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 , **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
THE HUGH AND HAZEL DARLING FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
500 SOUTH GRAND AVENUE, 19TH FLOOR

City or town, state, and ZIP code
LOS ANGELES, CA 90071

A Employer identification number
95-6874901

B Telephone number
213-683-5200

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 30,948,006.

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

		Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	865,428.	853,110.		STATEMENT 1
	5a	Gross rents	137,758.	137,758.		STATEMENT 2
	b	Net rental income or (loss) 125,162.				STATEMENT 3
	6a	Net gain or (loss) from sale of assets not on line 10	338,024.			
	b	Gross sales price for all assets on line 6a 2,603,951.				
	7	Capital gain net income (from Part IV, line 2)		338,024.		
	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	-14,754.	-14,754.		STATEMENT 4
	12	**Total.** Add lines 1 through 11	1,326,456.	1,314,138.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	121,530.	12,153.		109,377.
	14	Other employee salaries and wages	23,087.	2,309.		20,778.
	15	Pension plans, employee benefits				
	16a	Legal fees STMT 5	5,201.	3,467.		0.
	b	Accounting fees STMT 6	17,839.	11,893.		0.
	c	Other professional fees STMT 7	50,000.	50,000.		0.
	17	Interest				
	18	Taxes STMT 8	60,190.	17,378.		1,661.
	19	Depreciation and depletion	12,596.	12,596.		
	20	Occupancy	9,425.	0.		0.
	21	Travel, conferences, and meetings	51.	0.		0.
	22	Printing and publications				
	23	Other expenses STMT 9	15,726.	9,453.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	315,645.	119,249.		131,816.
	25	Contributions, gifts, grants paid	448,000.			1,003,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	763,645.	119,249.		1,134,816.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	562,811.			
	b	**Net investment income** (if negative, enter -0-)		1,194,889.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Form **990-PF** (2009)

24

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	4,648.	5,018.	5,018.
	2 Savings and temporary cash investments	2,055,832.	1,234,386.	1,234,386.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	18,880.		
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations	1,993,396.		
	b Investments - corporate stock STMT 11	5,417,191.	7,822,299.	14,174,603.
	c Investments - corporate bonds STMT 12	5,721,788.	4,329,235.	4,632,065.
	11 Investments - land, buildings, and equipment basis ▶ 745,000.			
	Less accumulated depreciation STMT 10▶ 244,568.	513,028.	500,432.	2,600,000.
	12 Investments - mortgage loans			
	13 Investments - other STMT 13	3,584,666.	5,425,876.	8,301,934.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	19,309,429.	19,317,246.	30,948,006.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable	2,190,000.	1,635,000.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ TAXES PAYABLE)	761.	767.	
	23 **Total liabilities** (add lines 17 through 22)	2,190,761.	1,635,767.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	17,118,668.	17,681,479.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	17,118,668.	17,681,479.	
	31 **Total liabilities and net assets/fund balances**	19,309,429.	19,317,246.	

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	17,118,668.
2 Enter amount from Part I, line 27a	2	562,811.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	17,681,479.
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	17,681,479.

Form **990-PF** (2009)

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	PUBLICLY TRADED SECURITIES	P		
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	2,603,951.		2,265,927.	338,024.
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				338,024.
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 } 2 338,024.

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	1,814,564.	31,919,100.	.056849
2007	2,074,237.	32,982,784.	.062888
2006	1,958,951.	30,944,154.	.063306
2005	1,915,802.	30,483,180.	.062848
2004	1,924,449.	31,053,526.	.061972

2	**Total** of line 1, column (d)	2	.307863
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	.061573
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	28,656,573.
5	Multiply line 4 by line 3	5	1,764,471.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	11,949.
7	Add lines 5 and 6	7	1,776,420.
8	Enter qualifying distributions from Part XII, line 4	8	1,134,816.

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 **c** All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			1	23,898.
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	23,898.
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	23,898.
6 Credits/Payments:				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	32,160.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	32,160.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	8,262.
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 8,262. **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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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. ▶ $ 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.*	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? N/A	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 instructions) ▶ CA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *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

Form **990-PF** (2009)

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 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.GUIDESTAR.ORG

14 The books are in care of ▶ RICHARD L. STACK Telephone no. ▶213-683-5200

Located at ▶500 SOUTH GRAND AVENUE, 19TH FLOOR, LOS ANGELES, 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 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
	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 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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b | |

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
RICHARD L STACK 500 SOUTH GRAND AVENUE, 19TH FLOOR LOS ANGELES, CA 90071	TRUSTEE 30.00	121,530.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

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 NO DIRECT CHARITABLE ACTIVITIES	0.
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 NO PROGRAM RELATED INVESTMENTS	0.
2	
All other program-related investments. See instructions. 3 NONE	0.
Total. Add lines 1 through 3 ▶	0.

Form **990-PF** (2009)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:				
a	Average monthly fair market value of securities			1a	20,475,934.
b	Average of monthly cash balances			1b	2,587,816.
c	Fair market value of all other assets			1c	6,029,218.
d	**Total** (add lines 1a, b, and c)			1d	29,092,968.
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	29,092,968.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	436,395.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	28,656,573.
6	**Minimum investment return** Enter 5% of line 5			6	1,432,829.

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	1,432,829.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	23,898.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	23,898.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,408,931.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	1,408,931.
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	1,408,931.

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	1,134,816.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,134,816.
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	1,134,816.

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					1,408,931.
2 Undistributed income, if any, as of the end of 2009					
a Enter amount for 2008 only				0.	
b Total for prior years: ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2009:					
a From 2004					
b From 2005					
c From 2006					
d From 2007	961,135.				
e From 2008	1,814,564.				
f **Total** of lines 3a through e		2,775,699.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 1,134,816.					
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) **		1,134,816.			
d Applied to 2009 distributable amount					0.
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).)		1,408,931.			1,408,931.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		2,501,584.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		2,501,584.			
10 Analysis of line 9:					
a Excess from 2005					
b Excess from 2006					
c Excess from 2007					
d Excess from 2008	1,366,768.				
e Excess from 2009	1,134,816.				

** SEE STATEMENT 14

923581
02-02-10

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

1 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)

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
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:**

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 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:

RICHARD L. STACK
500 SOUTH GRAND AVENUE, 19TH FLOOR, LOS ANGELES, CA 90071

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

DETAILED LETTER AND COPY OF IRS 501(C)(3) DETERMINATION LETTER

c Any submission deadlines:

NONE

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

CALIFORNIA EDUCATION, WITH EMPHASIS ON LEGAL EDUCATION. NO GRANTS TO INDIVIDUALS.

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 15				
Total			▶ 3a	1003000.
b *Approved for future payment*				
UNIVERSITY OF CALIFORNIA, DAVIS DAVIS, CA		PUBLIC	FACILITIES CONSTRUCTION	250,000.
Total			▶ 3b	250,000.

923611 02-02-10

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
	(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	865,428.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	125,162.	
6 Net rental income or (loss) from personal property					
7 Other investment income			14	-14,754.	
8 Gain or (loss) from sales of assets other than inventory			18	338,024.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,313,860.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 1,313,860.

(See worksheet in line 13 instructions 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).

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
		N/A	

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Richard C Stach 07/01/2010 TRUSTEE

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature		Date 06/23/10	Check if self-employed ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code	SQUAR, MILNER, PETERSON, ET AL., LLP 3655 NOBEL DRIVE, STE 450 SAN DIEGO, CA 92122-1051	EIN	Phone no. (858)597-4100

923622
02-02-10

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ALLEC STREET - DIVIDEND	47.	0.	47.
ALLEC STREET - INTEREST	286.	0.	286.
BUCKEYE PARTNERS - DIVIDENDS	662.	0.	662.
BUCKEYE PARTNERS - INTEREST	962.	0.	962.
ENTERPRISE PRODUCTS PARTNERS - DIVIDENDS	25.	0.	25.
ENTERPRISE PRODUCTS PARTNERS - INTEREST	340.	0.	340.
KINDER MORGAN - DIVIDEND	270.	0.	270.
KINDER MORGAN - INTEREST	3,371.	0.	3,371.
MAGELLAN MIDSTREAM PARTNERS LP - DIVIDEND	4.	0.	4.
MAGELLAN MIDSTREAM PARTNERS LP - INTEREST	29.	0.	29.
OWEN COMPANY - INTEREST	139.	0.	139.
SMITH BARNEY - DISTRIBUTION	5,714.	0.	5,714.
SMITH BARNEY - DIVIDEND	518,309.	0.	518,309.
SMITH BARNEY - INTEREST	324,945.	0.	324,945.
SMITH BARNEY - US INTEREST	6,604.	0.	6,604.
SMITH BARNEY SUB - DIVIDEND	20.	0.	20.
SMITH BARNEY SUB - INTEREST	3,701.	0.	3,701.
TOTAL TO FM 990-PF, PART I, LN 4	865,428.	0.	865,428.

FORM 990-PF RENTAL INCOME STATEMENT 2

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
COMMERCIAL RENTAL - SANTA FE SPRINGS	1	137,758.
TOTAL TO FORM 990-PF, PART I, LINE 5A		137,758.

FORM 990-PF RENTAL EXPENSES STATEMENT 3

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		12,596.	
- SUBTOTAL -	1		12,596.
TOTAL RENTAL EXPENSES			12,596.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			125,162.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INCOME - THE OWEN COMPANY	82,529.	82,529.	
PARTNERSHIP INCOME - ALLEC STREET, ANAHEIM	19,206.	19,206.	
PARTNERSHIP INCOME - KINDER MORGAN	-73,667.	-73,667.	
OIL ROYALTIES	613.	613.	
OTHER INCOME	269.	269.	
PARTNERSHIP INCOME - ENTERPRISE PRODUCTS PARTNERS, LP	-31,453.	-31,453.	
PARTNERSHIP INCOME - BUCKEYE PARTNERS, L.P.	-13,282.	-13,282.	
PARTNERSHIP INCOME - MAGELLAN MIDSTREAM PARTNERS LP	1,031.	1,031.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-14,754.	-14,754.	

FORM 990-PF LEGAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	5,201.	3,467.		0.
TO FM 990-PF, PG 1, LN 16A	5,201.	3,467.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	17,839.	11,893.		0.
TO FORM 990-PF, PG 1, LN 16B	17,839.	11,893.		0.

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
INVESTMENT COUNSEL	50,000.	50,000.		0.
TO FORM 990-PF, PG 1, LN 16C	50,000.	50,000.		0.

FORM 990-PF TAXES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CA FORM 199	10.	0.		0.
FEDERAL TAX	41,141.	0.		0.
FOREIGN TAX	3,551.	3,551.		0.
REAL ESTATE TAXES	13,643.	13,643.		0.
PAYROLL TAX	1,845.	184.		1,661.
TO FORM 990-PF, PG 1, LN 18	60,190.	17,378.		1,661.

FORM 990-PF OTHER EXPENSES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES AND SUBSCRIPTIONS	645.	0.		0.
SAFE DEPOSIT BOX	85.	0.		0.
PASS THROUGH EXPENSES	7,602.	7,096.		0.
OFFICE EXPENSE	5,037.	0.		0.
INSURANCE	2,357.	2,357.		0.
TO FORM 990-PF, PG 1, LN 23	15,726.	9,453.		0.

FORM 990-PF DEPRECIATION OF ASSETS HELD FOR INVESTMENT STATEMENT 10

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
COMMERCIAL BUILDING	396,713.	244,568.	152,145.	500,432.
LAND	348,287.	0.	348,287.	2,099,568.
TO 990-PF, PART II, LN 11	745,000.	244,568.	500,432.	2,600,000.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
8000SHS 3M COMPANY	138,350.	661,360.
5000SHS ABBOTT LABORATORIES	76,229.	269,950.
100SHS AMERICAN INTERNATIONAL GROUP	116,885.	2,998.
6SHS BERKSHIRE HATHAWAY A	536,238.	595,200.
3400SHS BP AMOCO ADR	170,535.	197,098.
5500SHS CANON INC ADR	177,741.	232,760.
5000SHS CHEVRON CORP	70,937.	384,950.
15000SHS CISCO SYSTEMS	201,909.	359,100.
2500SHS CITIGROUP INC	81,250.	8,275.
5000SHS COSTCO WHOLESALE	96,766.	295,850.
10000SHS EL PASO CORP	142,810.	98,300.
15000SHS EMERSON ELECTRIC	125,452.	639,000.
20000SHS EXXON MOBIL	223,331.	1,363,800.
10000SHS FIRST INDUSTRIAL REALTY TRUST	314,463.	52,300.
10000SHS GANNETT COMPANY	230,761.	148,500.
30000SHS GENERAL ELECTRIC	364,969.	453,900.
10000SHS INTEL CORP	70,980.	204,000.

6000SHS JOHNSON & JOHNSON	87,449.	1,030,560.
5000SHS MARSH & MCLENNAN	255,675.	331,200.
500SHS MCDONALD'S CORP	110,212.	280,980.
000SHS MERCK & COMPANY	76,104.	182,700.
000SHS MICROSOFT CORP	52,805.	60,960.
000SHS PEPSICO INC	189,574.	364,800.
4850SHS PFIZER INC	306,842.	997,721.
0000SHS PROCTER & GAMBLE	67,525.	606,300.
500SHS ROCKWELL AUTOMATION	10,508.	70,470.
500SHS ROCKWELL COLLINS	15,988.	83,040.
000SHS ROYAL DUTCH SHELL ADR A	109,002.	300,550.
5000SHS SYSCO CORP	104,628.	419,100.
000SHS TARGET CORP	63,765.	96,740.
000SHS TEVA PHARMACEUTICAL INDUSTRIES ADR	67,705.	112,360.
500SHS TOYOTA MOTOR ADS	202,043.	210,400.
000SHS WAL-MART STORES	144,485.	160,350.
0000SHS WELLS FARGO	306,070.	269,900.
500SHS ZIMMER HOLDINGS	148,151.	147,775.
000SHS GLAXOSMITHKLINE ADR	220,291.	211,250.
000SHS H J HEINZ	168,670.	171,040.
000SHS KRAFT FOODS	192,336.	190,260.
000SHS AT&T	210,744.	224,240.
000SHS VERIZON COMMUNICATIONS	212,501.	231,910.
200SHS CONSOLIDATED EDISON	278,155.	327,096.
500SHS EDISON INTERNATIONAL	270,919.	295,630.
000SHS EXELON	252,792.	244,350.
000SHS FPL GROUP	278,902.	264,100.
200SHS PG&E CORP	278,852.	321,480.
OTAL TO FORM 990-PF, PART II, LINE 10B	7,822,299.	14,174,603.

ORM 990-PF CORPORATE BONDS STATEMENT 12

ESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ISCONSIN PWR&LT MTG REG/7.625% DUE 03/01/10	113,852.	100,857.
TE NORTHWEST/6.300% DUE 06/01/10	51,684.	50,970.
AIMLERCHYRYSLER NA/4.875% DUE 06/15/10	98,346.	101,642.
AIMLERCHYRYSLER NA/4.875% DUE 06/15/10	97,251.	101,642.
OYOTA MOTOR CREDIT/5.450% DUE 05/18/11	199,796.	211,058.
ERIZON NEW ENGLAND INC SENIOR 6.500% DUE 9/15/11	310,350.	319,758.
ENERAL ELEC CAP CORP MED TERM/4.375% DUE 1/21/11	289,833.	312,444.
ANNET COMPANY INC/6.375% DUE 04/01/12	103,648.	100,250.
R DONNELLEY & SONS /4.950% DUE 04/01/14	93,041.	100,030.
ENERAL ELEC CAP CORP MED TERM/5.310% DUE 2/01/11	195,250.	200,460.
ONOCO FUNDING CO/6.350% DUE 10/15/11	104,178.	108,796.
ERIZON MARYLAND INC/6.125% DUE 03/01/12	93,426.	106,610.

VERIZON N Y INC/6.875% DUE 04/01/12	100,268.	108,801.
CON EDISON OF N Y NOTES/5.625% 07/01/12	102,298.	108,027.
AT&T INC/4.950% DUE 01/15/13	186,688.	213,376.
VERIZON FLORIDA INC DEBENTURES/6.125% DUE 01/15/13	192,360.	213,504.
CONSOLIDATED EDISON/4.875% DUE 02/01/13	100,369.	106,562.
PEPSICO INC/4.650% DUE 02/15/13	103,872.	106,817.
MCDONALDS CORP/4.300% DUE 03/01/13	103,337.	105,788.
VERIZON VIRGINIA INC/4.625% DUE 03/15/13	92,518.	103,846.
JOHN DEER CAPITAL CORP/4.500% DUE 04/03/13	185,288.	209,976.
WALMART STORES INC/4.250% DUE 04/15/13	102,882.	106,027.
GENERAL ELECTRIC CAPITAL CORP/4.800% DUE 05/01/13	181,772.	209,518.
CATERPILLAR FINANCIAL/6.200% DUE 09/30/13	99,577.	111,434.
BOTTLING GROUP LLC/6.950% DUE 03/15/14	205,476.	230,122.
CONS EDISON CO OF NY/5.850% DUE 04/01/18	92,186.	107,115.
CATERPILLAR FINANCIAL/6.125% DUE 2/17/14	200,710.	223,508.
GENERAL ELEC CAP CORP/5.500% DUE 6/4/14	106,396.	105,958.
GENERAL ELEC CAP CORP MED TERM/5.650% DUE 6/9/14	107,246.	106,773.
WACHOVIA BANK/4.875% DUE 2/1/15	40,539.	40,851.
GENERAL ELEC CAP CORP MED TERM/5.400% DUE 6/15/16	73,982.	72,367.
WACHOVIA CORP/5.625% DUE 10/15/16	100,027.	122,699.
BERKSHIRE HATHAWAY INC/5.400% DUE 5/15/18	100,789.	104,479.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,329,235.	4,632,065.

FORM 990-PF OTHER INVESTMENTS STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MINERAL INTEREST-GRAY COUNTY TX	COST	118.	118.
MINERAL INTEREST (GAS)-GRAY COUNTY TX	COST	1,391.	1,391.
MINERAL INTEREST-ALBERTA, CA	COST	11,414.	11,414.
MINERAL INTEREST-LOS ANGELES, CA	COST	130.	130.
UNIMPROVED REAL PROPERTY(KERN COUNTY)	COST	21,333.	24,000.
PERSONAL PROPERTY	COST	72,512.	72,512.
PARTNERSHIP INTEREST-OWEN COMPANY	COST	820,998.	2,708,347.
PARTNERSHIP INTEREST-ALLEC STREET	COST	100,914.	625,031.
PARTNERSHIP INTEREST-KINDER MORGAN	COST	252,445.	609,800.
PARTNERSHIP INTEREST-ENTERPRISE PRODUCTS PARTNERS LP	COST	237,633.	376,920.
CLOSED END FUNDS	COST	1,661,386.	1,455,650.
PARTNERSHIP INTEREST/BUCKEYE PARTNERS, LP	COST	196,864.	272,250.
PARTNERSHIP INTEREST/MAGELLAN MIDSTREAM PARTNERS LP	COST	338,738.	433,300.
CD/SMITH BARNEY	COST	960,000.	960,394.

CD/SMITH BARNEY	COST	750,000.	750,677.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,425,876.	8,301,934.

FORM 990-PF ELECTION UNDER REGULATIONS SECTION 53.4942(A)-3(D)(2) TO TREAT EXCESS QUALIFYING DISTRIBUTIONS AS DISTRIBUTIONS OUT OF CORPUS STATEMENT 14

PURSUANT TO CODE SEC. 4942(H)(2) AND REG. 53.4942(A)-3(D)(2), THE HUGH AND HAZEL DARLING FOUNDATION, ELECTS TO TREAT CURRENT YEAR QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING TAX YEAR'S UNDISTRIBUTED INCOME AS COMING FROM CORPUS.

/ Richard L Stack
RICHARD L. STACK, TRUSTEE

/ July 1, 2010
DATE

FORM 990-PF

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

STATEMENT 15

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AZUSA PACIFIC UNIVERSITY AZUSA, CA	FACILITIES CONSTRUCTION	PUBLIC	100,000.
AZUSA PACIFIC UNIVERSITY AZUSA, CA	STUDENT SCHOLARSHIPS	PUBLIC	10,000.
BOOK ENDS WEST HILLS, CA	LIBRARY RESOURCES	PUBLIC	5,000.
BOYS & GIRLS CLUB VENICE, CA	EDUCATION PROGRAM	PUBLIC	5,000.
BRIDGEMONT HIGH SCHOOL SAN FRANCISCO, CA	STUDENT SCHOLARSHIPS	PUBLIC	30,000.
CHAPMAN UNIVERSITY SCHOOL OF LAW ORANGE, CA	FACULTY SUPPORT	PUBLIC	50,000.
CRIMINAL JUSTICE LEGAL FOUNDATION SACRAMENTO, CA	EDUCATION PROGRAM	PUBLIC	15,000.
EXCEPTIONAL CHILDREN'S FOUNDATION CULVER CITY, CA	ART PROGRAM SUPPORT	PUBLIC	5,000.

ESTIVAL OF ARTS LAGUNA BEACH, CA	SUPPORT OF ART EDUCATION	PUBLIC	1,000.
ILDER LEHRMAN INSTITUTE OF MERICAN HISTORY NEW YORK, NY	TEACHER TRAINING	PUBLIC	3,500.
OPE INTERNATIONAL UNIVERSITY FULLERTON, CA	COMPUTER UPGRADES	PUBLIC	50,000.
NDEPENDENT SCHOLARSHIP FUND OAKLAND, CA	STUDENT SCHOLARSHIPS	PUBLIC	20,000.
UNIOR BLIND OF AMERICA LOS ANGELES, CA	EDUCATION PROGRAM	PUBLIC	10,000.
OS ANGELES MISSION LOS ANGELES, CA	ADULT TRAINING AND EDUCATION	PUBLIC	10,000.
UR LADY OF PERPETUAL HELP CHOOL DALY CITY, CA	COMPUTERS	PUBLIC	6,000.
ACIFIC LEGAL FOUNDATION SACRAMENTO, CA	EDUCATION PROGRAM	PUBLIC	30,000.
ACIFIC RESEARCH INSTITUTE FOR UBLIC POLICY SAN FRANCISCO, CA	EDUCATION PROGRAM	PUBLIC	25,000.
ATTEN UNIVERISTY OAKLAND, CA	STUDENT SCHOLARSHIPS	PUBLIC	15,000.

EPPERDINE UNIVERSITY MALIBU, CA	ENDOWMENT FOR CHAIR	PUBLIC	100,000.
EPPERDINE UNIVERSITY MALIBU, CA	LEGAL CLINIC	PUBLIC	10,000.
OINT LOMA NAZARENE UNIVERSITY POINT LOMA, CA	STUDENT SCHOLARSHIPS	PUBLIC	5,000.
ECORDING FOR THE BLIND & YSLEXIC LOS ANGELES, CA	EDUCATION PROGRAM	PUBLIC	7,500.
HE FEDERALIST SOCIETY WASHINGTON DC	LAW SCHOOL PROGRAMS	PUBLIC	20,000.
NIVERSITY OF SAN DIEGO SAN DIEGO, CA	PROGRAM SUPPORT	PUBLIC	10,000.
ESTERN CHRISTIAN SCHOOLS CLAREMONT, CA	PROGRAM SUPPORT	PUBLIC	25,000.
OYOLA LAW SCHOOL LOS ANGELES, CA	STUDENT SCHOLARSHIPS	PUBLIC	100,000.
ACIFIC MCGEORGE SCHOOL OF LAW SACRAMENTO, CA	FACILITIES CONSTRUCTION	PUBLIC	300,000.
ARVEST CHRISTIAN FELLOWSHIP RIVERSIDE, CA	SCHOOL EQUIPMENT	PUBLIC	5,000.

RX FOR READING LOS ANGELES, CA	SCHOOL TECHNOLOGY	PUBLIC	5,000.
MATER DEI CATHOLIC HIGH SCHOOL CHULA VISTA, CA	STUDENT SCHOLARSHIPS	PUBLIC	5,000.
THOMAS AQUINAS COLLEGE SANTA PAULA, CA	STUDENT SCHOLARSHIPS	PUBLIC	10,000.
STRIVE FT. WASHINGTON, MD	ACADEMIC SUPPORT SERVICES	PUBLIC	5,000.
MONARCH SCHOOL SAN DIEGO, CA	ACADEMIC SUPPORT SERVICES	PUBLIC	5,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			1,003,000.

Form **8868**
(Rev April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ ☒
- 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 File by the due date for filing your return See instructions	Name of Exempt Organization THE HUGH AND HAZEL DARLING FOUNDATION	**Employer identification number** 95-6874901
	Number, street, and room or suite no If a P.O box, see instructions. 500 SOUTH GRAND AVENUE, 19TH FLOOR	
	City, town or post office, state, and ZIP code For a foreign address, see instructions LOS ANGELES, CA 90071	

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

- The books are in the care of ▶ RICHARD L. STACK - 500 SOUTH GRAND AVENUE, 19TH FLOOR - LOS ANGELES, CA 90071

  Telephone No ▶ 213-683-5200 FAX No ▶ (213)627-7795
- 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	$ 25,142.
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	$ 32,160.
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 0.

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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev. 4-2009)

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05-26-09