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Amended

NO. STATUTE ISSUE

Form 990-PF
Department of the Treasury
Internal Revenue Service
Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.
OMB No. 1545-0062
2009

For calendar year 2009, or tax year beginning , and ending
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☒ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.
Name of foundation: CARRIE ESTELLE DOHENY FOUNDATION
Number and street (or P.O. box number if mail is not delivered to street address): 707 WILSHIRE BOULEVARD
Room/suite: 4960
City or town, state, and ZIP code: LOS ANGELES, CA 90017
A Employer identification number: 95-6202911
B Telephone number: 213-488-1122

M Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation
J Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify)
I Fair market value of all assets at end of year (from Part II, col. (c), line 16): \$ 154,197,423. (Part I, column (d) must be on cash basis.)
C If exemption application is pending, check here ☐
D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ If the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		29,801.	29,822.		STATEMENT 2
4 Dividends and interest from securities		4,241,163.	4,405,733.		STATEMENT 3
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-7,673,242.			STATEMENT 1
b Gross sales price for all assets on line 6a	50,660,900.				
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income		3,631,172.	3,631,172.		STATEMENT 4
12 Total. Add lines 1 through 11		228,894.	8,066,727.		
13 Compensation of officers, directors, trustees, etc.		248,237.	100,595.		146,446.
14 Other employee salaries and wages		196,247.	7,417.		186,556.
15 Pension plans, employee benefits		100,793.	23,548.		77,245.
16a Legal fees	STMT 5	353.	0.		529.
b Accounting fees	STMT 6	25,000.	10,500.		14,500.
c Other professional fees	STMT 7	1,370,067.	1,362,126.		9,231.
17 Interest					
18 Taxes	STMT 8	254,207.	57,183.		0.
19 Depreciation and depletion		35,357.	9,707.		
20 Occupancy		109,111.	19,858.		88,578.
21 Travel, conferences, and meetings		8,237.	2,235.		5,905.
22 Printing and publications		995.	0.		995.
23 Other expenses	STMT 9	26,162.	8,030.		19,321.
24 Total operating and administrative expenses. Add lines 13 through 23		2,374,766.	1,601,199.		549,306.
25 Contributions, gifts, grants paid		5,430,458.			5,929,191.
26 Total expenses and disbursements. Add lines 24 and 25		7,805,224.	1,601,199.		6,478,497.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-7,576,330.			
b Net investment income (if negative, enter -0-)			6,465,528.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			51.	50.	50.
	2 Savings and temporary cash investments			532,345.	671,495.	671,495.
	3 Accounts receivable	577,117.				
	Less: allowance for doubtful accounts			731,345.	577,117.	577,117.
	4 Pledges receivable					
	Less: allowance for doubtful accounts					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable					
	Less: allowance for doubtful accounts					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges			133,488.	22,158.	22,158.
	10a Investments - U.S. and state government obligations	STMT 10		8,108,484.	9,443,508.	9,443,508.
	b Investments - corporate stock	STMT 11		55,063,952.	67,589,847.	67,589,847.
	c Investments - corporate bonds	STMT 12		27,852,289.	30,661,878.	30,661,878.
Liabilities	11 Investments - land, buildings, and equipment basis					
	Less: accumulated depreciation					
	12 Investments - mortgage loans					
	13 Investments - other	STMT 13		34,483,805.	45,211,691.	45,211,691.
	14 Land, buildings, and equipment basis	356,150.				
	Less: accumulated depreciation	STMT 14		48,472.	19,679.	19,679.
	15 Other assets (describe)					
	16 Total assets (to be completed by all filers)			126,954,231.	154,197,423.	154,197,423.
	17 Accounts payable and accrued expenses			404,906.	347,220.	
	18 Grants payable			1,732,384.	1,233,651.	
Net Assets or Fund Balances	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe)					
	23 Total liabilities (add lines 17 through 22)			2,137,290.	1,580,871.	
	24 Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.					
	25 Unrestricted			124,816,941.	152,616,552.	
	26 Temporarily restricted					
	27 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ☐ and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds					
	28 Paid-in or capital surplus, or land, bldg., and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds					
	30 Total net assets or fund balances			124,816,941.	152,616,552.	
	31 Total liabilities and net assets/fund balances			126,954,231.	154,197,423.	

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	124,816,941.
2 Enter amount from Part I, line 27a	2	-7,576,330.
3 Other increases not included in line 2 (itemize) MARK TO MARKET ADJUSTMENT	3	35,375,941.
4 Add lines 1, 2, and 3	4	152,616,552.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	152,616,552.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENT			
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 50,660,900.		58,404,486.	-7,743,586.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			-7,743,586.

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	-7,743,586.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	8,213,007.	164,569,269.	.049906
2007	9,988,953.	191,000,248.	.052298
2006	8,662,883.	175,494,584.	.049363
2005	8,528,220.	161,154,098.	.052920
2004	7,693,257.	153,137,695.	.050238

2 Total of line 1, column (d)	2	.254725
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	.050945
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	133,892,910.
5 Multiply line 4 by line 3	5	6,821,174.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	64,655.
7 Add lines 5 and 6	7	6,885,829.
8 Enter qualifying distributions from Part XII, line 4	8	6,483,878.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	129,311.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	129,311.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	129,311.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	129,436.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	25,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	154,436.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	129,311.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	25,125.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ☒ 25,125. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address WWW.DOHENYFOUNDATION.ORG				
14 The books are in care of NINA S. SHEPHERD		Telephone no. 213-488-1122		
Located at 707 WILSHIRE BOULEVARD, SUITE 4960, LOS ANGELES,		ZIP+4 90017		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐				
and enter the amount of tax-exempt interest received or accrued during the year 15 N/A				

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009? ☐	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No		
If "Yes," list the years N/A		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ☐	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009? ☐	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ Nob If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ N/AOrganizations relying on a current notice regarding disaster assistance check here ☐c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ N/A ☐ Yes ☐ No

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

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

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ N/A**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		248,237.	43,523.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARGARET MORRISON FOUNDATION OFFICE	GRANTS ADMINISTRATOR 32.00	75,286.	17,745.	0.
HERMAN ATIENZA FOUNDATION ADMIN	ASSISTANT GRANTS ADMIN 32.00	59,296.	8,750.	0.
SHIRLEY BERNARD FOUNDATION OFFICE	SR GRANTS ADMINISTRATOR 24.00	59,296.	4,545.	0.

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
MARATHON - 5 UPPER ST. MARTINS LANE, LONDON, UNITED KINGDOM	INVESTMENT MANAGEMENT	314,691.
ING CLARION 201 KING OF PRUSSIA ROAD, RADNOR, PE 19087	INVESTMENT MANAGEMENT	133,833.
D E SHAW SECURITIES 120 W 45TH STREET, NEW YORK, NY 10036	INVESTMENT MANAGEMENT	112,891.
LIGHTHOUSE 68 FORT STREET, GEORGE TOWN, CAYMAN ISLANDS	INVESTMENT MANAGEMENT	110,400.
PIMCO - 840 NEWPORT CTR DRIVE, NEWPORT BEACH, CA 92660	INVESTMENT MANAGEMENT	105,744.

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

12

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2009)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	135,694,372.
b	Average of monthly cash balances	1b	65,078.
c	Fair market value of all other assets	1c	172,438.
d	Total (add lines 1a, b, and c)	1d	135,931,888.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	135,931,888.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,038,978.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	133,892,910.
6	Minimum investment return. Enter 5% of line 5	6	6,694,646.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	6,694,646.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	129,311.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	129,311.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6,565,335.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	6,565,335.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	6,565,335.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	6,478,497.
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	5,381.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	6,483,878.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	6,483,878.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				6,565,335.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	531,230.			
b From 2005	632,285.			
c From 2006	211,955.			
d From 2007	943,891.			
e From 2008				
f Total of lines 3a through e	2,319,361.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$	6,483,878.			
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				6,483,878.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	81,457.			81,457.
6 Enter the net total of each column as indicated below:	2,237,904.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(p)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	449,773.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	1,788,131.			
10 Analysis of line 9:				
a Excess from 2005	632,285.			
b Excess from 2006	211,955.			
c Excess from 2007	943,891.			
d Excess from 2008				
e Excess from 2009				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

- a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling []
- b** Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

Check here ☐ 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 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:

SEE STATEMENT 16

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

- c Any submission deadlines:**

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT	NONE	NONE	SEE STATEMENT H	5,929,191.
Total ▶ 3a				5,929,191.
b Approved for future payment CONGREGATION OF THE MISSION 649 WEST ADAMS BOULEVARD LOS ANGELES, CA 90007	NONE	NONE	RECOGNITION OF REVEREND WILLIAM PILETIC, C.M.	12,000.
MOUNT ST. MARY'S COLLEGE 10 CHESTER PLACE LOS ANGELES, CA 90007	NONE	NONE	REPAIRS AND MAINTENANCE AT DOHENY CAMPUS	100,000.
Total ▶ 3b				112,000.

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 ACADIAN ASSET MGMT	P		
b ENHANCED RUSSELL 1000	P		
c LA CAPITAL MANAGEMENT	P		
d MARATHON	P		
e NORTHERN TRUST EAFE	P		
f NORTHERN TRUST TRANSITION	P		
g SETTLEMENTS	P		
h PIMCO	P		
i STW	P		
j THREE PEAKS	P		
k WESTERN ASSET	P		
l WELLINGTON	P		
m ING CLARION	P		
n FOREIGN CURRENCY	P		
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 11,868,508.		10,040,292.	1,828,216.
b 12,385,407.		13,713,284.	-1,327,877.
c 3,785,922.		4,951,300.	-1,165,378.
d -660,060.		86,308.	-746,368.
e -865,648.		649,457.	-1,515,105.
f 761.			761.
g 68,196.		61.	68,135.
h 1,350,000.		1,370,276.	-20,276.
i 9,904,264.		10,471,688.	-567,424.
j 3,146,795.		3,064,054.	82,741.
k 200,000.		199,685.	315.
l -763,154.		45,435.	-808,589.
m 10,166,709.		13,812,646.	-3,645,937.
n 73,200.			73,200.
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,828,216.
b			-1,327,877.
c			-1,165,378.
d			-746,368.
e			-1,515,105.
f			761.
g			68,135.
h			-20,276.
i			-567,424.
j			82,741.
k			315.
l			-808,589.
m			-3,645,937.
n			73,200.
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	-7,743,586.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

2009 DEPRECIATION AND AMORTIZATION REPORT
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Asset No.	Description	Date Acquired	Method	Life	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Reduction in Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
11	SOFTWARE (ESSENTIAL GIFTS)	01/01/98	SL	3.00	16	7,706.			7,706.	7,706.		0.
12	CAO TABLE	05/31/98	SL	7.00	16	913.			913.	913.		0.
13	NETWORK FRAME	10/01/98	SL	7.00	16	866.			866.	866.		0.
14	PENTIUM II	10/26/98	SL	3.00	16	2,465.			2,465.	2,465.		0.
15	CONFERENCE CHAIRS	04/01/00	SL	10.00	16	28,740.			28,740.	25,148.		2,874.
16	FURNITURE	04/01/00	SL	10.00	16	63,758.			63,758.	55,793.		6,376.
17	MICROWAVE	04/01/00	SL	5.00	16	108.			108.	108.		0.
18	DESK CHAIRS & ACCESSORIES	04/01/00	SL	5.00	16	2,098.			2,098.	2,098.		0.
19	DESK/COMPUTER ACCESSORIES	07/01/00	SL	10.00	16	109.			109.	93.		11.
20	CABINET	09/01/00	SL	10.00	16	839.			839.	700.		84.
21	SMALL BOOKCASE	01/01/01	SL	10.00	16	680.			680.	544.		68.
22	DELL WORKSTATION	05/01/02	SL	3.00	16	922.			922.	922.		0.
25	SERVER	11/01/05	SL	3.00	16	6,039.			6,039.	6,039.		0.
26	CANON COPIER	02/08/06	SL	7.00	16	5,402.			5,402.	2,251.		772.
37	LEASEHOLD IMPROVEMENTS	04/01/00	SL	10.00	16	218,843.			218,843.	191,485.		21,884.
48	DELL WORKSTATION	02/28/07	SL	3.00	16	1,536.			1,536.	939.		512.
49	DELL WORKSTATION	02/28/07	SL	3.00	16	1,536.			1,536.	939.		512.
50	HP PRINTER	05/01/07	SL	5.00	16	2,223.			2,223.	741.		445.

928102
06-24-09

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

2009 DEPRECIATION AND AMORTIZATION REPORT

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Asset No	Description	Date Acquired	Method	Life	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
61SR	GRANTS COMPUTER	010108SL		3.00	16	1,333.			1,333.	444.		444.
62GR	GRANTS COMPUTER	010108SL		3.00	16	1,333.			1,333.	444.		444.
73TE	TELECOMMUTE DELL	050108SL		3.00	16	2,137.			2,137.	475.		712.
84PH	PHONE SYSTEM	110109SL		5.00	16	6,563.			6,563.			219.
	* TOTAL 990-PF PG 1					356,149.		0.	356,149.	301,113.	0.	35,357.
	DEPR											

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ACADIAN ASSET MGMT				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
11,868,508.	10,040,292.	0.	0.	1,828,216.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ENHANCED RUSSELL 1000				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
12,385,407.	13,712,707.	0.	0.	-1,327,300.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LA CAPITAL MANAGEMENT				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,785,922.	4,951,224.	0.	0.	-1,165,302.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
MARATHON	-660,060.	86,308.	0.	0.	-746,368.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
NORTHERN TRUST EAFE	-865,648.	579,827.	0.	0.	-1,445,475.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
NORTHERN TRUST TRANSITION	761.	0.	0.	0.	761.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
SETTLEMENTS	68,196.	0.	0.	0.	68,196.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PIMCO	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
	1,350,000.	1,370,276.	0.	0.	-20,276.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
STW	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
	9,904,264.	10,471,688.	0.	0.	-567,424.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
THREE PEAKS	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
	3,146,795.	3,064,054.	0.	0.	82,741.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
WESTERN ASSET	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
	200,000.	199,685.	0.	0.	315.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
WELLINGTON	-763,154.	45,435.	0.	0.	-808,589.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
ING CLARION	10,166,709.	13,812,646.	0.	0.	-3,645,937.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FOREIGN CURRENCY	73,200.	0.	0.	0.	73,200.

CAPITAL GAINS DIVIDENDS FROM PART IV

0.

TOTAL TO FORM 990-PF, PART I, LINE 6A

-7,673,242.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE**AMOUNT**

NORTHERN TRUST BANK OF CA
TNT SHORT TERM FUND

792.
29,009.

TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A

29,801.

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ALTERNATIVE ASSET INCOME	191,935.	0.	191,935.
BOND INCOME	2,290,512.	0.	2,290,512.
REIT DIVIDENDS	418,561.	0.	418,561.
STOCK DIVIDENDS	1,340,155.	0.	1,340,155.
TOTAL TO FM 990-PF, PART I, LN 4	4,241,163.	0.	4,241,163.

FORM 990-PF

OTHER INCOME

STATEMENT

4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ROYALTY INCOME	5,182.	5,182.	
PARTNERSHIP & LLC INC	3,625,990.	3,625,990.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,631,172.	3,631,172.	

FORM 990-PF

LEGAL FEES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MCDERMOTT, WILL & EMERY	353.	0.		529.
TO FM 990-PF, PG 1, LN 16A	353.	0.		529.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FINANCIAL AUDIT	21,000.	10,500.		10,500.
TAX RETURN REVIEW	4,000.	0.		4,000.
TO FORM 990-PF, PG 1, LN 16B	25,000.	10,500.		14,500.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACADIAN,	82,096.	82,096.		0.
D.E. SHAW	112,891.	112,891.		0.
ING CLARION	133,833.	133,833.		0.
LOS ANGELES CAPITAL MGMT	38,980.	39,526.		0.
LIGHTHOUSE	108,485.	108,485.		0.
MARATHON	314,691.	314,691.		0.
PAAMCO	94,650.	94,650.		0.
PIMCO	105,744.	105,744.		0.
STW	50,266.	50,213.		0.
THREE PEAKS	11,190.	11,190.		0.
NORTHERN TRUST GLOBAL INV.	24,041.	24,875.		0.
UBP	25,675.	25,675.		0.
WELLINGTON	104,726.	104,726.		0.
WESTERN ASSET	19,932.	19,932.		0.
WILSHIRE ASSOCIATES	86,250.	86,250.		0.
NORTHERN TRUST, CUSTODY	45,437.	45,437.		0.
COMPUTER CONSULTING	1,885.	652.		1,233.
MICRO EDGE	3,609.	0.		3,609.
RETIREMENT PLAN	1,500.	191.		1,309.
TAX SOFTWARE	634.	0.		634.
MISCELLANEOUS FEES	3,552.	1,069.		2,446.
TO FORM 990-PF, PG 1, LN 16C	1,370,067.	1,362,126.		9,231.

FORM 990-PF

TAXES

STATEMENT

8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	57,173.	57,183.		0.
FEDERAL EXCISE TAX	197,034.	0.		0.
TO FORM 990-PF, PG 1, LN 18	254,207.	57,183.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	19,327.	5,825.		14,528.
OFFICE SUPPLIES	6,805.	2,205.		4,763.
STATE FEES	30.	0.		30.
TO FORM 990-PF, PG 1, LN 23	26,162.	8,030.		19,321.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 10

<u>DESCRIPTION</u>	<u>U.S. GOV'T</u>	<u>OTHER GOV'T</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
STW-U.S.TREASURY BONDS	X		194,228.	194,228.
STW-MUNICIPAL BONDS		X	958,525.	958,525.
WESTERN ASSETS TIPS FUND	X		8,290,755.	8,290,755.
 TOTAL U.S. GOVERNMENT OBLIGATIONS			8,484,983.	8,484,983.
 TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			958,525.	958,525.
 TOTAL TO FORM 990-PF, PART II, LINE 10A			9,443,508.	9,443,508.

FORM 990-PF

CORPORATE STOCK

STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ACADIAN EMERGING MARKETS FUND	11,250,363.	11,250,363.
NORTHERN TRUST EAFE EQUITY INDEX FD	3,540,956.	3,540,956.
NTQA ENHANCED RUSSELL 1000 - SEE STMT A	14,868,176.	14,868,176.
L.A. CAPITAL MGMT-SEE STMT B	7,795,846.	7,795,846.
ING CLARION REIT -SEE STMT C	8,028,604.	8,028,604.
MARATHON EAFE FUND	22,105,902.	22,105,902.
TOTAL TO FORM 990-PF, PART II, LINE 10B	67,589,847.	67,589,847.

FORM 990-PF

CORPORATE BONDS

STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BONDS-PIMCO TOTAL RETURN FUND	14,308,153.	14,308,153.
STW-CORPORATE BONDS - SEE STMT D	11,213,162.	11,213,162.
THREE PEAKS - SEE STMT E	5,140,563.	5,140,563.
TOTAL TO FORM 990-PF, PART II, LINE 10C	30,661,878.	30,661,878.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
STW-OTHER BONDS - SEE STMT F	FMV	1,355,829.	1,355,829.
D.E.SHAW U.S.BROAD MKT CORE ALPHA PLUS FUND	FMV	15,719,026.	15,719,026.
PAAMCO FUND	FMV	9,740,881.	9,740,881.
WELLINGTON REAL ASSET FUND	FMV	6,522,097.	6,522,097.
NOTE	FMV	1.	1.
INTEREST IN TRUST	FMV	4.	4.
OIL INTEREST	FMV	1,832.	1,832.
LIGHTHOUSE DIVERSIFIED FUND	FMV	7,034,397.	7,034,397.
UBP ASSET MANAGEMENT FUND	FMV	4,837,624.	4,837,624.
TOTAL TO FORM 990-PF, PART II, LINE 13		45,211,691.	45,211,691.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 14

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
SOFTWARE (ESSENTIAL GIFTS)	7,706.	7,706.	0.
CAO TABLE	913.	913.	0.
NETWORK FRAME	866.	866.	0.
PENTIUM II	2,465.	2,465.	0.
CONFERENCE CHAIRS	28,740.	28,022.	718.
FURNITURE	63,758.	62,169.	1,589.
MICROWAVE	108.	108.	0.
DESK CHAIRS & ACCESSORIES	2,098.	2,098.	0.
DESK/COMPUTER ACCESSORIES	109.	104.	5.
CABINET	839.	784.	55.
SMALL BOOKCASE	680.	612.	68.
DELL WORKSTATION	922.	922.	0.
SERVER	6,039.	6,039.	0.
CANON COPIER	5,402.	3,023.	2,379.
LEASEHOLD IMPROVEMENTS	218,843.	213,369.	5,474.
DELL WORKSTATION	1,536.	1,451.	85.
DELL WORKSTATION	1,536.	1,451.	85.
HP PRINTER	2,223.	1,186.	1,037.
SR GRANTS COMPUTER	1,333.	888.	445.
GRANTS COMPUTER	1,333.	888.	445.
TELECOMMUTE DELL	2,137.	1,187.	950.
PHONE SYSTEM	6,563.	219.	6,344.
TOTAL TO FM 990-PF, PART II, LN 14	356,149.	336,470.	19,679.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ROBERT A. SMITH, III FOUNDATION OFFICE	PRESIDENT, CHAIRMAN, DIREC 3.00	30,000.	0.	0.
AUSTIN GAVIN FOUNDATION OFFICE	VICE PRESIDENT, DIRECTOR 2.00	18,000.	0.	0.
JOSEPH NALLY FOUNDATION OFFICE	DIRECTOR 2.00	18,000.	0.	0.
GEORGE GIBBS FOUNDATION OFFICE	DIRECTOR (ADV. DIR. AFTER 9/09) 1.00	12,000.	0.	0.
ROBERT F. ERBURU FOUNDATION OFFICE	DIRECTOR (THROUGH 9/09) 1.00	9,000.	0.	0.
TERRY SEIDLER FOUNDATION OFFICE	DIRECTOR 1.00	12,000.	0.	0.
REV. WM. PILETIC, C.M. FOUNDATION OFFICE	DIRECTOR 1.00	0.	0.	0.
H. THOMAS BOYLE FOUNDATION OFFICE	DIRECTOR (ELECTED 10/09) 1.00	2,000.	0.	0.
MICHAEL S. FEELEY FOUNDATION OFFICE	DIRECTOR (ELECTED 10/09) 1.00	2,000.	0.	0.
NINA S. SHEPHERD FOUNDATION OFFICE	CAO/CFO/SECRETARY/TREASURE 24.00	145,237.	43,523.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		248,237.	43,523.	0.

FORM 990-PF

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

STATEMENT 16

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

NINA SHEPHERD, CHIEF ADMINISTRATIVE OFFICER
FOUNDATION OFFICE

TELEPHONE NUMBER

213-488-1122

FORM AND CONTENT OF APPLICATIONS

CONTACT FOUNDATION OFFICE FOR APPLICATION & GUIDELINES, OR VISIT
WWW.DOHENYFOUNDATION.ORG

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NO GRANTS TO INDIVIDUALS OR NON-U.S. INSTITUTIONS

Carrie Estelle Doheny Foundation

EIN 95-6202911

Year Ended December 31, 2009

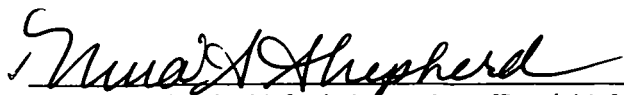
Reasonable Cause Statement

Taxpayer is filing the amended 2009 Form 990-PF, *Return of Private Foundation*, in order to file delinquent Form 926, *Return by a U.S. Transferor of Property to a Foreign Corporation*, under the delinquent international information return submission procedures. Taxpayer is requesting waiver of penalties for delinquent filing of Form 926 due to reasonable cause as follows:

1. Taxpayer has recently learned of the tax filing and information reporting obligation relating to its cash transfers for purchases of shares of offshore hedge fund investments that are classified as foreign corporations. The complexity of this area of tax law and varying situations with offshore compliance issues led to an honest misunderstanding of the Form 926 filing requirement relative to the taxpayer's offshore hedge fund investments that are classified as foreign corporations. Offshore hedge fund investments are purchased by the taxpayer based on the recommendation of an investment advisor. Although the taxpayer is aware of transactions that result in taxable transactions, taxpayer was not aware of the related foreign information reporting obligation as these offshore hedge fund investments provide limited financial reporting to the taxpayer. Based on information available to the taxpayer, they could not reasonably be expected to know of the filing requirement. (*Internal Revenue Manual 20.1.1.3.2 and 20.1.1.3.2.2.6*)
2. Taxpayer has reported and paid taxes on all taxable income with respect to all transactions related to its offshore hedge fund investments that are classified as foreign corporations, and therefore, the amended return reflects no change to income or tax liability. (*Internal Revenue Manual 20.1.1.3.2.2*)
3. Taxpayer is consistent with timely filing and payment of its tax obligations. (*Internal Revenue Manual 20.1.1.3.2.2*)
4. Taxpayer has exercised ordinary business care and prudence in filing its tax returns. Foreign information returns were filed timely as soon as the taxpayer became aware of its reporting obligation. For instance, Forms 926 have been filed with the taxpayer's original filing of the 2012 Form 990-PF, when the taxpayer was made aware of the Form 926 filing requirement for an indirect transfer to a foreign corporation, through a disclosure on a Schedule K-1 from a limited partnership investment. In addition, taxpayer has been consistent in timely filing the Form FinCEN 114 (previously Form TD F 90-22.1), *Report of Foreign Bank and Financial Accounts*, to report its interests in foreign financial accounts. (*Internal Revenue Manual 20.1.1.3.2 and 20.1.1.3.2.2*)
5. This delinquent filing is being made to comply with the international information return filing requirements, as soon as the taxpayer had determined its filing obligation and gathered appropriate information to make a complete and accurate filing. (*Internal Revenue Manual 20.1.1.3.2. and 20.1.1.3.2.2*)
6. Taxpayer is not under a civil examination or criminal investigation by the IRS, and has not been contacted by the IRS about delinquent information returns. (*Internal Revenue Manual 20.1.1.3.2 and 20.1.1.3.2.2.6*)

I, Nina S. Shepherd, Chief Administrative Officer/Chief Financial Officer declare, under penalties of perjury, that I am authorized to sign this request for waiver of delinquent filing penalties on behalf of the Carrie Estelle Doheny Foundation, and I further declare that I have examined this request for waiver of delinquent filing penalties, including the written explanation of all the facts of the claim for reasonable cause, and to the best of my knowledge and belief, this is true, correct, and complete.

Taxpayer is a private foundation which makes grants to other nonprofit organizations. Taxpayer maintains an investment portfolio to fund its grant making and administrative operations, and invests in offshore hedge fund investments to diversify its portfolio, not for purposes of tax evasion. I hereby certify that taxpayer is not engaged in tax evasion.



Nina S. Shepherd, Chief Administrative Officer/Chief Financial Officer
Carrie Estelle Doheny Foundation

✓ 9/29/14
Date

Carrie Estelle Doheny Foundation
EIN 95-6202911
List of Exhibits
2009 Form 990PF

<u>Exhibit</u>	<u>Description</u>	<u>Part #</u>	<u>Line #</u>
A	NTQA Enhanced Russell stock	II	Statement 11
B	L.A. Capital Management stock	II	Statement 11
C	ING Clarion	II	Statement 11
D	STW Corporate Bonds	II	Statement 12
E	Three Peaks Corporate Bonds	II	Statement 12
F	STW Other Bonds	II	Statement 13
G	Bylaws	VII-A	3
H	Grants paid in 2009	XV	3a

Shares	Description	Fair Market Value
1116	ENSCO PLC SPON ADR	44,573
242	#REORG/IMS HEALTH INC CASH MERGER EFF 2/26/10	5,097
34	#REORG/STANLY N/C & CUSIP CHG STANLEY BLK & D	1,751
137	#REORG/SUNMICROSYSTEMS INC CASH MERGER EFF	1,284
1573	3M CO COM	130,040
1276	5TH 3RD BANCORP COM	12,441
2399	ABBOTT LAB COM	129,522
77	ABRAXIS BIOSCIENCE INC NEW COM	3,122
884	AEROPOSTALE COM	30,100
104	ALLIED WORLD ASSURANCE COM STK	4,791
5270	ALTRIA GROUP INC COM	103,450
243	AMAZON COM INC COM	32,688
343	AMDOCS ORD GBP0.01	9,786
1239	AMER ELEC PWR CO INC COM	43,105
785	AMERICAN EXPRESS CO	31,808
485	AMERIPRISE FINL INC COM	18,828
1953	AMERISOURCEBERGEN CORP COM	50,915
2286	AMGEN INC COM	129,319
3425	ANNALY CAP MGMT INC COM	59,424
25	AOL INC COM STK	582
951	APPLE INC	200,528
2402	ARCHER-DANIELS-MIDLAND CO COM	75,207
114	ASHLAND INC NEW COM	4,517
9778	AT&T INC COM	274,077
1191	ATMOS ENERGY CORP COM	35,015
687	AVERY DENNISON CORP COM	25,069
915	AVNET INC COM	27,596
1204	AXIS CAPITAL HOLDINGS LTD COM USD0.0125	34,206
9802	BANK OF AMERICA CORP	147,618
226	BAXTER INTL INC COM	13,262
655	BEST BUY INC COM STK	25,846
2051	BIG LOTS INC COM	59,438
248	BLACKROCK INC COM STK	57,586
1229	BLOCK H & R INC COM	27,800
1537	BMC SOFTWARE INC COM STK	61,634
1224	BRINKER INTL INC COM	18,262
219	BRISTOL MYERS SQUIBB CO COM	5,530
673	CABOT CORP COM	17,653
526	CAMPBELL SOUP CO COM	17,779
1933	CAP 1 FNCL COM	74,111
1633	CARLISLE COMPANIES INC COM	55,847
553	CARNIVAL CORP COM PAIRED	17,525
2711	CBS CORP NEW CL B	38,090
94	CENTERPOINT ENERGY INC COM	1,364
355	CF IND S HLDGS INC COM	32,227
770	CHESAPEAKE ENERGY CORP COM	19,928

Shares	Description	Fair Market Value
3376	CHEVRON CORP COM	259,918
802	CHUBB CORP COM	39,442
9772	CISCO SYSTEMS INC	233,942
14570	CITIGROUP INC COM	48,227
51	CME GROUP INC COM STK	17,133
1340	CNA FNCL CORP COM	32,160
2148	COCA COLA CO COM	122,436
2907	COCA COLA ENTERPRISES INC COM	61,628
4	COLGATE-PALMOLIVE CO COM	329
1506	COMCAST CORP NEW-CL A	25,391
1638	COMERICA INC COM	48,436
1160	COMPUTER SCI CORP COM	66,735
1385	CON-WAY INC COM STK	47,652
2923	CONOCOPHILLIPS COM	149,278
1825	CONSTELLATION ENERGY GROUP INC MARYLAND COI	64,185
399	CONVERGYS CORP DE COM	4,289
1025	COVENTRY HEALTH CARE INC COM	24,897
226	CSX CORP COM	10,959
3025	CVS CAREMARK CORP COM STK	97,435
364	DARDEN RESTAURANTS INC COM	12,765
3377	DEL MONTE FOODS CO COM	38,295
5250	DELL INC COM STK	75,390
279	DISCOVER FINL SVCS COM STK	4,104
2696	DONNELLEY R R & SONS CO COM	60,040
2170	DOUGLAS EMMETT INC COM REIT	30,923
1528	DOVER CORP COM	63,580
156	DPL CO COM	4,306
1491	DTE ENERGY CO COM	64,993
1060	DUKE ENERGY CORP NEW COM STK	18,243
938	EASTMAN CHEM CO COM	56,505
297	EATON CORP COM	18,895
3536	EBAY INC COM	83,237
1933	EDISON INTL COM	67,230
2344	ELI LILLY & CO COM	83,704
3550	EMC CORP COM	62,019
719	EMERSON ELECTRIC CO COM	30,629
1442	ENDURANCE SPECIALTY HOLDINGS LTD COM USD1	53,686
159	EXELON CORP COM	7,770
139	EXXON MOBIL CORP COM	9,478
7047	EXXON MOBIL CORP COM	480,535
217	FEDEX CORP COM	18,109
2370	FIDELITY NATL INFORMATION SVCS INC COM STK	55,553
1568	FIRSTENERGY CORP COM	72,834
355	FLUOR CORP NEW COM	15,989
5367	FORD MTR CO DEL COM PAR \$0.01 COM PAR \$0.01	53,670
1004	FOREST LABORATORIES INC	32,238

Shares	Description	Fair Market Value
389	FREEPORT-MCMORAN COPPER & GOLD INC	31,233
12	FRKLN RES INC COM	1,264
4259	GANNETT INC COM	63,246
2990	GAP INC COM	62,641
1752	GARMIN LTD COM STK	53,786
1286	GENERAL DYNAMICS CORP COM	87,667
12524	GENERAL ELECTRIC CO	189,488
1681	GILEAD SCIENCES INC	72,754
966	GOLDMAN SACHS GROUP INC COM	163,099
334	GOOGLE INC CL A CL A	207,073
311	GRAINGER W W INC COM	30,114
1119	HARRIS CORP COM	53,208
1242	HELIX ENERGY SOLUTIONS GROUP INC COM STK	14,594
1337	HERBALIFE LTD COM STK	54,242
4265	HEWLETT PACKARD CO COM	219,690
1484	HILL ROM HLDGS INC COM STK	35,601
4156	HOME DEPOT INC COM	120,233
562	HONEYWELL INTL INC COM STK	22,030
895	HOSPIRA INC COM	45,645
460	HOSPITALITY PPTYS TR COM SH BEN INT	10,907
1303	HOST HOTELS & RESORTS INC REIT	15,206
8303	HRPT PPTYS TR COM SH BEN INT	53,720
1248	HUBBELL INC CL B COM	59,030
2536	HUNTSMAN CORP COM STK	28,631
1038	ILL TOOL WKS INC COM	49,814
10016	INTEL CORP COM	204,326
2182	INTERNATIONAL BUSINESS MACHS CORP COM	285,624
978	INTERPUBLIC GROUP COMPANIES INC COM	7,218
1352	INTL FLAVORS & FRAGRANCES INC COM	55,621
2727	INTL PAPER CO COM	73,029
3253	ISHARES TR RUSSELL 1000 INDEX FD	199,441
1215	ITT CORP INC COM	60,434
3146	JABIL CIRCUIT INC COM	54,646
4550	JOHNSON & JOHNSON COM	293,066
829	JOY GLOBAL INC COM	42,768
6200	JPMORGAN CHASE & CO COM	258,354
2878	KBR INC COM	54,682
800	KELLOGG CO COM	42,560
1396	KIMBERLY-CLARK CORP COM	88,939
1545	KINETIC CONCEPTS INC COM NEW COM NEW	58,169
1519	KRAFT FOODS INC CL A	41,286
338	L-3 COMMUNICATIONS HLDG CORP COM	29,389
1317	LEGG MASON INC COM	39,721
775	LOCKHEED MARTIN CORP COM	58,396
738	LOEWS CORP COM	26,826
3398	LTD BRANDS	65,378

Shares	Description	Fair Market Value
828	LUBRIZOL CORP COM	60,403
323	MACERICH CO COM	11,612
437	MACYS INC COM STK	7,324
383	MANPOWER INC WIS COM	20,904
349	MARATHON OIL CORP COM	10,896
577	MASCO CORP COM	7,968
1680	MC DONALDS CORP COM	104,899
1834	MCGRAW HILL COMPANIES INC COM	61,457
1197	MCKESSON CORP	74,813
2518	MDU RES GROUP INC COM	59,425
161.61	MEAD JOHNSON NUTRITION CO COM COMMON STO	7,062
932	MEADWESTVACO CORP COM	26,683
1447	MEDCO HEALTH SOLUTIONS INC COM	92,478
2772	MEDTRONIC INC COM	121,913
2697	MERCK & CO INC NEW COM	98,548
113	METLIFE INC COM	3,995
286	METTLER-TOLEDO INTL INC COM	30,027
12069	MICROSOFT CORP COM	367,984
278	MIRANT CORP NEW COM	4,245
94	MONSANTO CO NEW COM	7,685
3223	MORGAN STANLEY COM STK USD0.01	95,401
2104	MOTOROLA INC COM	16,327
61	N V R INC COM	43,353
1154	NABORS INDUSTRIES COM USD0.10	25,261
1744	NATIONAL OILWELL VARCO COM STK	76,893
1358	NEWFIELD EXPLORATION	65,496
3777	NEWS CORP CL A COM	51,707
400	NORTHERN TRUST CORP COM	20,960
1393	NRG ENERGY INC COM NEW	32,889
1691	OCCIDENTAL PETROLEUM CORP	137,563
1457	OIL STS INTL INC COM ISIN US6780261052	57,246
1799	OMNICOM GROUP INC COM	70,431
887	ONEOK INC COM STK	39,534
7497	ORACLE CORP COM	183,976
710	OSHKOSH CORPORATION	26,291
1813	PATTERSON-UTI ENERGY INC COM	27,830
394	PEABODY ENERGY CORP COM STK	17,813
1321	PENNEY J.C CO INC COM	35,152
254	PENSKE AUTOMOTIVE GROUP INC COM STK	3,856
1634	PEPSICO INC COM	99,347
13614	PFIZER INC COM STK \$.11 1/9 PAR	247,639
2220	PHILIP MORRIS INTL INC COM	106,982
905	PNC FINANCIAL SERVICES GROUP COM STK	47,775
1066	PPG IND INC COM	62,404
3330	PROCTER & GAMBLE CO COM	201,898
220	PUB SERVICE ENTERPRISE GROUP INC COM	7,315

Shares	Description	Fair Market Value
1053	QUALCOMM INC COM	48,712
10908	QWEST COMMUNICATIONS INTL INC COM	45,923
793	RADIOSHACK CORP DEL COM	15,464
1567	RAYTHEON CO USD0.01	80,732
1361	RELIANCE STL & ALUM CO COM	58,822
1012	RENAISSANCE RE HLDGS LTD COM	53,788
633	REYNOLDS AMERICAN INC COM	33,530
4214	RITE AID CORP COM	6,363
416	ROSS STORES INC COM	17,767
1527	RPM INTL INC	31,044
298	RRI ENERGY INC COM	1,705
488	RYDER SYS INC COM	20,091
1561	SAFEWAY INC COM NEW	33,234
5156	SARA LEE CORP COM	62,800
267	SCANA CORP NEW COM	10,061
823	SCHLUMBERGER LTD COM STK	53,569
590	SEACOR HLDGS INC COM	44,988
981	SEALED AIR CORP NEW COM STK	21,445
524	SEARS HLDGS CORP COM	43,728
517	SEMPRA ENERGY INC COM STK	28,942
1331	SL GREEN RLTY CORP COM STK	66,869
687	SLM CORP COM	7,742
360	SONOCO PROD CO COM	10,530
326	SOUTHERN UN CO NEW COM	7,400
490	SPRINT NEXTEL CORP	1,793
269	STARBUCKS CORP COM	6,203
284	STRYKER CORP	14,305
863	SUN TR BANKS INC COM	17,510
1068	TARGET CORP COM STK	51,659
1311	TECH DATA CORP COM	61,171
252	TEL & DATA SYS INC COM STK NEW	8,548
3822	TEXAS INSTRUMENTS INC COM	99,601
676	THERMO FISHER CORP	32,238
1431	THOMAS & BETTS CORP COM	51,215
280	TIME WARNER INC USD0.01	8,159
2207	TIMKEN CO COM	52,328
761	TJX COS INC COM NEW	27,815
874	TOTAL SYS SVCS INC COM	15,094
327	TRANSATLANTIC HLDGS INC COM	17,040
1727	TRAVELERS COS INC COM STK	86,108
1429	TRW AUTOMOTIVE HLDGS CORP COM	34,125
3121	TYSON FOODS INC CL A COM (DELAWARE)	38,295
1883	UGI CORP NEW COM	45,550
384	UNIT CORP COM	16,320
359	UNITED PARCEL SVC INC CL B	20,596
1025	UNITED TECHNOLOGIES CORP COM	71,145

Part II, Line 10b
Investments in Corporate Stock
Enhanced Russell 1000

Carrie Estelle Doheny Foundation
Return of Private Foundation
Form 990-PF
95-6202911
2009

Shares	Description	Fair Market Value
2843	UNITEDHEALTH GROUP INC COM	86,655
443	UNITRIN INC COM	9,768
1549	UNUM GROUP	30,236
300	US BANCORP	6,753
505	V F CORP COM	36,986
3957	VERIZON COMMUNICATIONS COM	131,095
2366	VIACOM INC NEW CL B	70,341
5163	VISHAY INTERTECHNOLOGY INC COM STK	43,111
3866	WAL-MART STORES INC COM	206,638
793	WALGREEN CO COM	29,119
1879	WALT DISNEY CO	60,598
131	WALTER ENERGY INC	9,866
445	WATERS CORP COM	27,572
462	WELLPOINT INC COM	26,930
8973	WELLS FARGO & CO NEW COM STK	242,181
912	WESTERN UNION CO	17,191
528	WESTN DIGITAL CORP COM	23,311
569	WHIRLPOOL CORP COM	45,896
1280	WILLIAMS CO INC COM	26,982
680	XILINX INC COM	17,041
1800	XL CAP LTD COM STK	32,994
1975	XTO ENERGY INC COM	91,897
2012	YAHOO INC COM	33,761
4900	#REORG/BANK OF AMER MAND EXCH TO BANK OFAME	73,108
TOTAL		14,868,176

Shares	Description	Fair Market Value
1100	TEEKAY CORP COM	25,531
1000	TEEKAY TANKERS LTD COM STK	8,530
400	NORDIC AMER TANKER SHIPPING COM STK	12,000
6200	1ST BANCORP P R COM	14,260
500	SIGNET JEWELERS LTD ORD USD0.18	13,360
2900	#REORG/ALLIED CAP CORP STOCK MERGER ARESCAP CORP	10,469
510	#REORG/AMERICAN ECOLOGY NAME CHG TO US ECOLOGY INC	8,690
17000	#REORG/E*TRADE FIN CORP REV STK SPLIT E TRADE FINL CORP	29,750
500	#REORG/FINANCIAL FED CASH & STK MRGR PEOPLES UTD	13,750
4100	#REORG/NCI BLDG REV STK SPLIT NCI BUILDING	7,421
2100	#REORG/SPHERION CORP N/C & CUSIP CHNG SFN GROUP INC	11,802
600	#REORG/TICKETMASTER ENTMT INC STK MERGERLIVE NATION	7,332
330	#REORG/VARIAN INC COM CASH MERGER EFF 5/14/10	17,008
300	#REORG/WATSON WYATT STOCK MERGER TOWERS WATSON	14,256
400	#REORGMAX CAP GROUP LTD NAM CHG CHAALTER CAPI HOLD	8,920
1700	1ST INDL RLTY TR INC COM	8,891
1100	1ST NIAGARA FINL GROUP INC NEW COM	15,301
900	AARONS INC	24,957
700	ABAXIS INC COM	17,885
2000	ACCO BRANDS CORP COM	14,560
1294	ACTEL CORP COM	15,373
1400	ADC TELECOMMUNICATIONS INC COM NEW	8,694
425	ADMINISTAFF INC COM	10,026
1300	ADVANCED ENERGY INDS INC COM	19,604
1925	AFFYMETRIX INC OC-CAP STK	11,242
3600	AIR TRANS SVCS GROUP INC COM STK	9,504
900	AIRCASTLE LIMITED COM STK	8,865
700	AK STL HLDG CORP COM STK PAR \$0.01	14,945
1300	ALASKA AIR GROUP INC COM	44,928
500	ALEXION PHARMACEUTICALS INC COM	24,410
700	ALLETE INC COM NEW	22,876
4600	ALLIANCE 1 INTL INC COM	22,448
2800	ALLIS-CHALMERS ENERGY INC	10,556
200	AMEDISYS INC COM	9,712
902	AMER GREETINGS CORP CL A COM	19,655
400	AMERICAN CAMPUS CMNTYS INC COM	11,240
700	AMERICAN CAP AGY CORP COM REIT FUND	18,578
1400	AMERICAN EQUITY INVT LIFE HLDG CO COM	10,416
500	AMERICAN PUB ED INC COM STK	17,180
1319	AMERIGROUP CORP COM	35,560
600	AMERISTAR CASINOS INC COM STK USD0.01	9,138
1300	AMERN AXLE & MFG HOLDINGS INC	10,426
705	AMERN MED SYS HLDGS INC COM STK	13,599
1500	AMERN ORIENTAL BIOENGINEERING INC COM STK	6,975
1100	AMKOR TECHNOLOGY INC COM	7,876
1500	AMN HEALTHCARE SVCS INC COM	13,590

Shares	Description	Fair Market Value
300	ANDERSONS INC COM	7,746
500	ANGIODYNAMICS INC COM STK	8,040
335	ANIXTER INTL INC COM	15,779
3800	ANNALY CAP MGMT INC COM	65,930
1400	ANNTAYLOR STORES CORP COM	19,096
2695	ANWORTH MTG AST CORP COM	18,865
600	APOGEE ENTERPRISES INC COM	8,400
1800	APOLLO INVT CORP COM SH BEN INT	17,154
685	ARCH CHEMICALS INC COM	20,535
400	ARENA RES INC COM	17,248
1263	ARES CAP CORP COM	15,724
565	ARKANSAS BEST CORP DEL COM	16,628
1500	ARRIS GROUP INC COM	17,145
2750	ART TECH GROUP INC OC-COM ISIN US04289L107	12,403
1200	ARUBA NETWORKS INC COM	12,792
1200	ARVINMERITOR INC COM STK ISIN# US0433531011	13,416
1500	ASHFORD HOSPITALITY TR INC COM SHS	6,960
900	ASIAINFO HLDGS INC COM STK ISIN# US04518A1043	27,423
2200	AVIS BUDGET GROUP INC COM STK	28,864
300	BALCHEM CORP COM	10,053
3100	BANNER CORP COM	8,308
700	BARNES & NOBLE INC COM	13,349
535	BELDEN INC COM	11,727
740	BENCHMARK ELECTRS INC COM	13,993
200	BERRY PETE CO CL A CL A	5,830
4000	BGC PARTNERS INC CL A CL A	18,480
1000	BIOMED RLTY TR INC COM	15,780
1000	BIOSCRIP INC COM	8,360
1010	BLACK HILLS CORP COM	26,898
300	BLYTH INC COM NEW COM NEW	10,116
500	BOB EVANS FARMS INC COM	14,475
770	BRADY CORP CL A	23,108
1270	BRIGGS & STRATTON CORP CAP	23,762
4400	BRIGHTPOINT INC COM NEW	32,340
900	BROOKLINE BANCORP INC DEL COM BROOKLINE BANCORP INC +	8,919
900	BRUNSWICK CORP COM	11,439
500	BRUSH ENGINEERED MATLS INC HLDGS CO COM	9,270
1200	BUCKEYE TECHNOLOGIES INC COM	11,712
500	BUCKLE INC COM	14,640
700	CA PIZZA KITCHEN INC COM ISIN US13054D1090	9,415
420	CABOT MICROELECTRONICS CORP COM	13,843
335	CACI INTL INC CL A CL A	16,365
600	CALAMOS ASSET MGMT INC CL A COM STK	6,918
2200	CAPLEASE INC COM	9,636
305	CARBO CERAMICS INC COM	20,792
900	CASEYS GEN STORES INC COM	28,728

Shares	Description	Fair Market Value
430	CASH AMER INVTS INC COM	15,033
700	CASTLE A M & CO MRYLAND	9,583
1414	CATO CORP NEW CL A CL A	28,365
1714	CBIZ INC COM	13,198
800	CENTENE CORP DEL COM	16,936
3900	CENVEO INC COM	34,125
200	CEPHALON INC CON	12,482
500	CERADYNE INC DEL COM	9,605
900	CHEESECAKE FACTORY INC COM	19,431
575	CHEMED CORP NEW COM	27,583
600	CHEMICAL FINL CORP COM	14,148
425	CHILDRENS PL RETAIL STORES INC COM	14,029
700	CHINA SKY ONE MED INC COM	15,925
1600	CHIUQUITA BRANDS INTL INC COM	28,864
1700	CHRISTOPHER & BANKS CORP COM	12,954
3000	CIBER INC COM	10,350
9598	CIN BELL INC NEW COM STK	33,113
600	CIN FNCL CORP COM	15,744
1775	CIRRUS LOGIC INC COM	12,106
1900	COGDELL SPENCER INC COM REIT	10,754
935	COGENT INC COM	9,715
800	COGNEX CORP COM	14,176
400	COHEN & STEERS INC COM	9,136
700	COMERICA INC COM	20,699
800	COMFORT SYS USA INC COM	9,872
800	COML METALS CO COM	12,520
500	COMMUNITY BK SYS INC COM	9,655
1000	COMMVAULT SYS INC COM STK	23,690
1400	COMPASS DIVERSIFIED HOLDINGS	17,864
385	COMPASS MINERALS INTL INC COM	25,868
500	CONTINENTAL RES INC COM	21,445
2600	CONTL AIRL INC CL B	46,592
1300	COOPER TIRE & RUBBER CO COM, NO PAR	26,065
1030	CORINTHIAN COLLEGES INC COM STK	14,183
373	CORVEL CORP COM	12,510
210	COSTAR GROUP INC COM	8,772
140	COVANCE INC COM	7,640
700	CRACKER BARREL OLD CTRY STORE INC COM	26,593
1900	CROSS CTRY HEALTHCARE INC COM	18,829
2150	CTS CORP COM	20,683
500	CUBIC CORP COM	18,650
700	CUBIST PHARMACEUTICALS INC COM	13,279
425	CURTISS WRIGHT CORP COM	13,311
1100	CYBERONICS INC COM	22,484
1013	CYBERSOURCE CORP DEL COM	20,371
330	CYMER INC COM	12,665

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Shares	Description	Fair Market Value
1200	CYPRESS SEMICONDUCTOR CORP COM	12,672
300	CYTEC IND COM	10,926
1300	DAKTRONICS INC COM	11,973
1755	DARLING INTL INC COM	14,707
100	DECKERS OUTDOOR CORP COM	10,172
2100	DELEK US HLDGS INC COM STK	14,301
745	DELPHI FINL GROUP INC CL A	16,666
1200	DELUXE CORP COM	17,748
6900	DENNY'S CORP COM	15,111
410	DIAMOND FOODS INC COM	14,571
600	DICKS SPORTING GOODS INC OC-COM	14,922
800	DIGI INTL INC COM	7,296
670	DIGITAL RIV INC COM	18,083
900	DINEEQUITY INC COM STK	21,861
1300	DOMINOS PIZZA INC COM	10,894
600	DOMTAR CORP COM NEW COM NEW	33,246
700	DRESS BARN INC COM	16,170
1000	DSP GROUP INC COM	5,630
3700	EARTHLINK INC COM STK	30,747
5900	EASTMAN KODAK CO COM	24,898
1200	ED RLTY TR INC COM REIT	5,808
1000	EMCOR GROUP INC COM	26,900
405	EMPIRE DIST ELEC CO COM	7,586
319414	ENBRIDGE ENERGY MGMT L L C COM	-
400	ENDO PHARMACEUTICALS HLDGS INC COM	8,204
900	ENERGY SOLUTIONS INC COMMON	7,641
700	ENNIS INC COM	11,753
440	ENPRO INDS INC COM	11,620
500	EPLUS INC COM	8,255
900	EQTY 1 INC COM	14,553
160	EQTY LIFESTYLE PPTYS INC REIT	8,075
1260	ERESEARCH TECH INC COM	7,573
800	EXTERRAN HLDGS INC COM STK	17,160
1000	F N B CORP PA COM	6,790
300	FASTENAL CO COM	12,492
900	FINISH LINE INC CL A	11,295
700	FIRST FINL BANCORP OHIO COM	10,192
851	FLIR SYS INC COM	27,845
800	FLOWERS FOODS INC COM	19,008
300	FLUOR CORP NEW COM	13,512
1800	FOOT LOCKER INC COM	20,052
900	FRANKLIN STR PPTYS CORP COM	13,149
1040	FULLER H B CO COM	23,660
2300	FURNITURE BRANDS INTL INC COM	12,558
1300	GEN MARITIME CORPORATION COM USD0.01	9,087
400	GEN-PROBE INC NEW COM	17,160

Shares	Description	Fair Market Value
300	GENOPTIX INC COM	10,659
500	GLACIER BANCORP INC NEW COM	6,860
800	GLATFELTER	9,720
1500	GLOBAL CROSSING LTD COM USD0.01	21,375
1400	GRACE W R & CO DEL NEW COM STK	35,490
800	GREAT ATLANTIC & PAC TEA INC COM STK	9,432
2700	GREAT WOLF RESORTS INC COM	6,399
300	GROUP 1 AUTOMOTIVE INC COM	8,505
400	GYMBOREE CORP COM	17,396
200	HAEMONETICS CORP MASS COM	11,030
600	HANCOCK HLDG CO COM	26,274
1100	HARMONIC INC COM	6,963
600	HARSCO CORP COM	19,338
400	HATTERAS FINL CORP COM REIT	11,184
800	HAWAIIAN ELEC INDS INC COM	16,720
1700	HAWAIIAN HLDGS INC COM	11,900
1300	HEADWATERS INC COM	8,476
700	HEALTHCARE RLTY TR	15,022
800	HEALTHSOUTH CORP COM NEW STK	15,016
900	HEALTHSPRING INC COM STK	15,849
2000	HEARTLAND PMT SYS INC COM STK	26,260
2700	HECLA MNG CO COM	16,686
300	HEICO CORP NEW COM	13,299
600	HELEN TROY LTD COM STK	14,676
1600	HERCULES OFFSHORE INC COM STK	7,648
300	HIGHWOODS PTYS INC COM	10,005
500	HILL ROM HLDGS INC COM STK	11,995
1100	HORACE MANN EDUCATORS CORP COM	13,750
1900	HORIZON LINES INC COM CL A COM STK	10,583
1500	HOT TOPIC INC COM	9,540
900	HUMAN GENOME SCIENCES INC COM	27,540
600	IDEXX LABS INC	32,064
2000	IMATION CORP COM	17,440
1200	IMMUCOR INC COM STK	24,288
700	IMPAX LABORATORIES INC COM	9,520
300	INDEPENDENT BK CORP MASS COM	6,267
400	INFINITY PTY & CAS CORP COM	16,256
900	INGRAM MICRO INC CL A	15,705
400	INNOPHOS HLDGS INC COM STK	9,196
1400	INSIGHT ENTERPRISES INC COM	15,988
930	INTERMEC INC COM	11,960
1800	INTERSIL CORP	27,612
600	INTL BANCSHARES CORP COM	11,358
600	INVENTIV HEALTH INC COM STK	9,702
9100	IPASS INC COM	9,464
600	ISIS PHARMACEUTICALS CALIF COM	6,660

Shares	Description	Fair Market Value
3400	ISTAR FINL INC COM	8,704
410	J2 GLOBAL COMMUNICATONS INC COM NEW	8,344
700	JO-ANN STORES INC COM STK	25,368
1200	JONES APPAREL GROUP INC COM	19,272
805	KAMAN CORP COM	18,587
200	KAYDON CORP COM	7,152
900	KENDLE INTL INC COM	16,479
700	KENEXA CORP COM	9,135
1254	KIMBALL INTL INC CL B	10,684
940	KNOT INC COM STK	9,466
500	KOPPERS HLDGS INC COM	15,220
1900	L-1 IDENTITY SOLUTIONS INC COM	14,231
390	LASALLE HOTEL PPTYS COM SH BEN INT	8,280
4200	LEAPFROG ENTERPRISES INC CL A	16,422
700	LENNAR CORP CL A CL A	8,939
500	LHC GROUP INC COM	16,805
3600	LIGAND PHARMACEUTICALS INC COM	7,812
4900	LIN TV CORP CL A CL A	21,854
7900	LIONBRIDGE TECHNOLOGIES INC COM	18,170
700	LITHIA MTRS INC CL A	5,754
795	LITTELFUSE INC COM	25,559
2100	LIVE NATION ENTERTAINMENT INC	17,871
2700	LIVEPERSON INC COM STK ISIN#	18,819
2500	LIZ CLAIBORNE INC COM	14,075
3200	LODGENET INTERACTIVE CORPORATION EFF	17,696
1000	LOOPNET INC COM STK	9,940
900	LTC PPTYS INC COM	24,075
280	LUFKIN INDS INC COM	20,496
677	LUMINEX CORP DEL COM	10,108
1000	MAGELLAN HLTH SVCS INC COM NEW	40,730
515	MANHATTAN ASSOCS INC COM	12,375
265	MANTECH INTL CORP CL A CL A	12,794
1700	MARCHEX INC CL B CL B	8,636
700	MARTEK BIOSCIENCES CORP COM STK USD0.10	13,258
1300	MARVELL TECH GROUP COM USD0.002	26,975
405	MATTHEWS INTL CORP CL A	14,349
2069	MCMORAN EXPL CO COM	16,593
2000	MEADOWBROOK INS GROUP INC COM	14,800
3000	MEDIACOM MUNICATIONS CORP CL A ISIN	13,410
1300	MEDICAL PPTYS TR INC COM REIT	13,000
1000	MEDICIS PHARMACEUTICAL CORP CL A NEW	27,050
800	MEN S WEARHOUSE INC COMMOM	16,848
300	MERCADOLIBRE INC COM STK	15,561
800	MERIDIAN BIOSCIENCE INC COM	17,240
700	MERIT MED SYS INC COM	13,503
400	MERITAGE HOMES CORP COM	7,732

Shares	Description	Fair Market Value
2100	METHODE ELECTRS INC COM	18,228
200	METTLER-TOLEDO INTL INC COM	20,998
2300	MFA FINL INC	16,905
1200	MICREL INC COM	9,840
610	MICROS SYS INC COM	18,928
1160	MICROSEMI CORP COM	20,590
260	MICROSTRATEGY INC CL A NEW	24,445
630	MID-AMER APT CMNTYS INC COM	30,416
800	MINE SAFETY APPLIANCES CO COM	21,224
200	MINERALS TECHNOLOGIES INC COM	10,894
3200	MIPS TECHNOLOGIES INC COMMON	13,984
2500	MODUSLINK GLOBAL SOLUTIONS INC COM	23,525
430	MOLINA HEALTHCARE INC COM	9,834
8200	MONEYGRAM INTL INC COM	23,616
735	MONOLITHIC PWR SYS INC COM	17,618
310	MOOG INC CL A	9,061
435	MORNINGSTAR INC COM STK	21,028
3429	MOVE INC COM STK	5,692
525	MUELLER INDS INC COM	13,041
2800	MUELLER WTR PRODS INC COM SER A STK	14,560
400	MURPHY OIL CORP COM	21,680
1400	MYERS INDS INC COM	12,740
800	MYRIAD GENETICS INC COM	20,880
400	NASH FINCH CO COM	14,836
700	NATL FINL PARTNERS CORP COM	5,663
900	NAVISTAR INTL CORP NEW COM	34,785
940	NBT BANCORP INC COM	19,148
2100	NCR CORP COM	23,373
910	NETGEAR INC COM	19,738
600	NEUTRAL TANDEM INC COM STK	13,650
2800	NEW YORK CMNTY BANCORP INC COM	40,628
700	NEWALLIANCE BANCSHARES INC COM	8,407
100	NEWMARKET CORP COM	11,477
1100	NEWPORT CORP COM	10,109
2000	NIGHTHAWK RADIOLOGY HLDGS INC COM STK	9,060
300	NORDSON CORP COM	18,354
300	NORTHWESTERN CORP COM NEW COM NEW	7,806
860	NUTRI SYS INC NEW COM	26,806
300	NYSE EURONEXT COM STK	7,590
1300	OBAGI MED PRODS INC COM	15,600
1100	OFFICEMAX INC DEL COM	13,959
743	OLD NATL BANCORP IND COM	9,235
800	OLIN CORP COM	14,016
405	OM GROUP INC COM	12,713
1675	OMEGA HEALTHCARE INVS INC REIT	32,579
900	OMNIVISION TECHNOLOGIES INC COM	13,077

Shares	Description	Fair Market Value
2200	OMNOVA SOLUTIONS INC COM	13,486
700	ONYX PHARMACEUTICALS INC DEL COM	20,538
4200	OPENWAVE SYS INC COM NEW	9,576
700	OPTIONSXPRESS HLDGS INC COM STK	10,815
545	OSI PHARMACEUTICALS INC COM	16,911
560	OTTER TAIL CORP	13,888
700	OXFORD INDS INC COM	14,476
1300	PA REAL ESTATE INVT TR SH BEN INT	10,998
10500	PACIFIC CAP BANCORP NEW COM	10,080
1400	PAETEC HLDG CORP COM STK	5,810
800	PANTRY INC COM ISIN #US6986571031	10,872
600	PAR PHARMACEUTICAL COS INC COM	16,236
985	PARAMETRIC TECHNOLOGY CORP COM NEW STK	16,095
400	PARK ELECTROCHEMICAL CORP COM	11,056
6500	PDL BIOPHARMA INC COM	44,590
320	PEETS COFFEE & TEA INC COM	10,666
700	PENSKE AUTOMOTIVE GROUP INC COM STK	10,626
500	PERRIGO CO COM	19,920
600	PETMED EXPRESS INC COM STK	10,578
400	PHARMACEUTICAL PROD DEV INC COM	9,376
1200	PHH CORP COM NEW COM NEW	19,332
3000	PHOENIX COS INC NEW COM	8,340
2600	PHOTRONICS INC COM	11,570
500	PIEDMONT NAT GAS INC COM	13,375
900	PINNACLE ENTMT INC COM	8,082
500	PLANTRONICS INC NEW COM	12,990
300	PLATINUM UNDERWRITERS HLDGS INC COM	11,487
300	PLEXUS CORP COM	8,550
1200	PMA CAP CORP CL A	7,560
1460	PNM RES INC COM	18,469
400	POLYCOM INC COM	9,988
2869	POLYONE CORP COM	21,431
135	PORTFOLIO RECOVERY ASSOCS INC COM	6,059
1160	PORTLAND GEN ELEC CO COM NEW STK	23,676
2000	PRESTIGE BRANDS HLDGS INC COM	15,720
500	PRICESMART INC COM STK	10,220
1100	PROSPECT CAP CORP COM	12,991
1155	PROSPERITY BANCSHARES INC COM	46,743
1700	PROVIDENCE SVC CORP COM STK	26,860
1300	PROVIDENT FINL SVCS INC COM	13,845
1145	PROVIDENT NY BANCORP COM	9,664
200	PS BUSINESS PKS INC CAL COM	10,010
682	PULTE GROUP INC	6,820
550	QUALITY SYS INC COM STK	34,535
500	QUANEX BLDG PRODS CORP COM STK	8,485
600	QUANTA SVCS INC COM	12,504

Shares	Description	Fair Market Value
6700	QUANTUM CORP DSSG COM	19,631
700	QUEST SOFTWARE INC COM ISIN US74834T1034	12,880
1400	RADIAN GROUP INC COM	10,234
2700	RADNET INC COM STK	5,508
6400	RAIT FINL TR COM	8,384
200	RALCORP HLDGS INC NEW COM	11,942
405	RAYMOND JAMES FNCL INC COM STK	9,627
515	RED ROBIN GOURMET BURGERS INC COM	9,219
3000	REDWOOD TR INC COM	43,380
400	REGAL BELOIT CORP COM	20,776
700	REGENERON PHARMACEUTICALS INC COM	16,926
400	REHABCARE GROUP INC COM	12,172
800	RENT A CTR INC NEW COM	14,176
300	RESMED INC COM	15,681
1500	REVLON INC CL A NEW COM STK	25,515
2400	RF MICRO DEVICES INC COM	11,448
900	RIGHTNOW TECHNOLOGIES INC COM	15,633
700	RIVERBED TECHNOLOGY INC COM	16,079
400	ROCK-TENN CO CL A CL A	20,164
600	ROCKWOOD HLDGS INC COM	14,136
500	ROGERS CORP COM	15,155
1060	ROLLINS INC COM	20,437
2100	RRI ENERGY INC COM	12,012
300	RUDDICK CORP COM	7,719
800	RUSH ENTERPRISES INC CL A CL A	9,512
2300	RUTHS HOSPITALITY GROUP INC	4,807
500	S & T BANCORP INC COM STK	8,505
500	SAFETY INS GROUP INC COM	18,115
700	SANDERSON FARMS INC COM	29,512
500	SCANSOURCE INC COM	13,350
500	SCHOOL SPECIALTY INC WI COM	11,695
700	SCHULMAN A INC COM	14,126
4700	SEALY CORP COM	14,852
900	SELECTIVE INS GROUP INC COM	14,805
700	SENSIENT TECHNOLOGIES CORP COM	18,410
1500	SHIP FINANCE INTERNATIONAL COMMON STK	20,445
1100	SHUFFLE MASTER INC COM	9,064
500	SIGMA DESIGNS INC COM	5,350
5200	SINCLAIR BROADCAST GROUP INC CL A	20,956
1100	SKYWEST INC COM	18,612
3410	SKYWORKS SOLUTIONS INC COM	48,388
2100	SMITH & WESSON HLDG CORP COM	8,589
300	SMITH A O CORP COM	13,017
600	SOLUTIA INC COM NEW COM NEW	7,620
1200	SONIC AUTOMOTIVE INC CL A	12,468
1455	SONICWALL INC COM	11,073

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Shares	Description	Fair Market Value
730	SOTHEBYS HLDGS INC CL A (DE)	16,410
8900	SOUTH FINL GROUP INC COM	5,738
487	SOUTH JERSEY INDS INC COM	18,594
758	SOUTHSIDE BANCSHARES INC CMT-COM CMT-COM	14,872
600	SOVRAN SELF STORAGE INC COM	21,438
1467	SPARTAN MTRS INC COM	8,259
482	SPARTAN STORES INC COM	6,888
1620	SPARTECH CORP COM NEW	16,621
3143	SPRINT NEXTEL CORP	11,503
1400	STAGE STORES INC COM NEW COM NEW	17,304
4600	STD PAC CORP NEW COM	17,204
1800	STERLING BANCSHARES INC COM	9,234
1000	STONE ENERGY CORP COM	18,050
6500	STRATEGIC HOTELS & RESORTS INC COM	12,090
700	SUNOCO INC COM	18,270
800	SUPERIOR INDS INTL INC COM	12,240
2200	SUSQUEHANNA BANCSHARES INC PA COM STK	12,958
900	SWS GROUP INC COM	10,890
500	SYBASE INC COM	21,700
1640	SYMYX TECHNOLOGIES INC COM	9,020
500	SYNAPTICS INC COM	15,325
600	SYNCHRONOSS TECHNOLOGIES INC COM STK	9,486
420	SYNTEL INC COM	15,973
800	SYSTEMAX INC COM	12,568
2700	T-HQ INC COM NEW	13,608
1400	TAKE-TWO INTERACTIVE SOFTWARE INC	14,070
400	TALEO CORP COM CL A COM CL A	9,408
500	TECH DATA CORP COM	23,330
400	TECHNE CORP COM	27,424
1300	TECHNITROL INC COM	5,694
320	TELEDYNE TECHNOLOGIES INC COM	12,275
1005	TELETECH HLDGS INC COM	20,130
1400	TENNECO INC	24,822
605	TERADATA CORP DEL COM STK	19,015
680	TESSERA TECHNOLOGIES INC COM STK	15,824
260	TEXAS INDS INC COM	9,097
500	TOWER GROUP INC COM	11,705
700	TREDEGAR CORP INC	11,074
255	TRIUMPH GROUP INC NEW COM	12,304
730	TRUEBLUE INC COM STK	10,811
4400	TRUSTCO BK CORP N Y COM	27,720
800	TUPPERWARE BRANDS CORPORATION	37,256
800	TUTOR PERINI CORP COM	14,464
400	TYLER TECHNOLOGIES INC COM STK	7,984
1100	TYSON FOODS INC CL A COM (DELAWARE)	13,497
2800	U S AWYS GROUP INC COM	13,552

Shares	Description	Fair Market Value
3400	UAL CORP COM NEW STK	43,894
706	UIL HLDGS CORP COM	19,824
1000	UMPQUA HLDGS CORP COM	13,410
2900	UNIFI INC COM	11,252
798	UNISOURCE ENERGY CORP COM	25,688
730	UNISYS CORP COM NEW COM NEW	28,149
600	UNITED BANKSHARES INC W VA COM	11,982
1648	UNITED CMNTY BK BLAIRSVILLE GA CDT-CAP STK	5,587
825	UNITED NAT FOODS INC COM	22,061
2700	UNITED ONLINE INC COM	19,413
800	UNITRIN INC COM	17,640
800	UNUM GROUP	15,616
1100	UNVL AMERN FINL CORP COM	12,870
380	UNVL CORP VA COM	17,332
600	UNVL ELECTRS INC COM	13,932
500	UNVL TECH INST INC COM	10,100
400	USANA HEALTH SCIENCES INC CDT-SHS	12,760
2900	USEC INC COM	11,165
1100	UTD RENTALS INC COM	10,791
170	UTD THERAPEUTICS CORP DEL COM STK	8,951
700	VALASSIS COMMUNICATIONS INC COM	12,782
1300	VALUECLICK INC COM STK ISIN#US92046N1028	13,156
4500	VANTAGE DRILLING CO COM STK	7,245
1035	VASCO DATA SEC INTL INC COM	8,489
1900	VERIFONE SYSTEMS INC COM	31,122
535	VIAD CORP COM NEW	11,037
2100	VIROPHARMA INC COM STK	17,619
300	WATERS CORP COM	18,588
1100	WAUSAU PAPER CORP COM	12,760
2200	WEB COM GROUP INC COM	14,366
800	WELLCARE HLTH PLANS INC COM	29,408
3900	WENDYS / ARBYS GROUP INC COM STK	18,291
400	WESTAMERICA BANCORPORATION COM	22,148
1100	WESTN REFNG INC COM	5,181
1200	WILLIAMS SONOMA INC COM	24,936
800	WINN DIXIE STORES INC COM NEW STK	8,032
1600	WORLD FUEL SERVICE COM STK USD0.01	42,864
700	WORTHINGTON INDS INC COM	9,149
400	ZOLL MED CORP COM	10,688
1240	ZORAN CORP COM	13,702
TOTAL		7,795,846

SHARES	DESCRIPTION	FAIR MARKET VALUE
18100	CFS RETAIL PROP NPV	30,929
148286	DEXUS PROPERTY GP NPV (STAPLED)	113,357
185086	GOODMAN GROUP NPV (STAPLED UNITS)	105,700
102300	GPT GROUP NPV (STAPLED SECURITIES)	55,662
74000	ING OFFICE FUND UNITS NPV (STAPLED) REITFUND	42,593
7100	LEND LEASE GROUP NPV	65,578
27221	MIRVAC GROUP STAPLED SECURITIES	38,435
25500	STOCKLAND NPV (STAPLED)	90,587
27728	WESTFIELD GROUP NPV STAPLED UNITS	312,712
4901	ATRIUM EURP R/EST NPV (REGD)	33,049
4600	BR MALLS PARTICIPA COM NPV	56,682
3800	PDG REALTY SA EMPR COM NPV	37,767
1300	CALLOWAY REAL ESTA TRUST UNITS	24,193
600	CDN REAL EST INV T TRUST UNITS NPV	15,522
1000	PRIMARIS RETAIL INVT TR	15,396
1500	RIOCAN REAL ESTATE TRUST UNITS NPV	28,402
57000	GLORIOUS PROPERTY HKD0.01'REG S'	25,802
4200	LONGFOR PROPERTIES HKD0.10'REGS'	4,739
18000	SHIMAO PROPERTY HO HKD0.10	34,171
31600	SHUI ON LAND LTD USD0.0025	18,746
25000	SINO-OCEAN LAND HL HKD0.80	23,149
230	GECINA EUR7.50	25,126
80	ICADE NPV (POST MERGER)	7,662
3143	KLEPIERRE EUR1.40	128,022
1621	MERCIALYS EUR1	57,097
1550	UNIBAIL-RODAMCO SE EUR5	341,808
790	DEUTSCHE WOHNEN AG EUR1 (BR)	7,594
12201	CHEUNG KONG(HLDGS) HKD0.50	157,822
8100	GREAT EAGLE HLDGS HKD0.50	21,101
11900	HANG LUNG GROUP HKD1	59,315
19600	HANG LUNG PROPERTIES HKD1	77,348
19000	HENDERSON LAND DEVELOPMENT HKD2	143,099
5500	HYSAN DEVELOPMENT HKD5	15,640
19299	KERRY PROPERTIES HKD1	98,311
42000	KWG PROPERTY HLDGS HKD0.10	32,445
26600	LINK R/EST INVEST NPV	67,992
23200	SUN HUNG KAI PROP HKD0.50	347,968
18775	WHARF(HLDGS) HKD1	108,354
19000	HONGKONG LAND HLD ORD USD0.10(SINGAPORE REG)	94,050
1000	AEON MALL CO LTD NPV	19,271
900	DAITO TRUST CONST NPV	42,537
7900	DAIWA HOUSE INDS NPV	84,350
6	FRONTIER R/EST INV FRONTIER R/EST INVEST(REIT)	42,537
4	JAPAN LOGISTICS FD REIT	29,303
4	JAPAN REAL ESTATE INVESTMENT CO	29,389
8	KENEDIX REALTY INV REIT	21,827

SHARES	DESCRIPTION	FAIR MARKET VALUE
16300	MITSUBISHI ESTATE CO LTD	258,783
15698	MITSUMI FUDOSAN CO LTD NPV	262,715
3	NIPPON ACCOMMODATI REIT	15,661
9	ORIX JREIT INC REIT	44,664
8900	SUMITOMO REALTY & DEVELOPMENT NPV	166,251
6	UNITED URBAN INVES REIT	31,581
1293	CORIO NV EUR10	88,471
623	EUROCOMMERCIAL EUR0.50	25,743
35640	NORWEGIAN PROPERTY NOK0.5	83,288
53813	ASCENDAS R/EST INV NPV (REIT)	85,092
33000	CAPITACOMMERCIAL NPV (REIT)	27,501
18750	CAPITALAND LTD NPV	56,092
21282	CAPITAMALL TRUST NPV (REIT)	27,286
3000	CITY DEVELOPMENTS LTD	24,702
20100	SUNTEC REAL ESTATE INVESTMENT TRUST REIT	19,328
3290	CASTELLUM AB NPV	33,406
1170	SWISS PRIME SITE	65,645
2850	ATRIUM EURP R/EST NPV (REGD)	18,850
18284	BRITISH LAND CO ORD GBP0.25	141,724
10301	CAPITAL SHOPPING CENTRES GROUP PLC	85,668
730	DERWENT LONDON ORD GBP0.05	15,561
16220	GRAINGER PLC ORD GBP0.05	33,527
3900	GREAT PORTLAND ESTATES ORD GBP0.125	18,081
11552	HAMMERSON ORD GBP0.25	79,096
4590	HELICAL BAR ORD GBP0.01	25,350
16940	LAND SECURITIES GP ORD GBP0.10	187,386
11200	SAFESTORE HLDGS ORD GBP0.01	29,842
5992	SEGRO PLC ORD GBP0.10	33,344
4861	PROLOGIS EUROP PRO PROLOGIS EUR PROPS	30,059
1487	ACADIA RLTY TR COM	25,086
870	ALEXANDRIA REAL ESTATE EQUITIES INC COM	55,932
2989	AMB PPTY CORP REIT	76,369
2370	APARTMENT INVT & MGMT CO CL A	37,730
1045	AVALONBAY CMNTYS REIT	85,805
1540	BRE PPTYS INC COM CL A	50,943
1134	BSTN PPTYS INC	76,057
1380	CAMDEN PPTY TR SH BEN INT	58,471
1610	DIGITAL RLTY TR INC COM	80,951
5150	DUKE RLTY CORP COM NEW REIT	62,676
951	EQTY RESDNTL EFF 5/15/02	32,125
250	ESSEX PPTY TR REIT	20,913
1350	EXTRA SPACE STORAGE INC COM	15,593
1090	FEDERAL RLTY INVT TR SH BEN INT NEW SH	73,815
3020	HCP INC COM REIT	92,231
2100	HIGHWOODS PPTYS INC COM	70,035
10629.17	HOST HOTELS & RESORTS INC REIT	124,042

Part II, Line 10b
Investments in Corporate Stock
ING Clarion REITS

CARRIE ESTELLE DOHENY FOUNDATION
RETURN OF PRIVATE FOUNDATION
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2009

SHARES	DESCRIPTION	FAIR MARKET VALUE
1200	HYATT HOTELS CORP COM CL A COM CL A	35,772
2600	KIMCO RLTY CORP COM	35,178
3420	LIBERTY PPTY TR SH BEN INT	109,474
3996.87	MACERICH CO COM	143,687
3270	NATIONWIDE HLTH PPTYS INC REIT	115,039
2540	OMEGA HEALTHCARE INVS INC REIT	49,403
500	PEBBLEBROOK HOTEL TR COM STK	11,005
8231	PROLOGIS SH BEN INT SH BEN INT	112,682
669	PUB STORAGE COM	54,490
1650	REGENCY CTRS CORP COM	57,849
5351.06	SIMON PROPERTY GROUP INC COM	427,015
1168	SL GREEN RLTY CORP COM STK	58,680
1190	TANGER FACTORY OUTLET CTRS INC COM	46,398
890	TAUBMAN CTRS INC COM	31,960
4731	UDR INC COM STK	77,778
2577	VENTAS INC REIT	112,718
2969	VORNADO RLTY TR COM	207,652
2790	WEINGARTEN RLTY INVS COM	55,214
4861	PROLOGIS EUROP PRO UNITS(SUB RIGHTS)	-
TOTAL		8,028,604

PART II, LINE LINE 10c
Investments, Corporate Bonds
STW-Corporate Bonds

CARRIE ESTELLE DOHENY FOUNDATION
RETURN OF PRIVATE FOUNDATION
FORM 990-PF
95-6202911
2009

PAR VALUE	DESCRIPTION	FAIR MARKET VALUE
240000	BARRICK PD 5.95% DUE 10-15-2039	234,230
352000	RIO TINTO FIN USA 7.125% DUE 07-15-2028	398,427
300000	TRANSCANADA 6.2% DUE 10-15-2037	316,815
100000	TRANSCANADA 7.625% DUE 01-15-2039	123,161
28000	NOKIA CORP 6.625% DUE 05-15-2039	30,441
229000	COVIDIEN INTL FIN 6.55% DUE 10-15-2037	256,266
230000	PVTPL ENEL FIN INTL S A NT 144A 6% DUE 10-07-2039	231,217
393000	KONINKLIJKE 6.875% DUE 03-11-2038	445,816
400000	PVTPL BARCLAYS BK PLC NT 144A 10.179% DUE 06-12-2021	516,268
419000	PVTPL HBOS PLC MED TRM SUB TRANCHE 6.75 5-21-2018	388,793
470000	PVTPL STD CHARTERED BK STANDRD 6.4 DUE 09-26-2017	486,032
375000	PVTPL TESCO PLC 6.15 DUE 11-15-2037 BEO	389,232
144000	AFLAC INC 8.5% DUE 05-15-2019	165,887
292000	AMERN EXPRESS CO 8.15% DUE 03-19-2038	365,339
150000	AMERN INTL GROUP 6.25% DUE 05-01-2036	111,377
100000	AMERN INTL GROUP 8.25% DUE 08-15-2018	93,885
355000	AMERN INTL GROUP INC MED TERM NTS 5.85 DUE 01-16-2018	291,288
134000	ARCHER DANIELS 6.45% DUE 01-15-2038	149,193
432000	AT&T INC 6.5% DUE 09-01-2037	447,768
335000	BANK AMER FDG CORP 7.625% DUE 06-01-2019	387,544
82000	BOEING CO SR NT 5.875 DUE 02-15-2040	83,927
25000	CATERPILLAR INC NT 8.25% DUE 12-15-2038/12-05-2008	33,365
186000	CITIGROUP INC 5.875% DUE 05-29-2037	163,900
206000	CITIGROUP INC 8.125% DUE 07-15-2039	232,501
120000	CITIGROUP INC NT 6.875 DUE 06-01-2025 BEO PUT	116,880
94000	CONOCOPHILLIPS 5.9% DUE 05-15-2038	96,353
112000	CONOCOPHILLIPS GTD NT 6.5 DUE 02-15-2039REG	124,302
230000	GEN ELEC CAP CORP 6.15% DUE 08-07-2037	217,195
160000	GEN ELEC CAP CORP MEDIUM TERM 6.875 DUE 01-10-2039	165,230
140000	GENERAL ELEC CAP 005286.75% DUE 03-15-2032/03-20-2002	142,739
305000	HALLIBURTON CO 6.7% DUE 09-15-2038	344,513
421000	JPMORGAN CHASE CAP 6.8% DUE 10-01-2037	418,290
139000	LOWES COS INC 6.65% DUE 09-15-2037	158,541
400000	MANUFACTURERS & 6.625% DUE 12-04-2017	410,212
397000	METLIFE INC 7.717% DUE 02-15-2019	466,529
200000	PHILIP MORRIS INTL INC 6.375% DUE 05-16-2038 BEO	216,185
305000	SEMPRA ENERGY 6% DUE 10-15-2039	301,173
290000	TARGET CORP 6.5% DUE 10-15-2037	317,995
150000	TARGET CORP NT 7 DUE 01-15-2038/01-17-2008 REG	175,012
107000	UNITEDHEALTH GROUP 5.8% DUE 03-15-2036	95,898
170000	UNITEDHEALTH GROUP 6.875% DUE 02-15-2038	175,704
410000	VERIZON 7.35% DUE 04-01-2039	475,645
338000	WACHOVIA BK NATL ASSN MED TERM SUB 6.6 DUE 01-15-2038	356,752
40000	WELLPOINT INC 5.95% DUE 12-15-2034	37,913
32000	WELLPOINT INC 6.375% DUE 06-15-2037	32,562
25000	WESTERN UN CO 6.2% DUE 11-17-2036	24,868
TOTAL		11,213,162

STW CORPORATE BONDS

PART II, LINE 10c
Investment in Corporate Bonds
Three Peaks

CARRIE ESTELLE DOHENY FOUNDATION
RETURN OF PRIVATE FOUNDATION
FORM 990-PF
95-6202911
2009

PAR VALUE	DESCRIPTION	FAIR MARKET VALUE
25000	ALLIANCE 1 INTL 10% DUE 07-15-2016	26,250
85000	AMC ENTMT INC 8% DUE 03-01-2014	81,175
65000	AMKOR TECH INC 9.25% DUE 06-01-2016	69,063
55000	ARAMARK CORP 8.5% DUE 02-01-2015	56,650
45000	ARCH WESTN FIN LLC GTD SR NT STEP UP 07-01-2013 07-01-2009	44,663
65000	BERRY PETE CO 10.25% DUE 06-01-2014	70,688
30000	BIOMET INC 10% DUE 10-15-2017	32,588
55000	CHES ENERGY CORP SR NT DTD 01/09 9.5 DUE 02-15-2015 REG	60,363
130000	CHIQUITA BRANDS 7.5% DUE 11-01-2014	128,700
15000	CHIQUITA BRANDS 8.875% DUE 12-01-2015	15,300
130000	CHS / CMNTY HLTH 8.875% DUE 07-15-2015	134,550
40000	CIN BELL INC NEW 7% DUE 02-15-2015	39,500
140000	CIN BELL INC NEW 8.375% DUE 01-15-2014	142,450
60000	CITIZENS 6.625% DUE 03-15-2015	58,350
100000	CONSTELLATION 8.375% DUE 12-15-2014	106,500
40000	CORRECTIONS CORP 6.25% DUE 03-15-2013	40,200
62000	CROWN AMERS LLC NT 7.625% DUE 11-15-2013	64,015
65000	CROWN CASTLE INTL 9% DUE 01-15-2015	69,225
125000	DAVITA INC 6.625% DUE 03-15-2013	125,313
80000	DENBURY RES INC SR SUB NT 9.75 DUE 03-01-2016 REG	85,400
220000	ECHOSTAR DBS CORP 6.625% DUE 10-01-2014	221,925
75000	EL PASO CORP SR NT 8.25 DUE 02-15-2016	80,063
60000	GAYLORD ENTMT CO 6.75% DUE 11-15-2014	55,800
80000	GEORGIA PAC CORP 7.7% DUE 06-15-2015	84,000
90000	GRAHAM PACKAGING 9.875% DUE 10-15-2014	91,800
90000	GRAPHIC PACKAGING 9.5% DUE 08-15-2013	92,925
80000	HANESBRANDS INC 8% DUE 12-15-2016	81,500
25000	HANGER ORTHOPEDIC GROUP INC 10.25% DUE 06-01-2014	26,500
270000	HCA INC 6.75 DUE 07-15-2013/07-14-2013 BEO	265,950
70000	IASIS CAP LLC / 8.75% DUE 06-15-2014	70,875
30000	INGLES MKTS INC 8.875% DUE 05-15-2017	31,200
60000	INTERPUBLIC GROUP COS INC 6.25 11-15-2014 BEO	57,600
80000	INVERNESS MED 9% DUE 05-15-2016	82,000
185000	IRON MTN INC PA 7.75% DUE 01-15-2015	185,925
20000	ISLE CAPRI CASINOS 7% DUE 03-01-2014	17,800
55000	ITT CORP 7.375 DEB DUE 11-15-2015	56,856
80000	KS CY SOUTHN RY CO 8% DUE 06-01-2015	82,900
65000	LEVI STRAUSS & CO 9.75% DUE 01-15-2015	68,250
130000	LIBERTY MEDIA CORP 5.7% DUE 05-15-2013	123,825
90000	MCMORAN EXPL CO 11.875% DUE 11-15-2014	92,250
40000	MEDIACOM BROADBAND LLC 8.5 10-15-2015/10-15-2010	40,400
25000	NALCO CO 8.875% DUE 11-15-2013	25,750
90000	NIELSEN FIN LLC / 10% DUE 08-01-2014	93,825
100000	OWENS-BROCKWAY 8.25% DUE 05-15-2013	102,750
30000	PENN VA CORP 10.375% DUE 06-15-2018	32,700
90000	PETROHAWK ENERGY 9.125% DUE 07-15-2013	94,050

PART II, LINE 10c
Investment in Corporate Bonds
Three Peaks

CARRIE ESTELLE DOHENY FOUNDATION
RETURN OF PRIVATE FOUNDATION
FORM 990-PF
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		FAIR MARKET
60000	PHILLIPS VAN 8.125% DUE 05-01-2013	61,200
30000	PSYCHIATRIC SOLUTIONS INC 7.75 DUE 07-15-2015	29,025
35000	PVTPL ALLIANCE HEALTHCARE SVCS 8% DUE 12-01-2016	34,125
60000	PVTPL AMERISTAR CASINOS INC 9.25% DUE 06-01-2014	62,250
30000	PVTPL GEOEYE INC SR NT 144A 9.625% DUE 10-01-2015	30,863
25000	PVTPL UNVL CY DEV PTNRS LTD/ UCDP 8.875 DUE 11-15-2015	24,469
230000	QWEST 7.5% DUE 02-15-2014	230,863
35000	ROYAL CARIBBEAN 6.875% DUE 12-01-2013	34,388
135000	SERVICE CORP INTL SR NT 7.375% DUE 10-01-2014/10-03-2006	135,675
245000	SPRINT NEXTEL CORPORATION 6 DUE 12-01-2016 BEO	223,563
55000	STATER BROS HLDGS 8.125% DUE 06-15-2012	55,550
85000	SUNGARD DATA SYS INC SR NT 9.125% DUE 08-15-2013	87,125
170000	TIME WARNER 9.25% DUE 02-15-2014	175,313
30000	UTD RENTALS N AMER 7.75% DUE 11-15-2013	28,200
45000	WARNACO GROUP INC 8.875% DUE 06-15-2013	46,181
115000	WINDSTREAM CORP 8.125% DUE 08-01-2013	119,313
30000	WYNDHAM WORLDWIDE 6% DUE 12-01-2016	27,948
25000	WYNN LAS VEGAS LLC 6.625% DUE 12-01-2014	24,156
TOTAL		5,140,563

PART II, LINE 10c
OTHER INVESTMENTS
STW-OTHER BONDS

CARRIE ESTELLE DOHENY FOUNDATION
RETURN OF PRIVATE FOUNDATION
FORM 990-PF
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2009

385000	CAP 1 MULTI-ASSET 5.75% DUE 07-15-2020	416,062
420000	CITIBANK CR CARD 6.15000009537% DUE 06-15-2039	456,153
450000	DISCOVER CARD 5.65000009537% DUE 03-16-2020	483,614
TOTAL		1,355,829

**RESTATED BYLAWS OF
CARRIE ESTELLE DOHENY FOUNDATION**

Adopted: August, 2005
Restated: July 31, 2009

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RESTATED BYLAWS OF
CARRIE ESTELLE DOHENY FOUNDATION

ARTICLE I

Objectives and Purposes

The Carrie Estelle Doheny Foundation (the "Foundation") and all of its activities are to be operated and conducted in a manner that furthers its charitable purposes as specified in its Restated Articles of Incorporation. In the conduct of its affairs, the management shall at all times be mindful of these charitable purposes.

ARTICLE II

Membership

Unless and until the Restated Articles of Incorporation of the Foundation or this Article II of these Bylaws is amended to provide otherwise, the Foundation shall have no members as the term "member" is defined in section 5056 of the California Nonprofit Corporation Law (the "Law").

ARTICLE III

Board of Directors

Section 1. Powers. Subject to the limitations of the Restated Articles of Incorporation, these Bylaws and of the laws of the State of California, the activities and affairs of the Foundation shall be conducted, its property shall be controlled and all corporate powers shall be exercised by or under authority of a Board of Directors. The primary function of the Board of Directors shall be to establish corporate policies for the direction and guidance of the committees, officers and management of the Foundation and to formulate the basic rules and regulations governing the operation and management of the Foundation.

Section 2. Qualifications of Directors. A majority of the directors shall be lay members of the Roman Catholic Church. One (1) director shall always be a Roman Catholic priest of the Congregation of the Mission (sometimes referred to in these Bylaws as the Vincentian director) in continued and good standing under the rules and constitutions of such Congregation and who does not hold the position of Provincial or equivalent office in the province in which Los Angeles is located. A director elected for the first time on or after December 1, 2008, shall cease being qualified to serve as a director after that director's eightieth (80th) birthday.

Section 3. Advisory Directors. The Board of Directors may, in its sole discretion, appoint one or more individuals to serve as advisory directors for terms not exceeding three (3) years each. Such individuals shall be invited to attend board and Committee meetings, shall be eligible to be compensated for their service to the Board and shall have the same access to the foundation's books, records and personnel as other directors except to the extent limited by the voting Board members. However, an advisory director shall have no vote, shall not be counted for quorum purposes, and shall be eligible to serve only one (1) term of up to three (3) years after which such individual shall either leave office or be elected to serve on the Board as a voting member.

Section 4. Interested Directors. Not more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be "interested persons." An "interested person" is (a) any person currently being compensated by the Foundation for services rendered to it within the previous twelve months, whether as a full- or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a director as director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, daughter-in-law, mother-in-law or father-in-law of any such person.

Section 5. Number and Election of Directors.

(a) The number of directors of the Foundation shall be seven (7).

(b) The directors shall be elected at the annual meeting of the Board of Directors, but if any such annual meeting is not held or the directors are not elected thereat, the directors may be elected at a special meeting of the Board of Directors called for that purpose or without a meeting, by the written consent of all members of the Board of Directors.

Section 6. Term of Office. Each director in office as of the date of the adoption of the Restated Bylaws shall serve for the remainder of his or her current term of four (4) years and until his or her successor is elected. All directors elected or re-elected from and after the date of the adoption of the Restated Bylaws shall serve for terms of three (3) years. As used in the preceding sentence, "year" means from the period of one annual meeting of the Board of Directors to the close of the next annual meeting, or if a director is elected at a special meeting the period from such special meeting until the close of the next annual election of directors and until his or her successor is elected and qualified. Directors may serve for an unlimited number of terms.

Section 7. Vacancies.

(a) All vacancies on the Board of Directors, including, without limitation, vacancies caused by an increase in the authorized number of directors or by removal, shall be filled by the Board of Directors. Each director so elected to fill a vacancy shall have the qualifications described in Section 2 and shall hold office for the remainder of the predecessor's unexpired term and until the election of a successor by the Board of Directors.

(b) The Board of Directors may elect additional directors at any time after an amendment of these Bylaws is duly adopted authorizing an increase in the number of directors.

(c) If a director resigns by giving notice specifying that such resignation shall be effective at a future time, the Board of Directors shall have power to elect a successor to take office when the resignation shall become effective.

(d) No reduction in the number of directors shall have the effect of removing any director prior to the expiration of his or her term of office.

Section 8. Removal of Directors. The Board of Directors may remove a director from office with or without cause.

Section 9. Place of Meetings. All meetings of the directors shall be held at the principal office of the Foundation in the State of California or at such other place as may be designated for that purpose from time to time by the Board of Directors.

Section 10. Annual Meetings. The annual meeting of the Board of Directors shall be held each year on the Wednesday following Labor Day during the month of September at the principal office of the Foundation or at such other place and time as the Board of Directors may determine, for the purposes of organization, election of directors, appointment of officers and the transaction of such other business as may properly be brought before the meeting.

Section 11. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly or at such times, dates and places as the Board of Directors shall specify.

Section 12. Special Meetings. Special meetings of the Board of Directors may be called by the Chair of the Board, the Secretary, or by any two directors of the Foundation. The person or persons calling such special meeting shall determine the date, time and place thereof.

Section 13. Notice of Special Meetings. Special meetings of the Board of Directors shall be held upon three (3) days' notice by first-class mail, postage prepaid, or forty-eight (48) hours' notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means. Any such notice shall be addressed or delivered to each director at his or her address appearing on the books of the Foundation or at such other address, telephone number, facsimile number, electronic mail address, or other location as may be supplied by said director for the purpose of notice.

Section 14. Consent to Meetings; Waiver of Notice. The transaction of business at any meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum be present, and if, either before or after the meeting, each of the directors entitled to vote, not present in person, signs a written waiver of notice, a consent to the holding of

such meeting or an approval of the minutes of the meeting. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to any director who attends the meeting without protesting the lack of notice to such director prior to, or at the commencement of the meeting.

Section 15. Quorum; Act of Directors. At all meetings of the Board of Directors, a majority of the number of directors fixed pursuant to Section 4 of Article III of these Bylaws shall constitute a quorum for the transaction of business except to adjourn as provided in Section 17 of Article III of these Bylaws. The act of a majority of the directors present at any time at which there is a quorum shall be the act of the Board of Directors, unless a greater number is required by law, the Articles of Incorporation or these Bylaws. Notwithstanding the previous provisions of this Section 14, a meeting at which a quorum initially is present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 16. Action By Unanimous Written Consent. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if all directors shall individually or collectively consent in writing to such action. Such action by written consent shall have the same force and effect as a unanimous vote of the directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.

Section 17. Participation in Meetings By Electronic Communications Equipment. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other communications equipment, as long as all directors participating in such meeting can communicate with all of the other directors concurrently, each director is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection, to a specific action to be taken by the Foundation, and the Foundation verifies that a person communicating by telephone, electronic video screen, or other communications equipment is a director entitled to participate in the board meeting, and that all statements, questions, actions or votes were made by that director and not by another person not permitted to participate as a director.

Section 18. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 19. Rights of Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Foundation.

Section 20. Fees and Compensation. Directors may receive such reasonable compensation for their services and such reimbursement for expenses as may be fixed or determined by the Board of Directors.

ARTICLE IV

Committees

Section 1. Committees Generally.

(a) The Board of Directors, by resolution adopted by a majority of the directors in office including the Vincentian director, may establish one or more committees. Committees are of two kinds, those having legal authority to act for the Foundation, known as committees of the Board, and those that do not have that authority, known as advisory committees. Committees may be either standing or special. Members of all committees shall serve at the pleasure of the Board. The Board may delegate to committees of the Board all legal authority of the Board except with respect to:

(i) The filling of vacancies on the Board of Directors or on any committee;

(ii) The fixing of compensation of the directors for serving on the Board of Directors or on any committee;

(iii) The amendment or repeal of these Bylaws or the adoption of new bylaws;

(iv) The amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable;

(v) The appointment of other committees of the Board of Directors or the members thereof;

(vi) The approval of any self-dealing transaction, as such transactions are defined in section 5233(a) of the Law.

(b) The Board of Directors shall have the power to prescribe the manner in which proceedings of any board committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board of Directors or such committee shall provide otherwise, the regular and special meetings and other actions of any such committee shall be governed by the provisions of Article III applicable to meetings and actions of the Board of Directors. Minutes shall be kept in written or electronic form of all committee meetings.

Section 2. Committees of the Board. Any directors may be appointed to committees of the Board. Each committee of the Board shall consist of two (2) or more

directors. The Board may designate one or more directors as alternate members of any such committee, who may replace any absent member at any meeting of the committee.

Section 3. Advisory Committees. The Board of Directors may establish one (1) or more advisory committees. Advisory committee membership may consist of directors only, directors and nondirectors, or nondirectors only, and also may include nonvoting members and alternate members. The chair and members of advisory committees shall be appointed by the Chair or the directors of the Foundation. Advisory committees shall have no legal authority to act for the Foundation, but shall report their findings and recommendations to the Board of Directors.

Section 4. Term of Office. The chair and each member of a standing committee shall serve until the next election of directors and until his or her successor is appointed, or until such committee is sooner terminated, or until he or she is removed, resigns, or otherwise ceases to qualify as a member of the committee. The chair and each member of a special committee shall serve for the life of the committee unless they are sooner removed, resign, or cease to qualify as members of such committee.

Section 5. Vacancies. Vacancies on any committee may be filled for the unexpired portion of the term in the same manner as provided in the case of original appointments.

ARTICLE V

Officers

Section 1. Officers. The officers of the Foundation shall be a Chair of the Board, Vice-Chair, Chief Administrative Officer, Secretary and Chief Financial Officer. Any number of offices may be held by the same person except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the Chair of the Board.

Section 2. Appointment and Terms of Officers. The officers of the Foundation shall be appointed by the Board of Directors at the annual meeting. Officers shall serve at the pleasure of the Board for one (1) year terms of office and hold office until their successor shall be appointed and qualified to serve or until they shall resign or shall be removed or disqualified to serve.

Section 3. Other Officers. The Board of Directors may appoint or authorize the appointment of such other officers as the business of the Foundation may require, each of whom shall hold office for such period, have such authority and perform such duties as the Board of Directors may from time to time prescribe.

Section 4. Chair of the Board. The Chair of the Board shall preside at all meetings of the Board of Directors. The Chair of the Board shall also be the chief executive officer of the Foundation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and affairs of the Foundation. The Chair of the Board shall have such other authority and duties as are

usually vested in the office of chairman and chief executive officer and as from time to time may be prescribed by the Board of Directors and these Bylaws.

Section 5. Vice-Chair In the absence of the Chair, the Vice-Chair will exercise the duties of the Chair and shall perform such other duties as may from time to time be required by the Chair of the Board of Directors.

Section 6. Chief Administrative Officer The Chief Administrative Officer shall serve as the chief operating officer of the Foundation and shall, subject to the control of the Board of Directors and the Chair of the Board, have the responsibility for managing the day-to-day affairs and operations of the Foundation. The Chief Administrative Officer shall have such other authority as from time to time may be prescribed by the Board of Directors.

Section 7. Secretary The Secretary shall keep or cause to be kept, at the principal office of the Foundation in the State of California, the original or a copy of the Foundation's Articles of Incorporation and Bylaws, as amended to date. The Secretary also shall keep or cause to be kept at the principal office, or at such other place as the Board of Directors may order, a book of minutes of all meetings of the Board of Directors with the time and place of holding, whether regular or special (and if special how authorized), the notice thereof given, the names of those present, and the proceedings thereof, and of all actions by written consent by the Board of Directors. The Secretary shall give or cause to be given notice of all the meetings of the Board of Directors required by these Bylaws or by law to be given and he or she shall keep the seal of the Foundation in safe custody. The Secretary shall have such other authority and duties as are usually vested in the office of secretary and as may be prescribed from time to time by the Board of Directors and these Bylaws.

Section 8. Chief Financial Officer. The Chief Financial Officer shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of account shall be open to inspection by any director at any reasonable time. The Chief Financial Officer shall deposit or cause to be deposited all moneys and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the corporation as shall be ordered by the Board of Directors, shall render to the Chair and the directors, whenever they shall request it, an account of all of his or her transactions as Chief Financial Officer and the financial condition of the corporation and shall take proper vouchers for all disbursements of the funds of the corporation. The Chief Financial Officer shall have such other authority and duties as are usually vested in the office of chief financial officer and as may from time to time be prescribed by the Board of Directors and these Bylaws. The Chief Financial Officer shall have the additional title of "Treasurer."

Section 9. Assistant Secretaries and Assistant Chief Financial Officers. The Board of Directors may appoint such assistant secretaries and assistant chief financial officers as it deems appropriate. In the absence or disability of the Secretary or Chief

Financial Officer, such assistant secretaries and assistant chief financial officers, in the order of their seniority as specified by the Board of Directors, shall perform the duties and exercise the authority of the Secretary or Chief Financial Officer and shall have such other authority and duties as from time to time may be prescribed by the Board of Directors and these Bylaws.

Section 10. Removal and Resignation.

(a) Any officer may be removed, either with or without cause, by the Board of Directors at any time or, except in the case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer.

(b) Any officer may resign at any time by giving written notice to the Foundation, but without prejudice to the rights, if any, of the Foundation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 11. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

ARTICLE VI

General Provisions

Section 1. Voting Shares and Memberships. The Foundation may vote any and all shares, partnership interests and memberships held by it in any other corporation, general or limited Partnership or limited liability company by such officer, agent or proxy as the Board of Directors may appoint or, in the absence of any such appointment, by the Chair of the Board, Secretary or Chief Administrative Officer, and, in such case, such officers or any of them similarly may appoint a proxy to vote said shares, partnership interests or memberships.

Section 2. Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of or payable to the Foundation and any and all securities owned or held by the Foundation requiring signature for their transfer, shall be signed or endorsed by either the Chair of the Board or Chief Administrative Officer.

Section 3. Endorsement of Documents Contracts. Any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing, and any assignment or endorsement thereof executed or entered into between the Foundation and any other person, when signed by the Chair of the Board, Secretary or Chief Administrative Officer

shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officer(s) had no authority to execute the same. Any such instruments may be signed by any other officer, agent or employees and in such manner as from time to time shall be determined by the Board of Directors and, unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Foundation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 4. Annual Report; Annual Statement. The Chief Financial Officer shall cause the annual report required by section 6321 of the Law and an annual statement of certain transactions and indemnifications as required by section 6322 of the Law, to be prepared and sent to each member of the Board of Directors and to such other persons as the Board of Directors may designate, no later than one-hundred twenty (120) days after the close of the Foundation's fiscal year.

Section 5. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the general provisions of the Law shall govern the construction of these Bylaws.

Section 6. Fiscal Year. The fiscal year of the corporation shall be the calendar year.

Section 7. Offices. The principal office of the Foundation in the State of California shall be located in the County of Los Angeles. The Foundation may have such other offices, either within or without the State of California, as the Board of Directors may determine.

ARTICLE VII

Indemnification and Insurance

Section 1. Definitions. For the purposes of this Article VII, "agent" means any person who is or was a director, officer, employee or other agent of the Foundation, or is or was serving at the request of the Foundation as a director, officer, employee or other agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise or was a director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the Foundation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under Sections 4 or 5(b) of this Article VII.

Section 2. Indemnification In Third Party Actions. The Foundation shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding other than an action by or in the right of the Foundation to procure a judgment in its favor, an action brought under section 5233 of the Law or an action brought by the Attorney General or a person granted relator status by the Attorney General for any

breach of duty relating to assets held in charitable trust by reason of the fact that such person is or was an agent of the Foundation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Foundation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 3. Indemnification In Derivative Actions. The Foundation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the corporation, or brought under section 5233 of the Law or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Foundation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the Foundation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3:

(a) In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Foundation in the performance of such person's duty to the Foundation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

Section 4. Indemnification Against Expenses. To the extent that an agent of the Foundation has been successful on the merits in defense of any proceeding referred to in Sections 2 or 3 of this Article VII or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 5. Required Determinations. Except as provided in Section 4 of this Article VII, any indemnification under this Article VII shall be made by the Foundation

only if authorized in the specific case, upon a determination that indemnification of the agent is proper under the circumstances because the agent has met the applicable standard of conduct set forth in Sections 2 or 3 of this Article VII, by:

(a) A majority vote of a quorum consisting of directors who are not parties to such proceeding, or

(b) The court in which such proceeding is or was pending upon application made by the Foundation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the Foundation.

Section 6. Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by the Foundation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article VII.

Section 7. Other Indemnification. No provision made by the Foundation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles of Incorporation, these Bylaws, a resolution of the Board of Directors, an agreement or otherwise, shall be valid unless consistent with this Article VII. Nothing contained in this Article VII shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

Section 8. Insurance. The Foundation shall have power to purchase and maintain insurance on behalf of any agent of the Foundation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Foundation would have the power to indemnify the agent against such liability under the provisions of this Article VII, provided, however, that the Foundation shall have no power to purchase and maintain such insurance to indemnify any agent of the Foundation for a violation of section 5233 of the Law.

Section 9. Forms of Indemnification and Insurance Not Permitted.

(a) No indemnification or advance shall be made under this Article VII, except as provided in Sections 4 or 5(b), in any circumstances where it appears:

(i) That it would be inconsistent with a provision of the Articles of Incorporation, these Bylaws or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification, or

(ii) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

(b) Anything to the contrary notwithstanding, the corporation shall not indemnify directors or officers or other persons or entities, pay their expenses in advance or pay insurance premiums on their behalf if such indemnification payment, advance expense payment or payment of insurance premiums shall constitute an act of self-dealing within the meaning of section 4941 of the Internal Revenue Code of 1986 (or the corresponding provisions of any applicable future United States internal revenue law).

Section 10. Nonapplicability to Fiduciaries of Employee Benefit Plans. This Article VII does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in such person's capacity as such even though such person may also be an agent of the Foundation as defined in Section 1 of this Article VII. The Foundation shall have power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by subdivision (f) of section 207 of the California General Corporation Law.

ARTICLE VIII

Amendment of Bylaws

These Bylaws and any part thereof may be amended or repealed, and new Bylaws may be adopted, by the affirmative vote of a seventy percent (70%) of the directors at a meeting duly held at which a quorum is present or by the written consent of all members of the Board of Directors.

CERTIFICATE OF INCORPORATOR

I, the undersigned, hereby certify that:

1. I am the Secretary of Carrie Estelle Doheny Foundation.
2. The foregoing Bylaws were duly adopted by the Board of Directors of the Foundation on July 31, 2009, and constitute the Bylaws of the Foundation in effect as of this date.

Dated as of: July, 31, 2009.


Secretary

Amended:

LAS99 1701929-3.074019.0010
7/21/09

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Recipient and/or Purpose	Tax Status	2009
All Saints Elementary School 3420 Portola Avenue Los Angeles, CA 90032-2215 <i>Matching Grant Program (2009)</i>	509a(1)	\$30,000.00
Alpha North America 2275 Half Day Rd., Suite 185 Bannockburn, IL 60015 <i>Alpha Prison and Re-Entry Program</i>	509a(2)	\$15,000.00
Alternative Living for the Aging, Inc. 937 N. Fairfax Avenue West Hollywood, CA 90046 <i>shared housing services</i>	509a(1)	\$6,000.00
Alverno High School 200 N. Michillinda Avenue Sicra Madre, CA 91024-1699 <i>Doheny Scholarship Program</i>	509a(1)	\$20,000.00
American Diabetes Association 5200 Century Blvd., Suite 480 Los Angeles, CA 90045 <i>Latino Health Fair</i>	509a(1)	\$8,000.00
Angel Interfaith Network, Inc. P.O. Box A South Pasadena, CA 91031 <i>salary support for the administrative assistant</i>	509a(1)	\$5,000.00
Archdiocese of LA/Cardinal's Award Dnr. 3424 Wilshire Blvd. Los Angeles, CA 90010-2707 <i>Cardinal's Award Dinner</i>	509a(1)	\$10,000.00
Archdiocese of LA/Catholic Ed. Fdn. 3424 Wilshire Blvd. Los Angeles, CA 90010-2707 <i>"Tuition Awards Program" scholarship funding</i>	509a(1)	\$20,000.00
Archdiocese of LA/Inner City Schools 3424 Wilshire Blvd. Los Angeles, CA 90010-2707 <i>repair of inner-city Catholic elementary schools</i>	509a(1)	\$300,000.00
Archdiocese of LA/Ofc. of Rest. Justice 2049 Santa Fe Avenue Los Angeles, CA 90021-2919 <i>support one chaplain for the program</i>	509a(1)	\$35,000.00

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Recipient and/or Purpose	Tax Status	2009
Ascending Lights Leadership Network P.O. Box 27790 Los Angeles, CA 90027-0790 <i>mentoring program support</i>	509a(1)	\$30,000.00
Ascension Elementary School 500 West 111th Place Los Angeles, CA 90044-4298 <i>Matching Grant Program (2009)</i>	509a(1)	\$30,000.00
Assumption Elementary School 3016 Winter Street Los Angeles, CA 90033-2699 <i>Matching Grant Program (2009)</i>	509a(1)	\$30,000.00
Avenues Pregnancy Clinic 1911 West Glenoaks Blvd, Suite A Glendale, CA 91201 <i>support for counseling staff</i>	509a(1)	\$10,000.00
Bellarmino-Jefferson High School 465 E. Olive Ave. Burbank, CA 91501-2176 <i>Doheny Scholarship Program</i>	509a(1)	\$19,000.00
Bethany Assisting Women P.O. Box 501 Orange, CA 92856 <i>counseling and case management services for the clients</i>	509a(1)	\$15,000.00
Bishop Alemany High School 11111 N. Alemany Drive Mission Hills, CA 91345 <i>Doheny Scholarship Program</i>	509a(1)	\$25,500.00
Bishop Amat Memorial High School 14301 Fairgrove Avenue La Puente, CA 91746-1712 <i>Doheny Scholarship Program</i>	509a(1)	\$27,000.00
Bishop Conaty High School-Our Lady of Loretto High School 2900 West Pico Boulevard Los Angeles, CA 90006-3802 <i>Doheny Scholarship Program</i>	509a(1)	\$36,500.00
Bishop Montgomery High School 5430 Torrance Blvd Torrance, CA 90503 <i>Doheny Scholarship Program</i>	509a(1)	\$22,000.00
Bishop Mora Salesian High School 960 South Soto Street Los Angeles, CA 90023-1396 <i>Doheny Scholarship Program</i>	509a(1)	\$41,500.00

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Blessed Sacrament Elementary School 6641 Sunset Boulevard Hollywood, CA 90028-7166 <i>Matching Grant Program (2009)</i>	509a(1)	\$30,000.00
Blind Childrens Center 4120 Marathon Street Los Angeles, CA 90029-3584 <i>Therapeutic Support Services Program</i>	509a(1)	\$5,000.00
Learning For Life/Exploring, Orange County Council, BSA 1211 E. Dyer Rd. Santa Ana, CA 92705-4990 <i>"Learning for Life" program</i>	509a(1)	\$5,000.00
Boy Scouts of America, Old Baldy Council 3450 E. Sierra Madre Blvd. Pasadena, CA 91107-1934 <i>camperships for disadvantaged youth</i>	509a(1)	\$5,000.00
Boy Scouts of America, W.L.A. Cnty. Council 16525 Sherman Way, Unit C-8 Van Nuys, CA 91406 <i>camperships for disadvantaged youth</i>	509a(1)	\$5,000.00
Boys & Girls Club of Venice 2232 Lincoln Blvd. Venice, CA 90293 <i>Technology Learning Center programs</i>	509a(1)	\$5,000.00
Braille Institute of America 741 North Vermont Avenue Los Angeles, CA 90029-3594 <i>LA Child Development Services</i>	509a(1)	\$5,000.00
Camp Ronald Mc Donald 1954 Cotner Avenue Los Angeles, CA 90025 <i>camperships for terminally ill youth</i>	509a(1)	\$3,000.00
Cantwell Sacred Heart of Mary High School 329 North Garfield Avenue Montebello, CA 90640 <i>Doheny Scholarship Program</i>	509a(1)	\$28,000.00
Caregivers 1765 Goodyear, Ste. 205 Ventura, CA 93003-7417 <i>general operating support</i>	509a(1)	\$5,000.00
Carmel of St. Teresa 215 East Alhambra Road Alhambra, CA 91801 <i>Christmas contribution</i>	509a(1)	\$15,000.00

Recipient and/or Purpose	Tax Status	2009
Friends of Child Advocates, Inc. 201 Centre Plaza Drive, Suite 3 Monterey Park, CA 91754-2158 <i>Court Appointed Special Advocate program</i>	509a(1)	\$11,000.00
Casa Teresa, Inc. PO Box 429 Orange, CA. 92856 <i>Casa Teresa Adoption Program</i>	509a(1)	\$10,000.00
Casa Youth Shelter 10911 Reagan Street Los Alamitos, CA 90720-2434 <i>Professional Counseling Program</i>	509a(1)	\$20,000.00
Cathedral High School 1253 Bishops Road Los Angeles, CA 90012-1496 <i>Doheny Scholarship Program</i>	509a(1)	\$22,000.00
Catholic Big Brothers Big Sisters, Inc. 1530 James M. Wood Blvd., 2nd Floor Los Angeles, CA 90015-0095 <i>the Mentoring Children of Prisoners program</i>	509a(1)	\$35,000.00
Catholic Charities of Los Angeles 1531 James M. Wood Boulevard Los Angeles, CA 90015-0095 <i>programs for the disadvantaged</i>	509a(1)	\$60,000.00
Catholic University of America Office of the President 620 Michigan Avenue, NE Washington, DC 20064 <i>Graduate Fellowship Fund for Doctoral Candidates</i>	509a(1)	\$10,000.00
Center for Restorative Justice Works DBA Get On The Bus 5411 Camellia Ave. North Hollywood, CA 91606 <i>Get On The Bus program for children of incarcerated parents</i>	509a(1)	\$5,000.00
Central City Community Outreach P.O. Box 13273 Los Angeles, CA 90013 <i>after school youth club for children on skid row</i>	509a(1)	\$5,000.00
Centro Latino for Literacy 1709 West 8th Street, Suite A Los Angeles, CA 90017 <i>LEAMOS & LISTOS program support</i>	509a(1)	\$7,500.00
Chaminade College Prep School 10210 Oakdale Ave. Chatsworth, CA 91311-3533 <i>Doheny Scholarship Program</i>	509a(1)	\$20,000.00

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Child SHARE 1544 West Glenoaks Blvd. Glendale, CA 91201 <i>operating support for the LA County area</i> \$15,000.00 2009	509a(1)	\$15,000.00
Children's Dental Center 300 East Buckthorn Street Inglewood, CA 90301 <i>dental outreach program for inner city Catholic Schools</i>	509a(1)	\$10,000.00
Children's Lifesaving Foundation 1112 Montana Ave. #534 Santa Monica, CA 90403 <i>camperships for the Summer Camp Enrichment Program</i>	509a(1)	\$5,000.00
The Chrysalis Center 1853 Lincoln Blvd. Santa Monica, CA 90404 <i>general operating support</i>	509a(1)	\$30,000.00
Congregation of the Mission 1105 Bluff Road Montebello, CA 90640-6198 <i>masses for Mr. & Mrs. E. L. Doheny</i>	509a(1)	\$5,000.00
Congregation of the Mission 1105 Bluff Road Montebello, CA 90640-6198 <i>refurbishing of 2 buildings & the chapel</i>	509a(1)	\$58,625.00
Congregation of the Mission 649 West Adams Blvd. Los Angeles, CA 90007 <i>recognition of the 2009 services of Rev. Wm. Piletic, CM</i>	509a(1)	\$12,000.00
Cornelia Connelly High School 2323 West Broadway Anaheim, CA 92804 <i>Doheny Scholarship Program</i>	509a(1)	\$17,500.00
Council On Foundations PO Box 75661 Baltimore, MD 21275-5661 <i>the annual membership dues for 2010</i>	509a(1)	\$19,805.00
Covenant House California 1325 N. Western Avenue Hollywood, CA 90027 <i>Spiritual Ministry Program</i>	509a(1)	\$15,000.00

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Crespi Carmelite High School 5031 Alonzo Ave. Encino, CA 91316-3699 <i>Doheny Scholarship Program</i>	509a(1)	\$24,000.00
Crossroads, Inc. P.O. Box 15 Claremont, CA 91711 <i>Job training services for women just released from prison</i>	509a(1)	\$6,000.00
Divine Saviour Elementary School 624 Cypress Avenue Los Angeles, CA 90065-1109 <i>Matching Grant Program (2009)</i>	509a(1)	\$30,000.00
Doheny Eye Institute 1450 San Pablo Street, Suite 3050 Los Angeles, CA 90033-4697 <i>general operating support</i>	509a(1)	\$400,000.00
Dolores Mission Elementary School 170 South Gless Street Los Angeles, CA 90033 <i>Matching Grant Program (2009)</i>	509a(1)	\$30,000.00
Don Bosco Technical Institute 1151 San Gabriel Blvd. Rosemead, CA 91770-4251 <i>Doheny Scholarship Program</i>	509a(1)	\$18,000.00
Downtown Women's Center 325 South Los Angeles Street Los Angeles, CA 90013 <i>staffing & material costs for the Literacy Lab</i>	509a(1)	\$25,000.00
Downtown Women's Center 325 South Los Angeles Street Los Angeles, CA 90013 <i>capital campaign for new building</i>	509a(1)	\$50,000.00
Easter Seals of Southern California 1801 E. Edinger Avenue, Suite 190 Santa Ana, CA 92705-4734 <i>Senior Day Care Services</i>	509a(1)	\$10,000.00
Epiphany Catholic Elementary School 10915 Michael Hunt Drive South El Monte, CA 91733-3481 <i>Matching Grant Program (2009)</i>	509a(1)	\$30,000.00
Esperanza Community Housing Corporation 2337 South Figueroa Street Los Angeles, CA 90007 <i>general operating expenses</i>	509a(1)	\$25,000.00

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Estrella del Mar de Los Angeles Inc. P.O. Box 19787 Los Angeles, CA 90019-0787 <i>operating expenses for Regis House</i>	509a(1)	\$7,500.00
Exceptional Children's Foundation 8740 W. Washington Blvd. Culver City, CA 90232 <i>"Experiencing the Historical & Cultural Sites of L.A."</i>	509a(1)	\$3,000.00
FADICA/Fdms & Donors Inter. in CATH. Activities 1350 Connecticut Avenue NW, Suite 825 Washington, DC 20036-1741 <i>regular program support</i>	509a(1)	\$7,500.00
Family Hope dba Elizabeth House P.O. Box 94077 Pasadena, CA 91109-4077 <i>Health Education/Therapeutic Services Program</i>	509a(1)	\$15,000.00
Flintridge Sacred Heart Academy 440 St. Katherine Drive La Canada, CA 91011 <i>Doheny Scholarship Program</i>	509a(1)	\$25,500.00
Foodbank of Southern California 1444 San Francisco Avenue Long Beach, CA 90813 <i>Brown Bag Program</i>	509a(1)	\$15,000.00
Girls Scouts of Greater Los Angeles 801 S. Grand Ave., Suite 300 Los Angeles, CA 90017 <i>after-school and summer programs for girls</i>	509a(2)	\$5,000.00
Girls Scouts of Greater Los Angeles 801 S. Grand Ave., Suite 300 Los Angeles, CA 90017 <i>after school enrichment program</i>	509a(2)	\$5,000.00
Good Shepherd Center for Homeless Women 1671 Beverly Blvd. Los Angeles, CA 90026 <i>general operating support for the core programs</i>	509a(1)	\$25,000.00
Good Shepherd Shelter 2561 W. Venice Blvd. Los Angeles, CA 90019-6233 <i>"Good Shepherd Volunteers" program expenses</i>	509a(1)	\$30,000.00
Guardian Angel Elementary School 10919 Norris Avenue Pacoima, CA 91331 <i>Matching Grant Program (2009)</i>	509a(1)	\$30,000.00

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Harbor Pregnancy Center 705 West Pacific Coast Hwy Wilmington, CA 90744 <i>services for women & girls facing crisis pregnancies</i>	509a(1)	\$15,000.00
Hollywood Prayer Network-a division of HEA 1763 N. Gower St. Hollywood, CA 90028 <i>KIDS Prayer Calendar Program</i>	509a(1)	\$2,500.00
Holy Family High School 400 East Lomita Avenue Glendale, CA 91205-1668 <i>Doheny Scholarship Program</i>	509a(1)	\$28,000.00
Holy Family Services 840 Echo Park Ave Los Angeles, CA 90026 <i>Infant Adoption Program</i>	509a(1)	\$25,000.00
Holy Innocents Elementary School 2500 Pacific Avenue Long Beach, CA 90806 <i>Matching Grant Program (2009)</i>	509a(1)	\$30,000.00
Holy Name of Jesus Elementary School 1955 W. Jefferson Blvd. Los Angeles, CA 90018 <i>Matching Grant Program (2009)</i>	509a(1)	\$30,000.00
Holy Spirit Elementary School 1418 South Burnside Avenue Los Angeles, CA 90019-4014 <i>Matching Grant Program (2009)</i>	509a(1)	\$30,000.00
Homeboy Industries 130 W. Bruno St. Los Angeles, CA 90012 <i>Jobs For A Future</i>	509a(1)	\$30,000.00
Hope Again 5121 W. Sunset Blvd. Los Angeles, CA 90027 <i>expand the counseling program</i>	509a(1)	\$25,000.00
House of Ruth P.O. Box 33288 Los Angeles, CA 90033 <i>Transitional Shelter program</i>	509a(1)	\$25,000.00
Ignatian Volunteer Corps 79 Daly Drive #131 Camarillo, CA 93010 <i>older adults helping children, families, and the poor</i>	509a(1)	\$5,000.00

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Immaculate Conception Elementary School 830 Green Avenue Los Angeles, CA 90017-4395 <i>Matching Grant Program (2009)</i>	509a(1)	\$30,000.00
Immaculate Heart High School 5515 Franklin Avenue Los Angeles, CA 90028-5999 <i>Doheny Scholarship Program</i>	509a(1)	\$27,000.00
Immaculate Heart of Mary School 1055 N. Alexandria Ave. Los Angeles, CA 90029-2517 <i>Matching Grant Program (2009)</i>	509a(2)	\$28,490.00
Jesuit School of Theology At Berkeley 1735 LeRoy Avenue Berkeley, CA 94709-1193 <i>scholarships</i>	509a(1)	\$10,000.00
Jesuit Volunteer Corps P.O. Box 459 Santa Clara, CA 95052 <i>formation program for new volunteers</i>	509a(1)	\$25,000.00
John Tracy Clinic 806 West Adams Boulevard Los Angeles, CA 90007-2505 <i>Parent-Infant Program</i>	509a(1)	\$20,000.00
Junipero Serra High School 14830 South Van Ness Ave. Gardena, CA 90249 <i>Doheny Scholarship Program</i>	509a(1)	\$36,500.00
La Reina High School 106 West Janss Road Thousand Oaks, CA 91360 <i>Doheny Scholarship Program</i>	509a(1)	\$25,000.00
La Salle High School 3880 East Sierra Madre Blvd. Pasadena, CA 91107 <i>Doheny Scholarship Program</i>	509a(1)	\$23,000.00
Ladies of Charity of St. Vincent de Paul 2131 W. 3rd Street, Seton Hall Los Angeles, CA 90057-0942 <i>meeting expenses, Thanksgiving and Christmas baskets</i>	509a(1)	\$12,500.00
Las Familias del Pueblo 307 East Seventh Street Los Angeles, CA 90014 <i>programs for garment workers and their children</i>	509a(1)	\$25,000.00

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Library Foundation of Los Angeles 630 West Fifth Street Los Angeles, CA 90071 <i>Grandparents and Books program</i>	509a(1)	\$5,000.00
Little Sisters of the Poor Jeanne Jugan Residence 2100 South Western Avenue San Pedro, CA 90732-4389 <i>Christmas contribution</i>	509a(1)	\$6,000.00
Little Sisters of the Poor Jeanne Jugan Residence 2100 South Western Avenue San Pedro, CA 90732-4389 <i>care of the elderly</i>	509a(1)	\$64,000.00
Los Angeles Child Guidance Clinic 3031 South Vermont Ave. Los Angeles, CA 90007 <i>Early Intervention & Community Wellness Division</i>	509a(1)	\$5,000.00
Los Angeles Conservation Corps P.O. Box 15868 Los Angeles, CA 90015 <i>education and work skills program</i>	509a(1)	\$15,000.00
Maryvale c/o Maryvale 7600 E. Graves Ave Rosemead, CA 91770 <i>"Special Edition" in the LA Times</i>	509a(1)	\$10,000.00
Los Angeles Regional Foodbank 1734 E. 41st. Street Los Angeles, CA 90058-1502 <i>Brown Bag Program</i>	509a(1)	\$15,000.00
Los Angeles Team Mentoring, Inc. 714 W. Olympic Blvd., Suite 940 Los Angeles, CA. 90015 <i>TeamWorks After-School Program</i>	509a(1)	\$10,000.00
Louisville High School 22300 Mullholland Drive Woodland Hills, CA 91364 <i>Doheny Scholarship Program</i>	509a(1)	\$20,000.00
Loyola High School 1901 Venice Boulevard Los Angeles, CA 90006-4496 <i>Doheny Scholarship Program</i>	509a(1)	\$31,000.00
Loyola Marymount University 1 LMU Drive Los Angeles, CA 90045-8310 <i>scholarship funding</i>	509a(1)	\$40,000.00

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Loyola Marymount University 1 LMU Drive Los Angeles, CA 90045-8310 <i>construction of the William H. Hannon Library</i>	509a(1)	\$200,000.00
Making the Right Connections, Inc. 3250 Wilshire Boulevard, Suite 1010 Los Angeles, CA 90010 <i>gang prevention summer program</i>	509a(1)	\$30,000.00
Marianne Frostig Center of Ed. Therapy 971 N. Altadena Drive Pasadena, CA 91107 <i>educational therapy for 11 Catholic Schools</i>	509a(1)	\$4,000.00
Mary Immaculate Elementary School 10390 Remick Avenue Pacoima, CA 91331 <i>Matching Grant Program (2009)</i>	509a(1)	\$30,000.00
Mary Star of the Sea High School 2500 North Taper Ave. San Pedro, CA 90731 <i>Doheny Scholarship Program</i>	509a(1)	\$24,000.00
Marymount High School 10643 Sunset Boulevard Los Angeles, CA 90077 <i>Doheny Scholarship Program</i>	509a(1)	\$24,000.00
Maryvale 7600 East Graves Avenue Rosemead, CA 91770 <i>2009 estimated breadbills for Maryvale</i>	509a(1)	\$15,000.00
Mater Dei High School 1202 West Edinger Avenue Santa Ana, CA 92707-2191 <i>Doheny Scholarship Program</i>	509a(1)	\$26,500.00
Mayfield Senior School 500 Bellefontaine Street Pasadena, CA 91105-2439 <i>Doheny Scholarship Program</i>	509a(1)	\$23,000.00
Meet Each Need with Dignity 10641 N. San Fernando Road Pacoima, CA 91331 <i>general operating support</i>	509a(1)	\$50,000.00

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Monastery of the Angels 1977 Carmen Avenue Los Angeles, CA 90068 <i>aid for elderly sisters</i>	509a(1)	\$10,000.00
Mother of Sorrows Elementary School 100 W. 87th Place Los Angeles, CA 90003 <i>Matching Grant Program (2009)</i>	509a(1)	\$30,000.00
Mount St. Mary's College 10 Chester Place Los Angeles, CA 90007-2598 <i>2009 repairs and maintenance for Doheny Campus</i>	509a(1)	\$44,288.00
Mount St. Mary's College 10 Chester Place Los Angeles, CA 90007-2598 <i>scholarship funding</i>	509a(1)	\$40,000.00
Nativity Elementary School 944 W. 56th Street Los Angeles, CA 90037-3695 <i>Matching Grant Program (2009)</i>	509a(1)	\$30,000.00
Navidad En El Barrio 736 Merchant Street Los Angeles, CA 90021 <i>collect and distribute food for Christmas baskets</i>	509a(1)	\$5,000.00
Notre Dame Academy 2851 Overland Avenue Los Angeles, CA 90064-4298 <i>Doheny Scholarship Program</i>	509a(1)	\$25,500.00
Notre Dame High School 13645 Riverside Drive Sherman Oaks, CA 91423 <i>Doheny Scholarship Program</i>	509a(1)	\$20,000.00
Ocean Park Community Center 1453 16th Street Santa Monica, CA 90404-2715 <i>Turning Point Transitional Housing Program</i>	509a(1)	\$5,000.00
Our Lady Help of Christians Elementary School 2024 Darwin Avenue Los Angeles, CA 90031 <i>Matching Grant Program (2009)</i>	509a(1)	\$17,419.00
Our Lady of Guadalupe Elementary School (LA) 436 North Hazard Los Angeles, CA 90063-1710 <i>Matching Grant Program (2009)</i>	509a(1)	\$30,000.00

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Our Lady of Lourdes Elementary School 315 South Eastman Ave. Los Angeles, CA 90063-2408 <i>Matching Grant Program (2009)</i>	509a(1)	\$16,582.00
Our Lady of Talpa Elementary School 411 South Evergreen Avenue Los Angeles, CA 90033-4411 <i>Matching Grant Program (2009)</i>	509a(1)	\$30,000.00
Outreach Concern, Inc. 2030 East Fourth Street, Suite 237 Santa Ana, CA 92705 <i>support & expansion of counseling program</i>	509a(1)	\$5,000.00
P.A.T.H./People Assisting The Homeless 340 N. Madison Avenue Los Angeles, CA 90004 <i>PATHFinders, a job center for homeless persons</i>	509a(1)	\$8,000.00
Paraclete High School 42145 Thirtieth Street West Lancaster, CA 93536 <i>Doheny Scholarship Program</i>	509a(1)	\$24,500.00
Place Called Home 2830 S. Central Ave. Los Angeles, CA 90011 <i>Mentoring Program</i>	509a(1)	\$10,000.00
Precious Blood Elementary School 307 S. Occidental Boulevard Los Angeles, CA 90057 <i>Matching Grant Program (2009)</i>	509a(1)	\$30,000.00
Prison Fellowship Ministries 2321 E. 4th Street, Suite 178 Santa Ana, CA 92705 <i>Angel Tree outreach program</i>	509a(1)	\$5,000.00
The Promises Foundation PO Box 662087 Los Angeles, CA 90066 <i>general operating expenses of Miriam's House</i>	509a(2)	\$4,000.00

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Providence High School 511 South Buena Vista Street Burbank, CA 91505 <i>Doheny Scholarship Program</i>	509a(1)	\$23,000.00
Providence High School 511 South Buena Vista Street Burbank, CA 91505 <i>science center</i>	509a(1)	\$50,000.00
Providence Little Company of Mary Fdn. 4101 Torrance Boulevard Torrance, CA 90503 <i>Women and Children's Clinic</i>	509a(1)	\$20,000.00
Proyecto Pastoral at Dolores Mission 135 North Mission Road Los Angeles, CA 90033 <i>general operating support</i>	509a(1)	\$55,000.00
PUENTE Learning Center 501 South Boyle Avenue Los Angeles, CA 90033-3816 <i>operating expenses</i>	509a(1)	\$65,000.00
Ramona Convent Secondary School 1701 West Ramona Road Alhambra, CA 91803-3080 <i>Doheny Scholarship Program</i>	509a(1)	\$24,000.00
Resurrection Elementary School 3360 E. Opal St. Los Angeles, CA 90023 <i>Matching Grant Program (2009)</i>	509a(1)	\$30,000.00
Right to Life League of S. California 1028 N. Lake Avenue, Suite 207 Pasadena, CA 91104 <i>general operating support</i>	509a(1)	\$15,000.00
Sacred Heart High School 2111 North Griffin Avenue Los Angeles, CA 90031 <i>Doheny Scholarship Program</i>	509a(1)	\$33,500.00
Sacred Heart Elementary School 2109 Sichel Street Los Angeles, CA 90031-3096 <i>Matching Grant Program (2009)</i>	509a(1)	\$30,000.00
Salesian Boys & Girls Club of L. A. 3218 Wabash Avenue Los Angeles, CA 90063 <i>camperships for disadvantaged youth</i>	509a(1)	\$10,000.00

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Salesian Boys & Girls Club of L. A. 3218 Wabash Avenue Los Angeles, CA 90063 <i>Boys & Girls Club & Family Youth Center support</i>	509a(1)	\$50,000.00
Salvation Army Southern California Divisional Headquarters 900 West James M. Wood Blvd. Los Angeles, CA 90015-1356 <i>camperships for disadvantaged youth</i>	509a(1)	\$5,000.00
Salvation Army Southern California Divisional Headquarters 900 West James M. Wood Blvd. Los Angeles, CA 90015-1356 <i>Thanksgiving & Christmas services in So. California</i>	509a(1)	\$6,000.00
San Gabriel Mission High School 254 S. Santa Anita Street San Gabriel, CA 91776-1182 <i>Doheny Scholarship Program</i>	509a(1)	\$32,500.00
San Miguel Elementary School 2270 East 108th St. Los Angeles, CA 90059 <i>Matching Grant Program (2009)</i>	509a(1)	\$30,000.00
Santa Isabel Elementary School 2424 Whittier Boulevard Los Angeles, CA 90023-1393 <i>Matching Grant Program (2009)</i>	509a(1)	\$30,000.00
Santa Teresita Elementary School 2646 E. Zonal Avenue Los Angeles, CA 90033-1435 <i>Matching Grant Program (2009)</i>	509a(1)	\$30,000.00
Santa Teresita, Inc. 819 Buena Vista Street Duarte, CA 91010-1703 <i>capital campaign for a long-term care facility</i>	509a(1)	\$125,000.00

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Senior Gleaners 1951 Bell Avenue Sacramento, CA 95838-3039 <i>general operating support</i>	509a(1)	\$5,000.00
Serra Ancillary Care Corporation 1245 West Walnut Street, Suite 106 Pasadena, CA 91106-1878 <i>operating funds</i>	509a(1)	\$30,000.00
Sisters of Social Service 4316 Lanai Road Encino, CA 91436 <i>camperships for disadvantaged children</i>	509a(1)	\$10,000.00
Sisters of the Holy Family P.O. Box 3248 Fremont, CA 94539-5209 <i>programs for the poor and needy</i>	509a(1)	\$10,000.00
Sisters of the Immaculate Heart of Mary 3431 Waverly Drive Los Angeles, CA 90027 <i>Christmas contribution</i>	509a(1)	\$8,000.00
Society of St. Vincent de Paul 210 N. Avenue 21 Los Angeles, CA 90031-1713 <i>camperships for underprivileged children</i>	509a(1)	\$10,000.00
Society of St. Vincent de Paul 8014 Marine Way Irvine, CA 92618 <i>camperships for disadvantaged youth</i>	509a(1)	\$4,500.00
Southern California Grantmakers 1000 North Alameda Street, Suite 230 Los Angeles, CA 90012 <i>annual membership dues for 2010</i>	509a(1)	\$8,900.00
St. Agnes Elementary School 1428 W. Adams Boulevard Los Angeles, CA 90007-1640 <i>Matching Grant Program (2009)</i>	509a(1)	\$30,000.00
St. Aloysius Elementary School 2023 East Nadeau Street Los Angeles, CA 90001-3501 <i>Matching Grant Program (2009)</i>	509a(1)	\$30,000.00

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St. Alphonsus Elementary School 552 S. Amalia Ave. Los Angeles, CA 90022 <i>Matching Grant Program (2009)</i>	509a(2)	\$30,000.00
St. Anne Mission Elementary School 2015 Colorado Avenue Santa Monica, CA 90404-3490 <i>Matching Grant Program (2009)</i>	509a(1)	\$30,000.00
St. Anne's 155 North Occidental Boulevard Los Angeles, CA 90026-4698 <i>general operating support</i>	509a(1)	\$75,000.00
St. Anthony High School 620 Olive Avenue Long Beach, CA 90802 <i>Doheny Scholarship Program</i>	509a(2)	\$25,500.00
St. Anthony Elementary School 855 E. 5th Street Long Beach, CA 90802-1597 <i>Matching Grant Program (2009)</i>	509a(1)	\$30,000.00
St. Barnabas Senior Center of Los Angeles 675 South Carondelet Street Los Angeles, CA 90057-3309 <i>Adult Day Health Care Center</i>	509a(1)	\$10,000.00
St. Bernard High School 9100 Palmouth Avenue Playa del Rey, CA 90293 <i>Doheny Scholarship Program</i>	509a(1)	\$23,000.00
St. Camillus Cath. Ctr for Pastoral Care 1911 Zonal Avenue Los Angeles, CA 90033 <i>Bi-lingual Pastoral Training Program</i>	509a(1)	\$15,000.00
St. Cecilia Elementary School 4224 S. Normandie Avenue Los Angeles, CA 90037-2397 <i>Matching Grant Program (2009)</i>	509a(1)	\$30,000.00
St. Charles Catholic Church & Mission P.O. Box 28 San Carlos, Arizona 85550 <i>upkeep of the parish</i>	509a(1)	\$10,000.00

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St. Columbkille 145 West 64th Street Los Angeles, CA 90003-1415 <i>Matching Grant Program (2009)</i>	509a(1)	\$30,000.00
St. Columbkille 145 West 64th Street Los Angeles, CA 90003-1415 <i>General Operating Support</i>	509a(1)	\$10,000.00
St. Frances X. Cabrini Elementary School 1428 West Imperial Hwy. Los Angeles, CA 90047-4999 <i>Matching Grant Program (2009)</i>	509a(1)	\$30,000.00
St. Francis Center 1835 So. Hope Street Los Angeles, CA 90015 <i>camperships for dsadvantaged youth</i>	509a(1)	\$10,000.00
St. Francis Center 1835 So. Hope Street Los Angeles, CA 90015 <i>general operating support</i>	509a(1)	\$35,000.00
St. Francis High School 200 Foothill Boulevard La Canada Flintridge, CA 91011-3798 <i>Doheny Scholarship Program</i>	509a(1)	\$24,000.00
St. Francis Home of the Franciscan Missionary 1718 W. Sixth St. Santa Ana, CA 92703 <i>general operating support</i>	509a(1)	\$5,000.00
St. Francis Medical Center 3630 East Imperial Highway Lynwood, CA 90262 <i>Health Benefits Resource Center</i>	509a(1)	\$25,000.00
St. Francis of Assisi Elementary School 1550 Maltman Ave. Los Angeles, CA 90026-1020 <i>Matching Grant Program (2009)</i>	509a(1)	\$30,000.00
St. Genevieve High School 13967 Roscoe Boulevard Panorama City, CA 91402-4299 <i>Doheny Scholarship Program</i>	509a(1)	\$30,000.00
St. Ignatius of Loyola Elementary School 6025 Monte Vista Street Los Angeles, CA 90042-3435 <i>Matching Grant Program (2009)</i>	509a(1)	\$30,000.00

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St. John Bosco High School 13640 Bellflower Boulevard Bellflower, CA 90706 <i>Doheny Scholarship Program</i>	509a(1)	\$24,000.00
St. John's Seminary 5012 Seminary Road Camarillo, CA 93012-2598 <i>remodeling of seminarian dormitory</i>	509a(1)	\$50,000.00
St. John's Well Child & Family Center 5701 S. Hoover St. Los Angeles, CA 90037 <i>partial salary support for a new physician</i>	509a(1)	\$21,000.00
St. Joseph Center 204 Hampton Drive Venice, CA 90291-8633 <i>program for homeless & low income families</i>	509a(1)	\$35,000.00
St. Joseph High School 5825 N. Woodruff Avenue Lakewood, CA 90713-1198 <i>Doheny Scholarship Program</i>	509a(1)	\$24,000.00
St. Lawrence Brindisi Elementary School 10044 Compton Ave. Los Angeles, CA 90002 <i>Matching Grant Program (2009)</i>	509a(1)	\$30,000.00
St. Lucy Church - Marian Outreach Center 2344 Cota Avenue Long Beach, CA 90810 <i>operating funds for the outreach program</i>	509a(1)	\$10,000.00
St. Malachy Elementary School 1200 East 81st Street Los Angeles, CA 90001 <i>Matching Grant Program (2009)</i>	509a(1)	\$30,000.00
St. Mary Elementary School 416 South St. Louis Street Los Angeles, CA 90033 <i>Matching Grant Program (2009)</i>	509a(1)	\$29,194.00

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St. Mary's Academy 701 Grace Avenue Inglewood, CA 90301 <i>Doheny Scholarship Program</i>	509a(1)	\$28,000.00
St. Matthias High School 7851 East Gardendale Street Downey, CA 90242 <i>Doheny Scholarship Program</i>	509a(1)	\$27,000.00
St. Michael Elementary School 1027 W. 87th Street Los Angeles, CA 90044-2198 <i>Matching Grant Program (2009)</i>	509a(1)	\$30,000.00
St. Michael Elementary School 1027 W. 87th Street Los Angeles, CA 90044-2198 <i>extend the school year by one month</i>	509a(1)	\$25,000.00
St. Monica Catholic High School 1030 Lincoln Blvd. Santa Monica, CA 90403-4096 <i>Doheny Scholarship Program</i>	509a(1)	\$24,000.00
St. Odilia Elementary School 5300 S. Hooper Ave. Los Angeles, CA 90011 <i>Matching Grant Program (2009)</i>	509a(1)	\$30,000.00
St. Paul High School 9635 Greenleaf Avenue Santa Fe Springs, CA 90670 <i>Doheny Scholarship Program</i>	509a(1)	\$25,500.00
St. Raphael Elementary School 942 West 70th Street Los Angeles, CA 90044-9998 <i>Matching Grant Program (2009)</i>	509a(1)	\$30,000.00
St. Raphael School (Counseling Program) 924 West 70th Street Los Angeles, CA 90044 <i>Good Shepherds Counseling Program</i>	509a(1)	\$20,000.00
St. Thomas the Apostle Elementary School 2632 West 15th Street Los Angeles, CA 90006 <i>Matching Grant Program (2009)</i>	509a(1)	\$30,000.00

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St. Vincent de Paul Church 621 West Adams Boulevard Los Angeles, CA 90007 <i>December maintenance and repairs</i>	509a(1)	\$13,339.01
St. Vincent de Paul Church 621 West Adams Boulevard Los Angeles, CA 90007 <i>property insurance for St. Vincent Church</i>	509a(1)	\$72,607.00
St. Vincent de Paul Church 621 West Adams Boulevard Los Angeles, CA 90007 <i>construction of platform and ladder for A/C service</i>	509a(1)	\$10,800.00
St. Vincent de Paul Church 621 West Adams Boulevard Los Angeles, CA 90007 <i>November maintenance and repairs</i>	509a(1)	\$14,641.96
St. Vincent Meals on Wheels 2222 Ocean View Ave, Suite 114 Los Angeles, CA 90057 <i>operational expenses</i>	509a(1)	\$20,000.00
St. Vincent Medical Center 2131 West Third Street Los Angeles, CA 90057-0992 <i>the Community Diabetes Education Program</i>	509a(1)	\$100,000.00
Sts. Peter and Paul Elementary School 706 Bay View Ave. Wilmington, CA 90744-5399 <i>Matching Grant Program (2009)</i>	509a(1)	\$30,000.00
Taller San Jose 801 North Broadway Santa Ana, CA 92701-3423 <i>construction training program</i>	509a(1)	\$25,000.00
Union Rescue Mission 545 South San Pedro St. Los Angeles, CA 90013-9983 <i>operating support for Hope Gardens Family Center</i>	509a(1)	\$5,000.00
University of San Diego 5998 Alcalá Park San Diego, CA 92110-2492 <i>scholarship funding</i>	509a(1)	\$40,000.00

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Valley Family Center 302 S. Brand Boulevard San Fernando, CA 91340 <i>therapy costs for those who cannot afford it</i>	509a(1)	\$20,000.00
Venice Family Clinic 604 Rose Ave. Venice, CA 90291 <i>prenatal nutrition education visits</i>	509a(1)	\$10,000.00
Verbum Dei High School 11100 South Central Avenue Los Angeles, CA 90059-1199 <i>Doheny Scholarship Program</i>	509a(1)	\$27,000.00
West Side Food Bank 1710 22nd Street Santa Monica, CA 90404 <i>food purchases</i>	509a(1)	\$20,000.00
Westside Children's Center Inc. 12120 Wagner Street Culver City, CA 90230 <i>operating support</i>	509a(1)	\$20,000.00
Westside Pregnancy Clinic, Inc. 11500 West Olympic Blvd., Suite 570 Los Angeles, CA 90064 <i>general operating support</i>	509a(1)	\$10,000.00
WISEPlace 1411 N. Broadway Santa Ana, CA 92706 <i>Steps to Independence Program</i>	509a(1)	\$10,000.00
YMCA 412 E. Rowland Street Covina, CA 91723-2743 <i>Family Resource Center</i>	509a(1)	\$3,000.00
YWCA of Greater Los Angeles 3345 Wilshire Blvd, Suite 300 Los Angeles, CA 90010-1810 <i>camperships for disadvantaged youth</i>	509a(1)	\$5,000.00
Grand Total (228 items)		<u><u>\$5,929,190.97</u></u>

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

▶ File a separate application for each return.

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

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

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

Part I only ☐

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

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

Type or print	Name of Exempt Organization	Employer Identification number
	CARRIE ESTELLE DOHENY FOUNDATION	95-6202911
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 707 WILSHIRE BOULEVARD, NO. 4960	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LOS ANGELES, CA 90017	

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

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

NINA S. SHEPHERD - 707 WILSHIRE BOULEVARD, SUITE 4960 -

- The books are in the care of ▶
- LOS ANGELES, CA 90017**

Telephone No. ▶ **213-488-1122**FAX No. ▶ **213-488-1544**

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

- 1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ ☒ calendar year **2009** or
▶ ☐ tax year beginning _____, and ending _____.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	154,436.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	129,436.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	25,000.

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

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

Form 8868 (Rev. 4-2009)