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

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year **2009**, or tax year beginning **FEB 1, 2009**, and ending **JAN 31, 2010**

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 HOTCHKIS FOUNDATION C/O JOHNSON & GROVER ACCOUNTANCY CORP. Number and street (or P O box number if mail is not delivered to street address) Room/suite 11150 W. OLYMPIC BLVD., SUITE 920 City or town, state, and ZIP code LOS ANGELES, CA 90064	A Employer identification number 95-6058775 B Telephone number (310) 479-1016
H Check type of organization	<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 2,611,419.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	2,262.	2,262.		STATEMENT 1
4 Dividends and interest from securities	60,647.	60,647.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	54,618.			
b Gross sales price for all assets on line 6a 787,967.				
7 Capital gain net income (from Part IV, line 2)		54,618.		
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				
12 Total. Add lines 1 through 11	117,527.	117,527.	0.	
13 Compensation of officers, directors, trustees, etc	6,479.	3,239.	0.	3,240.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 3	1,570.	785.	0.	785.
c Other professional fees				
17 Interest				
18 Taxes STMT 4	1,819.			
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses				
24 Total operating and administrative expenses Add lines 13 through 23	9,868.	4,024.	0.	4,025.
25 Contributions, gifts, grants paid	237,000.			237,000.
26 Total expenses and disbursements. Add lines 24 and 25	246,868.	4,024.	0.	241,025.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-129,341.			
b Net investment income (if negative, enter -0-)		113,503.		
c Adjusted net income (if negative, enter -0-)			0.	

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C/O JOHNSON & GROVER ACCOUNTANCY CORP.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			139,311.	139,311.
	2	Savings and temporary cash investments				
	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				
	7	Other notes and loans receivable ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges	11,120.	1,080.	1,080.	
	10a	Investments - U S and state government obligations STMT 5	54,364.	0.	0.	
	b	Investments - corporate stock STMT 6	2,672,577.	2,353,886.	2,471,028.	
	c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)	2,738,061.	2,494,277.	2,611,419.		
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				
	22	Other liabilities (describe ▶ BANK OVERDARFT)	114,443.	0.		
23	Total liabilities (add lines 17 through 22)	114,443.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and complete lines 27 through 31					
	27	Capital stock, trust principal, or current funds	0.	0.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds	2,623,618.	2,494,277.			
30	Total net assets or fund balances	2,623,618.	2,494,277.			
31	Total liabilities and net assets/fund balances	2,738,061.	2,494,277.			

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	2,623,618.
2	Enter amount from Part I, line 27a	2	-129,341.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,494,277.
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	2,494,277.

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Part IV Capital Gains and Losses for Tax on Investment Income

1a	(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)
b	SEE ATTACHED STATEMENTS			
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	787,967.	733,349.	54,618.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
b			
c			
d			
e			54,618.

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	54,618.
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	193,330.	3,203,476.	.060350
2007	177,190.	4,321,811.	.040999
2006	181,097.	4,001,198.	.045261
2005	209,914.	3,722,466.	.056391
2004	161,473.	3,563,464.	.045313

2	Total of line 1, column (d)	2	.248314
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	.049663
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,425,286.
5	Multiply line 4 by line 3	5	120,447.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,135.
7	Add lines 5 and 6	7	121,582.
8	Enter qualifying distributions from Part XII, line 4	8	241,025.

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

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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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,135.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3	Add lines 1 and 2	3	1,135.
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	1,135.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,080.
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	1,080.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	55.
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

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Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? if "Yes," attach schedule (see instructions)
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
14 The books are in care of JOHN HOTCHKIS C/O JOHNSON & GROVER Telephone no (310) 479-1016
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

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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(6) Agree to pay money or property to a government official?
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)?
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?
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?
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?
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?
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?
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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). N/A

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? Yes No
 If "Yes" to 6b, file Form 8870. 6b X

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? Yes No
 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
SEE STATEMENT 7		6,479.	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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
3 All other program-related investments See instructions	
Total. Add lines 1 through 3 ▶	0.

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	2,409,248.
b	Average of monthly cash balances	1b	45,352.
c	Fair market value of all other assets	1c	7,619.
d	Total (add lines 1a, b, and c)	1d	2,462,219.
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	2,462,219.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	36,933.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,425,286.
6	Minimum investment return. Enter 5% of line 5	6	121,264.

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	121,264.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,135.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,135.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	120,129.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	120,129.
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	120,129.

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	241,025.
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	241,025.
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	1,135.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	239,890.

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

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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				120,129.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			144,992.	
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				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 241,025.				
a Applied to 2008, but not more than line 2a			144,992.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				96,033.
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))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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				24,096.
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	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

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

1 Information Regarding Foundation Managers:

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))

JOHN F. HOTCHKIS

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

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

c Any submission deadlines

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

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-f), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments (14, 2,262), 4 Dividends and interest from securities (14, 60,647), 5 Net rental income or (loss) from real estate (a-b), 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, 54,618), 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a-e), 12 Subtotal (0, 117,527, 0), 13 Total (13, 117,527).

(See worksheet in line 13 instructions to verify calculations)

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

Table with 2 columns: 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). Multiple rows for explanation.

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule...

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains '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 [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

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.

Signature of officer or trustee: [Signature], Date: 6/11/10, Title: CHAIRMAN. Preparer's signature: ROBERT W. JOHNSON, Date: 06/10/10, Firm's name: JOHNSON & GROVER ACCOUNTANCY CORPORATION, Address: 11150 W. OLYMPIC BLVD., SUITE 920, LOS ANGELES, CA 90064, Phone no: (310) 479-1016.

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 1,000 SHARES - WELLS FARGO COMPANY	P	01/01/50	02/03/09
b 1,000 SHARES - MARATHON OIL CORP COM	P	02/09/05	02/04/09
c 2,000 SHARES - METLIFE INC COMM STOCK	P	12/02/03	02/04/09
d 218 SHARES - HSBC HOLDINGS PLC ADR	P	01/01/50	02/25/09
e 21 SHARES - HSBC HOLDINGS PLC ADR	P	01/14/09	03/05/09
f 13 SHARES - HSBC HOLDINGS PLC ADR	P	10/08/08	03/05/09
g 12 SHARES - HSBC HOLDINGS PLC ADR	P	07/09/08	03/05/09
h 26 SHARES - HSBC HOLDINGS PLC ADR	P	05/07/08	03/05/09
i 11 SHARES - HSBC HOLDINGS PLC ADR	P	01/16/08	03/05/09
j 10 SHARES - HSBC HOLDINGS PLC ADR	P	10/04/07	03/05/09
k 10 SHARES - HSBC HOLDINGS PLC ADR	P	07/06/07	03/05/09
l 22 SHARES - HSBC HOLDINGS PLC ADR	P	05/10/07	03/05/09
m 8 SHARES - HSBC HOLDINGS PLC ADR	P	10/04/06	03/05/09
n 9 SHARES - HSBC HOLDINGS PLC ADR	P	07/07/06	03/05/09
o 19 SHARES - HSBC HOLDINGS PLC ADR	P	05/11/06	03/05/09

(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 19,365.		3,292.	16,073.
b 26,835.		20,726.	6,109.
c 59,440.		66,670.	-7,230.
d 7,442.		4,200.	3,242.
e 560.		1,041.	-481.
f 347.		1,006.	-659.
g 320.		1,026.	-706.
h 694.		2,164.	-1,470.
i 294.		939.	-645.
j 267.		891.	-624.
k 267.		936.	-669.
l 587.		1,952.	-1,365.
m 214.		738.	-524.
n 240.		159.	81.
o 507.		335.	172.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			16,073.
b			6,109.
c			-7,230.
d			3,242.
e			-481.
f			-659.
g			-706.
h			-1,470.
i			-645.
j			-624.
k			-669.
l			-1,365.
m			-524.
n			81.
o			172.

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
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

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 8 SHARES - HSBC HOLDINGS PLC ADR	P	01/20/06	03/05/09
b 831 SHARES - HSBC HOLDINGS PLC ADR	P	01/01/50	03/05/09
c \$50,000 US TREASURY BOND 8.0% DUE 11/15/2021	P	01/01/50	05/18/09
d 3,000 SHARES - HARSCO CORP COM	P	03/16/99	05/19/09
e 812 SHARES - BP PLC ADRC SPONS ADR	P	04/20/98	07/21/09
f 1,000 SHARES - FORTUNE BRANDS INC COM	P	10/15/08	07/21/09
g 1,000 SHARES - FORTUNE BRANDS INC COM	P	03/16/99	07/21/09
h 500 SHARES - EXXON MOBILE CORP COM STK	P	09/16/03	08/06/09
i 1,000 SHARES - JPMORGAN CHASE & CO COM	P	05/20/09	10/06/09
j 900 SHARES - NORTHROP GRUMMAN CORP (FORMERLY NORT	P	11/10/04	10/14/09
k 3,000 SHARES - AT&T INC	P	04/23/08	01/14/10
l 1,500 SHARES - PFIZER INC COM	P	09/11/09	01/14/10
m 3,000 SHARES - PFIZER INC COM	P	05/20/09	01/14/10
n 1,500 SHARES - PFIZER INC COM	P	12/21/94	01/14/10
o 1,100 SHARES - NORTHRUP GRUMMAN CORP	P	11/03/04	10/14/09

(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 214.		667.	-453.
b 22,178.		16,008.	6,170.
c 70,578.		54,364.	16,214.
d 87,983.		39,435.	48,548.
e 40,523.		39,043.	1,480.
f 36,488.		41,204.	-4,716.
g 36,488.		31,026.	5,462.
h 34,724.		18,728.	15,996.
i 44,617.		36,229.	8,388.
j 45,903.		49,553.	-3,650.
k 78,749.		116,850.	-38,101.
l 29,010.		24,700.	4,310.
m 58,020.		45,450.	12,570.
n 29,010.		54,705.	-25,695.
o 56,103.		59,312.	-3,209.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			-453.
b			6,170.
c			16,214.
d			48,548.
e			1,480.
f			-4,716.
g			5,462.
h			15,996.
i			8,388.
j			-3,650.
k			-38,101.
l			4,310.
m			12,570.
n			-25,695.
o			-3,209.

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	54,618.
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

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
MORGAN STANLEY DEAN WITTER	219.
UNITED STATES TREASURY BOND 8% DUE NOVEMBER 15, 2021	2,043.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	2,262.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CAUSEWAY INTERNATIONAL VALUE FUND	15,915.	0.	15,915.
HOTCHKIS AND WILEY SMALL CAP VALUE 1	2,256.	0.	2,256.
MORGAN STANLEY DEAN WITTER	42,476.	0.	42,476.
TOTAL TO FM 990-PF, PART I, LN 4	60,647.	0.	60,647.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,570.	785.	0.	785.
TO FORM 990-PF, PG 1, LN 16B	1,570.	785.	0.	785.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FRANCHISE TAX BOARD	10.	0.	0.	0.
ATTORNEY GENERAL	25.	0.	0.	0.
FEDERAL TAXES	1,784.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	1,819.	0.	0.	0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	5
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
UNITED STATES TREASURY BOND 8% DUE NOVEMBER 15, 2021	X		0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			0.	0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
HOTCHKIS AND WILEY SMALL CAP VALUE 1	423,264.	434,382.
MSDW SECURITIES	908,533.	1,088,212.
CAUSEWAY INTERNATIONAL VALUE FUND	1,022,089.	948,434.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,353,886.	2,471,028.

FORM 990-PF

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

STATEMENT 7

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOHN F. HOTCHKIS 800 W. SIXTH STREET, SUITE 728 LOS ANGELES, CA 90017	PRESIDENT 2.00	6,479.	0.	0.
SARAH H. KETTERER 800 W. SIXTH STREET, SUITE 728 LOS ANGELES, CA 90017	VICE PRES./TREAS./SEC'Y 0.00	0.	0.	0.
JOHN F. HOTCHKIS, JR. 800 W. SIXTH STREET, SUITE 728 LOS ANGELES, CA 90017	VICE PRESIDENT 0.00	0.	0.	0.
MARK B. HOTCHKIS 800 W. SIXTH STREET, SUITE 728 LOS ANGELES, CA 90017	VICE PRESIDENT 0.00	0.	0.	0.
CAROLYN R. HOTCHKIS 800 W. SIXTH STREET, SUITE 728 LOS ANGELES, CA 90017	VICE PRESIDENT 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		6,479.	0.	0.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 8

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ART CENTER COLLEGE OF DESIGN 1700 LIDA STREET PASADENA, CA 91103	NONE TRANSPORTATION DEPARTMENT OPERATIONS	PUBLIC CHARITY	5,000.
CARMEL OF ST. TERESA 215 EAST ALHAMBRA ROAD ALHAMBRA, CA 91801	NONE OPERATIONS	PUBLIC CHARITY	2,000.
CATE SCHOOL P.O. BOX 5005 CARPINTERIA, CA 93104	NONE OPERATIONS	PUBLIC CHARITY	3,000.
HEAL THE BAY 3220 NEBRASKA AVENUE SANTA MONICA, CA 90404	NONE OPERATIONS	PUBLIC CHARITY	2,000.
HUNTINGTON MEMORIAL HOSPITAL 100 W. CALIFORNIA BOULEVARD PASADENA, CA 91105	NONE EMERGENCY ROOM OPERATIONS	PUBLIC CHARITY	1,000.
JOHN F. KENNEDY CENTER FOR THE PERFORMING ARTS 2700 F STREET WASHINGTON, DC 20566	NONE OPERATIONS	PUBLIC CHARITY	25,000.
JONSSON CANCER CENTER FOUNDATION/UCLA 8-950 LOUIS FACTOR BUILDING LOS ANGELES, CA 90095	NONE JOHN F. HOTCKIS JR SARCOMA PROJECT	PUBLIC CHARITY	15,000.
LAWRENCEVILLE SCHOOL P.O. BOX 6125 LAWRENCEVILLE, NJ 08648	NONE OPERATIONS	PUBLIC CHARITY	5,000.

LOS ANGELES WORLD AFFAIRS COUNCIL 345 S. FIGUEROA STREET LOS ANGELES, CA 90071	NONE OPERATIONS	PUBLIC CHARITY	8,000.
MANHATTAN BEACH EDUCATION FOUNDATION P.O. BOX 1110 MANAHATTAN BEACH, CA 90267	NONE OPERATIONS	PUBLIC CHARITY	3,000.
MAYFIELD JUNIOR SCHOOL 405 S. EUCLID AVENUE PASADENA, CA 91101	NONE ENDOWMENT	PUBLIC CHARITY	10,000.
OCEANA, INC. 1350 CONNECTICUT AVENUE NW, 5TH FLOOR WASHINGTON, DC 20036	NONE OPERATIONS	PUBLIC CHARITY	5,000.
OCEANOGRAPHIC TEACHING STATIONS, INC, P.O. BOX 1314 MANAHATTAN BEACH, CA 90266	NONE ROUND HOUSE AQUARIUM EDUCATION GRANTS	PUBLIC CHARITY	5,000.
OCEANOGRAPHIC TEACHING STATIONS, INC, P.O. BOX 1314 MANAHATTAN BEACH, CA 90266	NONE ROUND HOUSE AQUARIUM; OPERATIONS	PUBLIC CHARITY	3,000.
P.S. ARTS 3023B OLYMPIC BOULEVARD SANTA MONICA, CA 90404	NONE OPERATIONS AT BEETHOVEN ELEMENTARY SCHOOL	PUBLIC CHARITY	15,000.
PAINTED TURTLE GANG CAMP FOUNDATION 17000 ELIZABETH LAKE ROAD LAKE HUGHES, CA 93532	NONE OPERATIONS	PUBLIC CHARITY	10,000.
PARA LOS NINOS 845 EAST 6TH STREET LOS ANGELES, CA 90021	NONE OPERATIONS	PUBLIC CHARITY	5,000.
RANCHO LOS ALAMITOS FOUNDATION 6400 E BIXBY HILL ROAD LONG BEACH, CA 90815	NONE CAPITAL CAMPAIGN	PUBLIC CHARITY	25,000.

RANCHO LOS ALAMITOS FOUNDATION 6400 E BIXBY HILL ROAD LONG BEACH, CA 90815	NONE OPERATIONS	PUBLIC CHARITY	15,000.
ROBERT LOUIS STEVENSON SCHOOL 3152 FOREST LAKE ROAD PEBBLE BEACH, CA 93953	NONE OPERATIONS	PUBLIC CHARITY	10,000.
SOLOMON R. GUGGENHEIM FOUNDATION 1071 FIFTH AVENUE NEW YORK, NY 10128	NONE OPERATIONS	PUBLIC CHARITY	10,000.
SUSTAINABLE CONSERVATION 121 SECOND STREET, 6TH FLOOR SAN FRANCISCO, CA 94105	NONE OPERATIONS	PUBLIC CHARITY	5,000.
TEACH FOR AMERICA 606 SOUTH OLIVE STREET LOS ANGELES, CA 90014	NONE OPERATIONS	PUBLIC CHARITY	10,000.
THE BROAD STAGE MADISON PROJECT 1900 PICO BOULEVARD SANTA MONICA, CA 90405	NONE OPERATIONS	PUBLIC CHARITY	10,000.
THE RAPE FOUNDATION 1223 WILSHIRE BOULEVARD, SUITE 410 SANTA MONICA, CA 90403	NONE STUART HOUSE	PUBLIC CHARITY	10,000.
THE SARCOMA ALLIANCE 775 EAST BLITHEDALE MILL VALLEY, CA 94941	NONE OPERATIONS	PUBLIC CHARITY	1,000.
THE SUSAN G KOMEN BREAST CANCER FOUNDATION P.O. BOX 650309 DALLAS , TX 75265	NONE OPERATIONS	PUBLIC CHARITY	3,000.
WESTRIDGE SCHOOL 324 MADELINE DRIVE PASADENA, CA 911053399	NONE OPERATIONS	PUBLIC CHARITY	12,000.

