See a Social Security Number? Say Something!
Report Privacy Problems to https://public.resource.org/privacy
Or call the IRS Identity Theft Hotline at 1-800-908-4490

SCANNED MAY 19 2010

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

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

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

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

Name of foundation: MACKENZIE FOUNDATION 45L003006

A Employer identification number: 95-6588350

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

B Telephone number (see page 10 of the instructions): (213) 972-0305

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

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 ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 13,785,369.

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

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) (see page 11 of the instructions).)*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	462,540.	462,540.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	2,523,153.			
	b	Gross sales price for all assets on line 6a 5,591,681.				
	7	Capital gain net income (from Part IV, line 2)		2,523,153.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	169.	169.		STMT 2
	12	**Total.** Add lines 1 through 11	2,985,862.	2,985,862.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	126,574.	94,930.		31,643.
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule) STMT 3	14,810.	3,702.	NONE	11,107.
	b	Accounting fees (attach schedule) STMT 4	2,289.	NONE	NONE	2,289.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) STMT 5	16,901.	2,719.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT 6	176.			176.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	160,750.	101,351.	NONE	45,215.
	25	Contributions, gifts, grants paid	656,000.			656,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	816,750.	101,351.	NONE	701,215.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	2,169,112.			
	b	**Net investment income** (if negative, enter -0-)		2,884,511.		
	c	**Adjusted net income** (if negative, enter -0-)				

RECEIVED
E2-620 MAY 13 2010 IRS-OSC
OGDEN, UT

914
19

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,059,330.	526,403.	526,403.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶ NONE			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule) STMT 7	1,015,814.	3,837,346.	3,953,330.
	b Investments - corporate stock (attach schedule) STMT 8	3,934,118.	7,747,479.	8,044,299.
	c Investments - corporate bonds (attach schedule) STMT 11	5,144,843.	1,227,731.	1,259,997.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ STMT 12)	1.	1.	1,340.
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	11,154,106.	13,338,960.	13,785,369.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27 Capital stock, trust principal, or current funds	11,154,106.	13,338,960.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see page 17 of the instructions)	11,154,106.	13,338,960.	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	11,154,106.	13,338,960.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	11,154,106.
2	Enter amount from Part I, line 27a	2	2,169,112.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 13	3	18,197.
4	Add lines 1, 2, and 3	4	13,341,415.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 14	5	2,455.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,338,960.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV DETAIL			
b				
c				
d				
e				

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

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

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

2 Capital gain net income or (net capital loss) . . . . . { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	2,523,153.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? . . . . ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	722,444.	14,716,357.	0.04909122550
2007	712,935.	16,368,460.	0.04355541083
2006	743,542.	15,253,503.	0.04874565534
2005	730,011.	14,932,401.	0.04888771739
2004	761,524.	14,839,018.	0.05131902933

2 **Total** of line 1, column (d)	2	0.24159903839
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.04831980768
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	12,556,842.
5 Multiply line 4 by line 3	5	606,744.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	28,845.
7 Add lines 5 and 6	7	635,589.
8 Enter qualifying distributions from Part XII, line 4	8	701,215.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter ____________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	28,845.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	28,845.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	28,845.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 28,364.		
b	Exempt foreign organizations-tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	28,364.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached	8	13.
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	494.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ Refunded ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 15			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ BANK OF THE WEST Telephone no ▶ (213) 972-0305
Located at ▶ 300 S GRAND AVE, 6TH FLOOR, LOS ANGELES, CA ZIP + 4 ▶ 90071

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 20 of the instructions.) STMT 16	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		X

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to:		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		X
	If "Yes" to 6b, file Form 8870		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 17		126,574.	-0-	-0-

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 18		NONE	NONE	NONE

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 19		NONE

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

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

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

Total. Add lines 1 through 3 . . . ▶

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	12,119,791.
b	Average of monthly cash balances	1b	626,932.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	1,340.
d	**Total** (add lines 1a, b, and c)	1d	12,748,063.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	12,748,063.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	191,221.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	12,556,842.
6	**Minimum investment return.** Enter 5% of line 5	6	627,842.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	627,842.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	28,845.		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	28,845.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	598,997.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	598,997.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	598,997.

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	701,215.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the.		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	701,215.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	28,845.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	672,370.

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.

95-6588350

Part XIII Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7				598,997.
2	Undistributed income, if any, as of the end of 2009				
a	Enter amount for 2008 only			630,733.	
b	Total for prior years 20____, 20____, 20____		NONE		
3	Excess distributions carryover, if any, to 2009				
a	From 2004 . . . . . . NONE				
b	From 2005 . . . . . . NONE				
c	From 2006 . . . . . . NONE				
d	From 2007 . . . . . . NONE				
e	From 2008 . . . . . . NONE				
f	Total of lines 3a through e	NONE			
4	Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 701,215.				
a	Applied to 2008, but not more than line 2a			630,733.	
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d	Applied to 2009 distributable amount				70,482.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b	Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d	Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e	Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f	Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				528,515.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	NONE			
10	Analysis of line 9				
a	Excess from 2005 . . . NONE				
b	Excess from 2006 . . . NONE				
c	Excess from 2007 . . . NONE				
d	Excess from 2008 . . . NONE				
e	Excess from 2009 . . . NONE				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

SEE STATEMENT 20

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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 23				
Total . . . . ▶ **3a**				656,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	462,540.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	2,523,153.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b OTHER INCOME			1	169.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				2,985,862.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 2,985,862.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
	NOT APPLICABLE

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Pat Moody 05/04/2010

Signature of officer or trustee VICE PRESIDENT Date Title

Paid Preparer's Use Only

Preparer's signature Jeffrey E Kuhlin	Date 05/04/2010	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions) P00353001
Firm's name (or yours if self-employed), address, and ZIP code	KPMG LLP 2020 N CENTRAL AVE, STE 700 PHOENIX, AZ 85004		EIN ▶ 13-5565207 Phone no 800-713-2555

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		500. AFLAC INC PROPERTY TYPE: SECURITIES				P	06/26/2009	11/17/2009
22,490.00		15,815.00					6,675.00	
		100. AIR PRODS & CHEMS INC PROPERTY TYPE: SECURITIES				P	06/26/2009	11/17/2009
8,412.00		6,506.00					1,906.00	
		2000. AUTOMATIC DATA PROCESSING INC PROPERTY TYPE: SECURITIES				P	07/30/1991	06/22/2009
70,438.00		14,885.00					55,553.00	
		2000. AUTOMATIC DATA PROCESSING INC PROPERTY TYPE: SECURITIES				P	07/30/1991	06/26/2009
69,118.00		14,885.00					54,233.00	
		2000. AUTOMATIC DATA PROCESSING INC PROPERTY TYPE: SECURITIES				P	07/30/1991	11/17/2009
87,656.00		14,885.00					72,771.00	
		1000. BMC SOFTWARE INC PROPERTY TYPE: SECURITIES				P	04/14/2008	06/22/2009
33,949.00		30,524.00					3,425.00	
		200. BMC SOFTWARE INC PROPERTY TYPE: SECURITIES				P	04/14/2008	11/17/2009
7,842.00		6,105.00					1,737.00	
		8000. BANK OF AMERICA CORPORATION COM F/ PROPERTY TYPE: SECURITIES				P	12/31/1991	11/17/2009
125,517.00		49,530.00					75,987.00	
		800. CHEVRONTEXACO CORP F/K/A CHEVRON CO PROPERTY TYPE: SECURITIES				P	02/02/1994	06/26/2009
52,903.00		18,815.00					34,088.00	
		500. CISCO SYS INC PROPERTY TYPE: SECURITIES				P	03/05/1997	11/17/2009
11,905.00		3,167.00					8,738.00	
		1500. CITIGROUP, INC F/K/A TRAVELERS GRO PROPERTY TYPE: SECURITIES				P	03/05/1997	02/26/2009
3,450.00		25,350.00					-21,900.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		300. COGNIZANT TECH SOLUTIONS CRP COM PROPERTY TYPE: SECURITIES				P	04/14/2008	11/17/2009
13,620.00		8,040.00					5,580.00	
		600. DU PONT E I DE NEMOURS & CO PROPERTY TYPE: SECURITIES				P	06/26/2009	11/17/2009
20,922.00		15,210.00					5,712.00	
		2000. EMERSON ELEC CO PROPERTY TYPE: SECURITIES				P	12/17/1982	06/26/2009
66,038.00		10,100.00					55,938.00	
		4000. EMERSON ELEC CO PROPERTY TYPE: SECURITIES				P	12/17/1982	11/17/2009
168,695.00		20,200.00					148,495.00	
		35398.23 EVERGREEN INTERNATIONAL EQUITY PROPERTY TYPE: SECURITIES				P	09/08/2004	06/22/2009
200,000.00		274,690.00					-74,690.00	
		56483.213 EVERGREEN INTERNATIONAL EQUITY PROPERTY TYPE: SECURITIES				P	09/08/2004	11/02/2009
377,308.00		438,310.00					-61,002.00	
		1000. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES				P	01/25/1977	06/26/2009
69,068.00		2,318.00					66,750.00	
		2200. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES				P	01/25/1977	11/17/2009
164,550.00		5,099.00					159,451.00	
		200. FPL GROUP INC PROPERTY TYPE: SECURITIES				P	06/26/2009	11/17/2009
10,380.00		11,398.00					-1,018.00	
		200. FEDEX CORP COM F/K/A FDX #31304N107 PROPERTY TYPE: SECURITIES				P	06/26/2009	11/17/2009
16,958.00		11,050.00					5,908.00	
		1000. FORTUNE BRANDS INC F/K/A AMERICAN PROPERTY TYPE: SECURITIES				P	12/18/1984	11/17/2009
40,321.00		9,509.00					30,812.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		200000. GENL ELEC CAP CP NTS DTD 01/19/0 PROPERTY TYPE: SECURITIES				P	07/18/2000	02/24/2009
204,700.00		201,896.00					2,804.00	
		200000. GENERAL ELEC CAP CORP MEDIUM TER PROPERTY TYPE: SECURITIES				P	04/07/2005	02/25/2009
198,000.00		213,556.00					-15,556.00	
		33444.816 GOLDMAN SACHS HIGH YIELD FD #5 PROPERTY TYPE: SECURITIES				P	02/23/2007	06/22/2009
200,000.00		272,802.00					-72,802.00	
		3602.306 GOLDMAN SACHS HIGH YIELD FD #52 PROPERTY TYPE: SECURITIES				P	02/23/2007	12/16/2009
25,000.00		29,383.00					-4,383.00	
		66131.548 GOLDMAN SACHS HIGH YIELD FD #5 PROPERTY TYPE: SECURITIES				P	02/23/2007	12/17/2009
458,953.00		539,420.00					-80,467.00	
		30. GOOGLE INC CL A PROPERTY TYPE: SECURITIES				P	06/26/2009	11/17/2009
17,274.00		12,677.00					4,597.00	
		1000. HEINZ H J CO PROPERTY TYPE: SECURITIES				P	12/23/1985	06/22/2009
35,709.00		9,602.00					26,107.00	
		2000. HEINZ H J CO PROPERTY TYPE: SECURITIES				P	12/23/1985	06/26/2009
71,218.00		19,205.00					52,013.00	
		2000. HEINZ H J CO PROPERTY TYPE: SECURITIES				P	09/09/1986	11/17/2009
84,615.00		24,221.00					60,394.00	
		600. INTEL CORP PROPERTY TYPE: SECURITIES				P	02/02/1994	06/26/2009
9,756.00		2,438.00					7,318.00	
		700. INTEL CORP PROPERTY TYPE: SECURITIES				P	02/02/1994	11/17/2009
14,063.00		2,844.00					11,219.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		325. INTERNATIONAL BUSINESS MACHS CORP PROPERTY TYPE: SECURITIES				P	04/29/2005	06/26/2009
34,244.00		24,730.00					9,514.00	
		2000. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES				P	08/17/1983	06/26/2009
111,617.00		5,467.00					106,150.00	
		2000. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES				P	08/17/1983	11/17/2009
124,222.00		5,467.00					118,755.00	
		600. MEMC ELECTR MATLS INC COM PROPERTY TYPE: SECURITIES				P	04/14/2008	06/22/2009
10,848.00		44,489.00					-33,641.00	
		1000. MCDONALDS CORP PROPERTY TYPE: SECURITIES				P	06/22/1979	06/22/2009
57,309.00		1,198.00					56,111.00	
		3000. MCDONALDS CORP PROPERTY TYPE: SECURITIES				P	06/22/1979	11/17/2009
192,500.00		3,595.00					188,905.00	
		2000. MEDCO HEALTH SOLUTIONS INC COM PROPERTY TYPE: SECURITIES				P	05/24/2004	06/26/2009
90,569.00		1,316.00					89,253.00	
		2000. MERCK & CO INC PROPERTY TYPE: SECURITIES				P	04/01/1982	06/26/2009
53,399.00		3,835.00					49,564.00	
		3400. MERCK & CO INC NEW COM PROPERTY TYPE: SECURITIES				P	04/01/1982	11/17/2009
114,660.00		6,520.00					108,140.00	
		3400. MICROSOFT CORP PROPERTY TYPE: SECURITIES				P	04/04/1994	06/22/2009
79,694.00		9,058.00					70,636.00	
		500. MILLIPORE CORP PROPERTY TYPE: SECURITIES				P	04/28/1992	06/22/2009
33,724.00		8,445.00					25,279.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		1500. MILLIPORE CORP PROPERTY TYPE: SECURITIES				P	04/28/1992	06/26/2009
106,990.00		25,334.00					81,656.00	
		200. NATIONAL OILWELL VARCO INC PROPERTY TYPE: SECURITIES				P	06/26/2009	11/17/2009
9,128.00		6,656.00					2,472.00	
		100. OCCIDENTAL PETE CORP PROPERTY TYPE: SECURITIES				P	06/26/2009	11/17/2009
8,427.00		6,464.00					1,963.00	
		300. ORACLE SYS CORP PROPERTY TYPE: SECURITIES				P	04/29/2005	11/17/2009
6,798.00		3,432.00					3,366.00	
		2000. PFIZER INC PROPERTY TYPE: SECURITIES				P	04/22/1981	06/26/2009
30,079.00		2,525.00					27,554.00	
		2955. PFIZER INC PROPERTY TYPE: SECURITIES				P	10/15/2009	11/17/2009
52,344.00		52,185.00					159.00	
		6000. PFIZER INC PROPERTY TYPE: SECURITIES				P	04/22/1981	11/17/2009
106,282.00		7,575.00					98,707.00	
		2000. PHILIP MORRIS INTL INC COM PROPERTY TYPE: SECURITIES				P	03/15/1978	06/22/2009
82,780.00		1,284.00					81,496.00	
		1500. PHILIP MORRIS INTL INC COM PROPERTY TYPE: SECURITIES				P	03/15/1978	06/26/2009
63,718.00		963.00					62,755.00	
		1500. PHILIP MORRIS INTL INC COM PROPERTY TYPE: SECURITIES				P	03/15/1978	11/17/2009
76,260.00		963.00					75,297.00	
		200. PRAXAIR INC. PROPERTY TYPE: SECURITIES				P	03/05/1997	06/22/2009
14,050.00		4,890.00					9,160.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		1000. PRAXAIR INC. PROPERTY TYPE: SECURITIES				P	03/05/1997	06/26/2009
71,430.00		24,450.00					46,980.00	
		2000. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES				P	08/17/1983	06/26/2009
102,217.00		6,627.00					95,590.00	
		500. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES				P	08/17/1983	11/17/2009
31,250.00		1,657.00					29,593.00	
		200000. PROCTER & GAMBLE CO DTD 09/16/99 PROPERTY TYPE: SECURITIES				P	11/24/2000	09/15/2009
200,000.00		200,808.00					-808.00	
		34677.6 SMALL BUSINESS ADMIN GTD DEV PAR PROPERTY TYPE: SECURITIES				P	12/19/2007	01/01/2009
34,678.00		34,461.00					217.00	
		14376.3 SMALL BUSINESS ADMIN GTD DEV PAR PROPERTY TYPE: SECURITIES				P	12/19/2007	07/01/2009
14,376.00		14,286.00					90.00	
		12269.43 SMALL BUSINESS ADMIN GTD DEV PA PROPERTY TYPE: SECURITIES				P	12/19/2007	04/01/2009
12,269.00		12,070.00					199.00	
		10468.7 SMALL BUSINESS ADMIN GTD DEV PAR PROPERTY TYPE: SECURITIES				P	12/19/2007	10/01/2009
10,469.00		10,299.00					170.00	
		37769.18 SMALL BUSINESS ADMIN GTD DEV PA PROPERTY TYPE: SECURITIES				P	04/17/2008	02/01/2009
37,769.00		38,241.00					-472.00	
		23873. SMALL BUSINESS ADMIN GTD DEV PART PROPERTY TYPE: SECURITIES				P	04/17/2008	08/01/2009
23,873.00		24,171.00					-298.00	
		14251.95 SMALL BUSINESS ADMIN GTD LN POO PROPERTY TYPE: SECURITIES				P	02/24/2009	04/01/2009
14,252.00		15,018.00					-766.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		14564.41 SMALL BUSINESS ADMIN GTD LN POO PROPERTY TYPE: SECURITIES				P	02/24/2009	10/01/2009
14,564.00		15,347.00					-783.00	
		28231.7 SMALL BUSINESS ADMIN GTD LN POOL PROPERTY TYPE: SECURITIES				P	03/30/2009	05/10/2009
28,232.00		28,867.00					-635.00	
		11223.9 SMALL BUSINESS ADMIN GTD LN POOL PROPERTY TYPE: SECURITIES				P	03/30/2009	08/10/2009
11,224.00		11,476.00					-252.00	
		8187.25 SMALL BUSINESS ADMIN GTD LN POOL PROPERTY TYPE: SECURITIES				P	03/30/2009	11/10/2009
8,187.00		8,371.00					-184.00	
		6000. SUPERVALU, INC. PROPERTY TYPE: SECURITIES				P	06/22/1979	06/26/2009
80,675.00		13,778.00					66,897.00	
		600. 3M COMPANY F/K/A MINNESOTA MIN & MF PROPERTY TYPE: SECURITIES				P	04/04/1994	11/17/2009
46,976.00		14,204.00					32,772.00	
		2000. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES				P	04/01/1982	06/22/2009
104,678.00		4,642.00					100,036.00	
		1200. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES				P	04/01/1982	11/17/2009
83,329.00		2,785.00					80,544.00	
		2000. WYETH F/K/A AMERICAN HOME PRODUCTS PROPERTY TYPE: SECURITIES				P	08/17/1983	06/22/2009
89,578.00		9,130.00					80,448.00	
		3000. WYETH F/K/A AMERICAN HOME PRODUCTS PROPERTY TYPE: SECURITIES				P	08/17/1983	10/15/2009
151,185.00		17,014.00					134,171.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN(LOSS)							2,523,153.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN DIVIDENDS	25,186.	25,186.
DOMESTIC DIVIDENDS	123,524.	123,524.
CORPORATE INTEREST	112,857.	112,857.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	49,900.	49,900.
U.S. GOVERNMENT INTEREST - FEDERAL & STA	81,353.	81,353.
NONQUALIFIED FOREIGN DIVIDENDS	23.	23.
NONQUALIFIED DOMESTIC DIVIDENDS	69,697.	69,697.
TOTAL	462,540.	462,540.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME		169.	169.
	TOTALS	169.	169.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - PRINCIPAL (ALLOCA	14,810.	3,702.		11,107.
TOTALS	14,810.	3,702.	NONE	11,107.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	2,289.			2,289.
TOTALS	2,289.	NONE	NONE	2,289.

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX PAID		2,719.	2,719.
FED TAX CURR YR		14,182.	
	TOTALS	16,901.	2,719.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
CA ST FILING FEE	10.	10.
MISC OFFICE EXPENSE	166.	166.
TOTALS	176.	176.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FEDERAL HOME LOAN BKS 5.50%	212,926.	223,719.
FEDERAL FARM CR BKS 6.70%	210,556.	210,907.
FEDERAL FARM CR BKS 4.25%	592,332.	615,375.
FEDERAL HOME LN MTG 6.00%	204,734.	214,500.
FEDERAL NATL MTG ASSN 6.25%	205,770.	210,114.
FEDERAL NATL MTG ASSN 6.125%	213,168.	220,563.
GOVERNMENT NATL MTG ASSN 5.50%	597,563.	604,437.
SMALL BUSINESS ADMIN GTD 4.90%	384,504.	404,515.
SMALL BUSINESS ADMIN GTD 4.76%	219,082.	231,714.
SMALL BUSINESS ADMIN GTD 5.24%	517,904.	533,170.
SMALL BUSINESS ADMIN GTD 5.37%	308,333.	310,482.
SMALL BUSINESS ADMIN GTD 4.63%	170,474.	173,834.
TOTALS	3,837,346.	3,953,330.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
INVESTCO LTD	47,761.	56,376.
AFLAC INC COM	47,445.	69,375.
AT&T INC COM	63,528.	76,129.
ABBOTT LABORATORIES COM	80,322.	80,985.
AIR PRODS & CHEMS INC COM	19,518.	24,318.
ALLEGHENY TECHNOLOGIES INC COM	17,340.	22,385.
ALTERA CORP COM	19,776.	27,156.
AMERICAN TOWER CORP CL A	25,672.	34,568.
APACHE CORP COM	117,260.	103,170.
APPLE INC COM	113,784.	168,586.
BMC SOFTWARE INC COM	27,472.	36,090.
BAKER HUGHES INC COM	74,806.	48,576.
BARD C.R. INC COM	40,885.	38,950.
BEST BUY INC COM	38,400.	35,514.
BIOGEN IDEC INC COM	23,190.	26,750.
CVS CAREMARK CORP COM	51,623.	54,757.
CISCO SYS INC COM	40,513.	95,760.
COACH INC COM	50,483.	51,142.
COGNIZANT TECH SOLUTIONS CORP	34,670.	58,929.
DANAHER CORP COM	43,912.	45,120.
DISNEY WALT CO COM	67,869.	70,950.
DU PONT E.I. DE NEMOURS & CO	50,700.	67,340.
EMERSON ELEC CO COM	5,050.	42,600.
EXELON CORP COM	59,957.	58,644.
EXPEDITORS INTL WASH INC COM	19,763.	20,862.
EXPRESS SCRIPTS INC COM	47,840.	60,494.
EXXON MOBIL CORP COM	16,454.	122,742.
FPL GROUP INC COM	39,893.	36,974.
FEDEX CORP COM	27,625.	41,725.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FLOWSERVE CORP COM	53,582.	47,265.
FORWARD BUFFERED EQUITY FUND I	500,000.	503,964.
ACCESSOR FRONTIER MARKETS FUND	100,000.	90,400.
ACCESSOR STRATIGIC ALTERNATIVE	780,000.	741,650.
ACCESSOR SMALL TO MID CAP	800,000.	628,471.
GAMESTOP CORP NEW CL A	12,124.	10,970.
GENERAL ELEC CO COM	50,044.	45,390.
GILEAD SCIENCES INC COM	23,770.	21,635.
GOLDMAN SACHS GROUP INC COM	58,984.	67,536.
GOOGLE INC CL A	97,187.	142,595.
HEWLETT PACKARD CO COM	25,525.	64,388.
ITT CORP NEW COM	53,868.	49,740.
INTEL CORP COM	10,156.	51,000.
INTERCONTINENTALEXCHANGE INC	73,712.	67,380.
ISHARES TR MSCI EMERGING MKTS	250,513.	249,000.
JACOBS ENGR GROUP INC COM	41,663.	37,610.
JP MORGAN EMERGING MARKETS	250,000.	256,611.
MFS INSTITUTIONAL EQUITY #403	1,200,000.	1,055,157.
MFS INTL NEW DISCOVERY FUND	680,000.	442,726.
MASTERCARD INC CL A	33,444.	51,196.
MCKESSON CORP COM	63,947.	62,500.
MEDTRONIC INC COM	35,693.	39,582.
MICROCHIP TECHNOLOGY INC COM	22,500.	29,050.
MYLAN LABS INC COM	29,135.	36,860.
NYSE EURONEXT COM	58,978.	29,576.
NATIONAL OILWELL VARCO INC	63,230.	83,771.
NIKE INC CL B	65,838.	66,070.
NOBLE ENERGY INC COM	81,627.	99,708.
OCCIDENTAL PETE CORP COM	77,568.	97,620.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ORACLE CORP COM	56,700.	85,855.
PEPSICO INC COM	57,070.	91,200.
PRECISION CASTPARTS CORP COM	36,584.	55,175.
PROCTOR & GAMBLE CO COM	6,627.	121,260.
PRUDENTIAL FINL INC COM	60,177.	49,760.
STARBUCKS CORP COM	35,231.	36,896.
STRYKER CORP COM	24,703.	25,185.
SUNTRUST BKS INC COM	25,424.	24,348.
TARGET CORP COM	68,133.	67,718.
UNITED TECHNOLOGIES CORP COM	1,857.	55,528.
VANGUARD EXTENDED FUND #1342	300,000.	373,798.
WAL-MART STORES INC COM	105,004.	90,277.
WELLPOINT INC COM	25,545.	29,145.
WELLS FARGO & CO NEW COM	37,825.	91,766.
TOTALS	7,747,479.	8,044,299.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
AT&T INC NT 6.70%	135,236.	141,031.
ABBOTT LABS NT 5.875%	108,333.	110,299.
AMERICAN EXPRESS CO 7.00%	112,319.	110,127.
FEDERAL INSTITUTIONAL #900	458,953.	460,404.
HEWLETT PACKARD 4.75%	100,282.	106,786.
PHILLIP MORRIS INTL INC 4.875%	101,492.	105,566.
PHILLIPS PETE CO 6.65%	211,116.	225,784.
TOTALS	1,227,731.	1,259,997.

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MINERAL OIL & GAS INTEREST	1.	1,340.
TOTALS	1.	1,340.

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

DESCRIPTION		AMOUNT
FED TAX REFUND		18,197.
	TOTAL	18,197.

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

DESCRIPTION		AMOUNT
INCOME TIMING DIFF		2,455.
	TOTAL	2,455.

STATE(S) WHERE THE FOUNDATION IS REGISTERED

=======================================

CA

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

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

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

OFFICER NAME:
BANK OF THE WEST
ADDRESS:
300 S GRAND AVE, 5TH FLOOR
LOS ANGELES, CA 90071
TITLE:
CO-TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 4
COMPENSATION .... 63,274.

OFFICER NAME:
PHILIP D. IRWIN
ADDRESS:
400 S. HOPE ST. RM 1853
LOS ANGELES, CA, CA 90071
TITLE:
CO-TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 21,100.

OFFICER NAME:
WILLIAM G. COREY
ADDRESS:
71 HACIENDA DRIVE
ARCADIA, CA
TITLE:
CO-TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 21,100.

OFFICER NAME:
VERDI S BOYER
ADDRESS:
300 NORTH LAKE AVE, SUITE 930
PASADENA, CA 91101
TITLE:
CO-TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 21,100.

TOTAL COMPENSATION: 126,574.

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

EMPLOYEE NAME:
NONE

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

NAME:
NONE

STATEMENT 19

RECIPIENT NAME:
PHILIP D. IRWIN
ADDRESS:
400 HOPE STREET
LOS ANGELES, CA 90071
FORM, INFORMATION AND MATERIALS:
WRITTEN FORM
SUBMISSION DEADLINES:
NO DEADLINE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
GRANTS AVAILABLE TO QUALIFIED MEDICAL SCHOOLS

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

RECIPIENT NAME:
UNIVERSITY OF SOUTHERN CALIFORNIA
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIPS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 75,000.

RECIPIENT NAME:
UNIV OF CALIF - SAN DIEGO
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIPS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 75,000.

RECIPIENT NAME:
UNIVERSITY OF CALIF - LOS ANGELES
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIPS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 75,000.

RECIPIENT NAME:
UNIVERSITY OF CALIF - IRVINE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIPS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 75,000.

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

RECIPIENT NAME:
UNIVERSITY OF CALIF - DAVIS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIPS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 75,000.

RECIPIENT NAME:
UNIV OF CAL - SAN FRANCISCO
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIPS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 75,000.

RECIPIENT NAME:
LOMA LINDA UNIVERSITY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIPS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 75,000.

RECIPIENT NAME:
POMONA COLLEGE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 28,000.

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

RECIPIENT NAME:
STANFORD UNIVERSITY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIPS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 75,000.

RECIPIENT NAME:
OCCIDENTAL COLLEGE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIPS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 28,000.

TOTAL GRANTS PAID: 656,000.

MACKENZIE FOUNDATION 45L003006 95-6588350

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT	PURPOSES				
500. AFLAC INC	06/26/2009	11/17/2009	22,490.00	15,815.00	6,675.00
100. AIR PRODS & CHEMS INC	06/26/2009	11/17/2009	8,412.00	6,506.00	1,906.00
600. DU PONT E I DE	06/26/2009	11/17/2009	20,922.00	15,210.00	5,712.00
200. FPL GROUP INC	06/26/2009	11/17/2009	10,380.00	11,398.00	-1,018.00
200. FEDEX CORP COM F/K/A	06/26/2009	11/17/2009	16,958.00	11,050.00	5,908.00
30. GOOGLE INC CL A	06/26/2009	11/17/2009	17,274.00	12,677.00	4,597.00
200. NATIONAL OILWELL	06/26/2009	11/17/2009	9,128.00	6,656.00	2,472.00
100. OCCIDENTAL PETE CORP	06/26/2009	11/17/2009	8,427.00	6,464.00	1,963.00
2955. PFIZER INC	10/15/2009	11/17/2009	52,344.00	52,185.00	159.00
37769.18 SMALL BUSINESS					
ADMIN GTD DEV PARTN CTF DEB SER 2003	04/17/2008	02/01/2009	37,769.00	38,241.00	-472.00
14251.95 SMALL BUSINESS					
ADMIN GTD LN POOL CTFS 5.37% DTD 04/1	02/24/2009	04/01/2009	14,252.00	15,018.00	-766.00
14564.41 SMALL BUSINESS					
ADMIN GTD LN POOL CTFS 5.37% DTD 04/1	02/24/2009	10/01/2009	14,564.00	15,347.00	-783.00
28231.7 SMALL BUSINESS					
ADMIN GTD LN POOL CTFS 4.638% DTD 02/	03/30/2009	05/10/2009	28,232.00	28,867.00	-635.00
11223.9 SMALL BUSINESS					
ADMIN GTD LN POOL CTFS 4.638% DTD 02/	03/30/2009	08/10/2009	11,224.00	11,476.00	-252.00
8187.25 SMALL BUSINESS					
ADMIN GTD LN POOL CTFS 4.638% DTD 02/	03/30/2009	11/10/2009	8,187.00	8,371.00	-184.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			280,563.00	255,281.00	25,282.00
Totals			280,563.00	255,281.00	25,282.00

JSA
9F0971 2 000

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT	PURPOSES				
2000. AUTOMATIC DATA	07/30/1991	06/22/2009	70,438.00	14,885.00	55,553.00
2000. AUTOMATIC DATA	07/30/1991	06/26/2009	69,118.00	14,885.00	54,233.00
2000. AUTOMATIC DATA	07/30/1991	11/17/2009	87,656.00	14,885.00	72,771.00
1000. BMC SOFTWARE INC	04/14/2008	06/22/2009	33,949.00	30,524.00	3,425.00
200. BMC SOFTWARE INC	04/14/2008	11/17/2009	7,842.00	6,105.00	1,737.00
8000. BANK OF AMERICA					
CORPORATION COM F/K/A BANKAMERICA CORP	12/31/1991	11/17/2009	125,517.00	49,530.00	75,987.00
800. CHEVRONTEXACO CORP					
F/K/A CHEVRON CORP 166751107	02/02/1994	06/26/2009	52,903.00	18,815.00	34,088.00
500. CISCO SYS INC	03/05/1997	11/17/2009	11,905.00	3,167.00	8,738.00
1500. CITIGROUP, INC F/K/A					
TRAVELERS GROUP, INC	03/05/1997	02/26/2009	3,450.00	25,350.00	-21,900.00
300. COGNIZANT TECH	04/14/2008	11/17/2009	13,620.00	8,040.00	5,580.00
2000. EMERSON ELEC CO	12/17/1982	06/26/2009	66,038.00	10,100.00	55,938.00
4000. EMERSON ELEC CO	12/17/1982	11/17/2009	168,695.00	20,200.00	148,495.00
35398.23 EVERGREEN					
INTERNATIONAL EQUITY FUND CLASS I	09/08/2004	06/22/2009	200,000.00	274,690.00	-74,690.00
56483.213 EVERGREEN					
INTERNATIONAL EQUITY FUND CLASS I	09/08/2004	11/02/2009	377,308.00	438,310.00	-61,002.00
1000. EXXON MOBIL CORP	01/25/1977	06/26/2009	69,068.00	2,318.00	66,750.00
2200. EXXON MOBIL CORP	01/25/1977	11/17/2009	164,550.00	5,099.00	159,451.00
1000. FORTUNE BRANDS INC					
F/K/A AMERICAN BRANDS, INC	12/18/1984	11/17/2009	40,321.00	9,509.00	30,812.00
200000. GENL ELEC CAP CP					
NTS DTD 01/19/00 7.375% DUE 01/19/20[illegible]	[illegible]/18/2000	02/24/2009	204,700.00	201,896.00	2,804.00
200000. GENERAL ELEC CAP					
CORP MEDIUM TERM NTS TRANCHE # TR 00[illegible]	[illegible]/07/2005	02/25/2009	198,000.00	213,556.00	-15,556.00
33444.816 GOLDMAN SACHS					
HIGH YIELD FD #527	02/23/2007	06/22/2009	200,000.00	272,802.00	-72,802.00
3602.306 GOLDMAN SACHS	02/23/2007	12/16/2009	25,000.00	29,383.00	-4,383.00
66131.548 GOLDMAN SACHS					
HIGH YIELD FD #527	02/23/2007	12/17/2009	458,953.00	539,420.00	-80,467.00
Totals					

JSA
9F0970 2 000

MACKENZIE FOUNDATION 45L003006 95-6588350

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
1000. HEINZ H J CO	12/23/1985	06/22/2009	35,709.00	9,602.00	26,107.00
2000. HEINZ H J CO	12/23/1985	06/26/2009	71,218.00	19,205.00	52,013.00
2000. HEINZ H J CO	09/09/1986	11/17/2009	84,615.00	24,221.00	60,394.00
600. INTEL CORP	02/02/1994	06/26/2009	9,756.00	2,438.00	7,318.00
700. INTEL CORP	02/02/1994	11/17/2009	14,063.00	2,844.00	11,219.00
325. INTERNATIONAL	04/29/2005	06/26/2009	34,244.00	24,730.00	9,514.00
2000. JOHNSON & JOHNSON	08/17/1983	06/26/2009	111,617.00	5,467.00	106,150.00
2000. JOHNSON & JOHNSON	08/17/1983	11/17/2009	124,222.00	5,467.00	118,755.00
600. MEMC ELECTR MATLS INC	04/14/2008	06/22/2009	10,848.00	44,489.00	-33,641.00
1000. MCDONALDS CORP	06/22/1979	06/22/2009	57,309.00	1,198.00	56,111.00
3000. MCDONALDS CORP	06/22/1979	11/17/2009	192,500.00	3,595.00	188,905.00
2000. MEDCO HEALTH	05/24/2004	06/26/2009	90,569.00	1,316.00	89,253.00
2000. MERCK & CO INC	04/01/1982	06/26/2009	53,399.00	3,835.00	49,564.00
3400. MERCK & CO INC NEW	04/01/1982	11/17/2009	114,660.00	6,520.00	108,140.00
3400. MICROSOFT CORP	04/04/1994	06/22/2009	79,694.00	9,058.00	70,636.00
500. MILLIPORE CORP	04/28/1992	06/22/2009	33,724.00	8,445.00	25,279.00
1500. MILLIPORE CORP	04/28/1992	06/26/2009	106,990.00	25,334.00	81,656.00
300. ORACLE SYS CORP	04/29/2005	11/17/2009	6,798.00	3,432.00	3,366.00
2000. PFIZER INC	04/22/1981	06/26/2009	30,079.00	2,525.00	27,554.00
6000. PFIZER INC	04/22/1981	11/17/2009	106,282.00	7,575.00	98,707.00
2000. PHILIP MORRIS INTL	03/15/1978	06/22/2009	82,780.00	1,284.00	81,496.00
1500. PHILIP MORRIS INTL	03/15/1978	06/26/2009	63,718.00	963.00	62,755.00
1500. PHILIP MORRIS INTL	03/15/1978	11/17/2009	76,260.00	963.00	75,297.00
200. PRAXAIR INC.	03/05/1997	06/22/2009	14,050.00	4,890.00	9,160.00
1000. PRAXAIR INC.	03/05/1997	06/26/2009	71,430.00	24,450.00	46,980.00
2000. PROCTER & GAMBLE CO	08/17/1983	06/26/2009	102,217.00	6,627.00	95,590.00
500. PROCTER & GAMBLE CO	08/17/1983	11/17/2009	31,250.00	1,657.00	29,593.00
200000. PROCTER & GAMBLE					
CO DTD 09/16/99 6.875% DUE 09/15/09	11/24/2000	09/15/2009	200,000.00	200,808.00	-808.00
34677.6 SMALL BUSINESS					
ADMIN GTD DEV PARTN CTF DEB SER 2003	12/19/2007	01/01/2009	34,678.00	34,461.00	217.00
14376.3 SMALL BUSINESS					
ADMIN GTD DEV PARTN CTF DEB SER 2003	12/19/2007	07/01/2009	14,376.00	14,286.00	90.00
12269.43 SMALL BUSINESS					
ADMIN GTD DEV PARTN CTF SER 2003-20-	12/19/2007	04/01/2009	12,269.00	12,070.00	199.00
Totals					

JSA
9F0970 2 000

MACKENZIE FOUNDATION 45L003006 95-6588350

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
10468.7 SMALL BUSINESS					
ADMIN GTD DEV PARTN CTF SER 2003-20-D	12/19/2007	10/01/2009	10,469.00	10,299.00	170.00
23873. SMALL BUSINESS					
ADMIN GTD DEV PARTN CTF DEB SER 2003 0	4/17/2008	08/01/2009	23,873.00	24,171.00	-298.00
6000. SUPERVALU, INC.	06/22/1979	06/26/2009	80,675.00	13,778.00	66,897.00
600. 3M COMPANY F/K/A	04/04/1994	11/17/2009	46,976.00	14,204.00	32,772.00
2000. UNITED TECHNOLOGIES	04/01/1982	06/22/2009	104,678.00	4,642.00	100,036.00
1200. UNITED TECHNOLOGIES	04/01/1982	11/17/2009	83,329.00	2,785.00	80,544.00
2000. WYETH F/K/A AMERICAN	08/17/1983	06/22/2009	89,578.00	9,130.00	80,448.00
3000. WYETH F/K/A AMERICAN	08/17/1983	10/15/2009	151,185.00	17,014.00	134,171.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			5,311,118.00	2,813,247.00	2,497,871.00
Totals			5,311,118.00	2,813,247.00	2,497,871.00

JSA
9F0970 2 000