, yr )	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a					
60 SHS GILEAD SCIENCES INC	05/08/2007	10/09/2009	2,710.	2,459.	251.
40 SHS GOLDMAN SACHS GROUP INC	06/16/2003	10/09/2009	7,533.	3,647.	3,886.
25 SHS INTERNATIONAL BUSINESS MACHINES COR	06/16/2003	10/09/2009	3,143.	2,107.	1,036.
45 SHS JOHNSON & JOHNSON COM	10/13/1995	10/09/2009	2,772.	870.	1,902.
125 SHS J P MORGAN CHASE & CO	11/10/2005	10/09/2009	5,669.	4,799.	870.
65 SHS PEPSICO INC	10/03/2000	10/09/2009	3,938.	3,004.	934.
50 SHS PROCTER & GAMBLE CO COM	11/10/2005	10/09/2009	2,867.	2,827.	40.
80 SHS TARGET CORP	10/20/1999	10/09/2009	3,973.	2,602.	1,371.
45 SHS SCHEIN HENRY INC	07/13/2004	10/09/2009	2,522.	1,427.	1,095.
50 SHS MEDTRONIC INC	05/25/2006	10/09/2009	1,860.	2,537.	-677.
45 SHS MEDTRONIC INC	07/22/1997	10/09/2009	1,674.	1,000.	674.
2150 SHS DCT INDL TR INC	05/19/2008	10/09/2009	10,687.	20,762.	-10,075.
50 SHS EXXON MOBILE CORP	10/21/1994	10/09/2009	3,443.	767.	2,676.
190 SHS EMC CORP (MASS) USD 0.01	06/16/2003	10/09/2009	3,430.	1,976.	1,454.
65 SHS CHEVRON CORP	12/01/1982	10/09/2009	4,705.	592.	4,113.
201.45 SHS GATEWAY FUND	05/19/2008	10/15/2009	5,000.	5,812.	-812.
500 SHS ISHARES MSCI EMERGING MKTS INDEX FD	11/10/2005	10/15/2009	20,544.	13,805.	6,739.
100 SHS MIDCAP SPDR TR UNIT SER 1	01/14/2004	10/15/2009	12,887.	10,775.	2,112.
315.86 SHS DIAMOND HILL LONG-SHORT FD CL I	07/08/2008	10/15/2009	5,000.	5,615.	-615.
600 SHS EMC CORP (MASS) USD 0.01	06/16/2003	11/09/2009	10,143.	6,247.	3,896.
55 SHS INTERCONTINENTAL EXCHANGE INC	10/30/2008	11/09/2009	5,899.	4,200.	1,699.

**6b Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . . -15,121.

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**Schedule D-1 (Form 1041) 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	Name of Exempt Organization QUEEN OF ANGELS CLINIC AND RES FOUNDATION	Employer identification number 95-6071172
File by the extended due date for filing the return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions 114 GRANVILLE AVENUE	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions LOS ANGELES, CA 90049	

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

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

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

- The books are in the care of ► WILLIAM LA BELLE, TREASURER  
Telephone No. ► 310 472-8742 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 11/15/2010

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 ADDITIONAL TIME IS NEEDED TO GATHER 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 \$ 250.
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 \$ 521.
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 ►

WILSONMORGAN LLP  
1920 MAIN STREET, SUITE 950  
IRVINE, CA 92614-8216

Title ► CPA

Date ► 8/10/2010

Form 8868 (Rev. 4-2009)

**COPY**

QUEEN OF ANGELS CLINIC AND RESEARCH FOUNDATION  
EIN: 95-6071172  
ELECTION PURSUANT TO T.D. REGULATION SECTION 53.4942(a)-3(d)(2)  
2009

PURSUANT TO REGULATION SECTION 53.4942(a)-3(d)(2), QUEEN OF ANGELS CLINIC AND RESEARCH FOUNDATION HEREBY ELECT TO TREAT \$100,0000 OF 2009 QUALIFYING DISTRIBUTIONS AS MADE FROM CORPUS.

William La Belle

WILLIAM LA BELLE  
SECRETARY/TREAS./TRUSTEE