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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 04-01-2009 , and ending 03-31-2010

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 AMERICAN HONDA FOUNDATION		A Employer identification number 95-3924667
	Number and street (or P O box number if mail is not delivered to street address) 1919 TORRANCE BLVD	Room/suite	B Telephone number (see page 10 of the instructions) (310) 781-4090
	City or town, state, and ZIP code TORRANCE, CA 90501		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"/> 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"/>
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			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 31,220,315		J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) (Part I, column (d) must be on cash basis.)	

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) (see page 11 of the instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	173,595			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	1,619,283	1,619,283	1,619,283	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-67,668			
	b Gross sales price for all assets on line 6a _____ 7,953,170				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain			64,652	
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	5,766	5,766		
	12 Total. Add lines 1 through 11	1,730,976	1,625,049	1,683,935	
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages	236,419			142,824
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	189			
	b Accounting fees (attach schedule)	41,880			
	c Other professional fees (attach schedule)	167,686	167,686		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	100,738	9,549		
	19 Depreciation (attach schedule) and depletion	0			
	20 Occupancy				
	21 Travel, conferences, and meetings	8,116			
	22 Printing and publications	19			
	23 Other expenses (attach schedule)	55,036			28,609
	24 Total operating and administrative expenses. Add lines 13 through 23	610,083	177,235		171,433
	25 Contributions, gifts, grants paid	1,080,551			1,080,551
	26 Total expenses and disbursements. Add lines 24 and 25	1,690,634	177,235		1,251,984
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	40,342			
	b Net investment income (if negative, enter -0-)		1,447,814		
	c Adjusted net income (if negative, enter -0-)			1,683,935	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	1,120	1,094	1,094
	2	Savings and temporary cash investments			
	3	Accounts receivable  44,442			
		Less allowance for doubtful accounts  _____	43,690	44,442	44,442
	4	Pledges receivable  _____			
		Less allowance for doubtful accounts  _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule)  _____			
		Less allowance for doubtful accounts  _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	17,992	29,938	29,938
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	7,681,749 	9,923,076	9,923,076
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis  _____			
	Less accumulated depreciation (attach schedule)  _____				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	18,067,955 	21,221,765	21,221,765	
14	Land, buildings, and equipment basis  _____				
	Less accumulated depreciation (attach schedule)  _____				
15	Other assets (describe  _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	25,812,506	31,220,315	31,220,315	
Liabilities	17	Accounts payable and accrued expenses	26,925	76,655	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe  _____)			
	23	Total liabilities (add lines 17 through 22)	26,925	76,655	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here  <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	25,785,581	31,143,660	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here  <input type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	25,785,581	31,143,660	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	25,812,506	31,220,315	

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 25,785,581
2	Enter amount from Part I, line 27a	2 40,342
3	Other increases not included in line 2 (itemize)  _____	3 5,317,737
4	Add lines 1, 2, and 3	4 31,143,660
5	Decreases not included in line 2 (itemize)  _____	5
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 31,143,660

Part IV Capital Gains and Losses for Tax on Investment Income

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
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	-67,668
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	64,652

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	1,959,382	31,432,153	0 06234
2007	2,147,984	37,710,217	0 05696
2006	2,449,091	36,026,347	0 06798
2005	2,138,231	32,561,254	0 06567
2004	1,716,149	30,836,252	0 05565

2	Total of line 1, column (d).	2	0 30860
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 06172
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5.	4	28,860,833
5	Multiply line 4 by line 3.	5	1,781,291
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	14,478
7	Add lines 5 and 6.	7	1,795,769
8	Enter qualifying distributions from Part XII, line 4.	8	1,251,984

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

Part VI

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1				
		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 type="checkbox"/> and enter 1% of Part I, line 27b		1	28,956	
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2		
3		Add lines 1 and 2.		3	28,956	
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4		
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	28,956	
6		Credits/Payments				
a		2009 estimated tax payments and 2008 overpayment credited to 2009	6a	29,939		
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	29,939	
8		Enter any penalty for underpayment of estimated tax Check here <input checked="" 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		
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	983	
11		Enter the amount of line 10 to be Credited to 2010 estimated tax	983	Refunded	11	







Part VII-A

Statements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
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	Yes	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) CA _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No




Part VII-A

Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address  www.foundation.honda.com	13	Yes	
14	The books are in care of  Alexandra Warnier Telephone no  (310) 781-4227 Located at  1919 TORRANCE BLVD TORRANCE CA ZIP+4  905012746			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here  <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	15		

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

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

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)? (see page 22 of the instructions).

Yes

No

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

Yes

No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? 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?
If "Yes," attach the statement required by Regulations section 53.4945–5(d).

Yes

No

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?
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?

5b

No

No

6b

No

7b

No

Part VIII

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

1

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

2

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Nicole Whitley 1919 Torrance Blvd Torrance, CA 90501	Prgm O fficer 40 00	64,528	6,946	
Donna Hammond 1919 Torrance Blvd Torrance, CA 90501	Sr Prgm O fcr 40 00	86,124	12,414	

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

Part VIII

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		

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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	29,290,398
b	Average of monthly cash balances.	1b	9,940
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	29,300,338
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	
3	Subtract line 2 from line 1d.	3	29,300,338
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	439,505
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	28,860,833
6	Minimum investment return. Enter 5% of line 5.	6	1,443,042

Part XI

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

1	Minimum investment return from Part X, line 6.	1	1,443,042
2a	Tax on investment income for 2009 from Part VI, line 5.	2a	28,956
b	Income tax for 2009 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	28,956
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,414,086
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,414,086
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,414,086

Part XII

Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	1,251,984
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
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	1,251,984
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,251,984
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7				1,414,086
2	Undistributed income, if any, as of the end of 2008				
a	Enter amount for 2008 only.				
b	Total for prior years 20____, 20____, 20____				
3	Excess distributions carryover, if any, to 2009				
a	From 2004.				224,909
b	From 2005.				559,848
c	From 2006.				728,224
d	From 2007.				312,610
e	From 2008.				408,826
f	Total of lines 3a through e.	2,234,417			
4	Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 1,251,984				
a	Applied to 2008, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d	Applied to 2009 distributable amount.				1,251,984
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	162,102			162,102
6	Enter the net total of each column as indicated below:				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,072,315			
b	Prior years' undistributed income Subtract line 4b from line 2b.				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .				
e	Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f	Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).				
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions).	62,807			
9	Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	2,009,508			
10	Analysis of line 9				
a	Excess from 2005.				559,848
b	Excess from 2006.				728,224
c	Excess from 2007.				312,610
d	Excess from 2008.				408,826
e	Excess from 2009.				

Part XIV

Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1

Information Regarding Foundation Managers:

a

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

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

2

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

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

a

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

American Honda Foundation
1919 Torrance Blvd
Torrance, CA 90501
(310) 781-4090

b

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

Application may also be submitted at www.foundation.honda.com

c

Any submission deadlines

N/A

d

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

N/A

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			▶ 3a	1,080,551
b Approved for future payment				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities.					1,619,283
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					5,766
8 Gain or (loss) from sales of assets other than inventory					-67,668
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).					1,557,381
13 Total. Add line 12, columns (b), (d), and (e).					1,557,381

[illegible]

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

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

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge			
*****		2010-10-25	*****
Signature of officer or trustee		Date	Title

Paid Preparer's Use Only	Preparer's Signature Michelle A McDuffie CPA	Date	Check if self-employed <input checked="" type="checkbox"/>	Preparer's identifying number (see Signature on page 30 of the instructions)
	Firm's name (or yours if self-employed), address, and ZIP code		EIN	
	MENDOZA BERGER & CO LLP 9838 RESEARCH DR IRVINE, CA 926184310		Phone no (949) 387-9850	

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2009

Name of organization AMERICAN HONDA FOUNDATION	Employer identification number 95-3924667
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

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

General Rule—

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

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

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

Name of organization AMERICAN HONDA FOUNDATION	Employer identification number 95-3924667
--	---

Part I

Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	American Honda Motor Co Inc 1919 Torrance Blvd Torrance, CA 90501	\$ 173,595	Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization AMERICAN HONDA FOUNDATION	Employer identification number 95-3924667
---	--

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entry)

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	<div>Transferee's name, address, and ZIP 4</div> <div>Relationship of transferor to transferee</div> <div></div> <div></div> <div></div>		
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	<div>Transferee's name, address, and ZIP 4</div> <div>Relationship of transferor to transferee</div> <div></div> <div></div> <div></div>		
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	<div>Transferee's name, address, and ZIP 4</div> <div>Relationship of transferor to transferee</div> <div></div> <div></div> <div></div>		
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	<div>Transferee's name, address, and ZIP 4</div> <div>Relationship of transferor to transferee</div> <div></div> <div></div> <div></div>		
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	<div>Transferee's name, address, and ZIP 4</div> <div>Relationship of transferor to transferee</div> <div></div> <div></div> <div></div>		

TY 2009 Accounting Fees Schedule**Name:** AMERICAN HONDA FOUNDATION**EIN:** 95-3924667**Software ID:** 09000047**Software Version:** 2009v1.3

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting & Audit Fees	41,880	0	0	0

TY 2009 Employee Compensation Explanation**Name:** AMERICAN HONDA FOUNDATION**EIN:** 95-3924667**Software ID:** 09000047**Software Version:** 2009v1.3

Employee	Explanation
Nicole Whitley	
Donna Hammond	

TY 2009 Investments Corporate Stock Schedule

Name: AMERICAN HONDA FOUNDATION

EIN: 95-3924667

Software ID: 09000047

Software Version: 2009v1.3

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Boston Co	5,038,336	5,038,336
Santa Barbara	4,884,740	4,884,740

TY 2009 Investments - Other Schedule**Name:** AMERICAN HONDA FOUNDATION**EIN:** 95-3924667**Software ID:** 09000047**Software Version:** 2009v1.3

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Alliance Bernstein	FMV	4,397,427	4,397,427
Merrill Lynch (Technology)	FMV	995,921	995,921
PIMCO	FMV	15,828,417	15,828,417

TY 2009 Legal Fees Schedule

Name: AMERICAN HONDA FOUNDATION

EIN: 95-3924667

Software ID: 09000047

Software Version: 2009v1.3

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Legal	189	0	0	0

TY 2009 Other Expenses Schedule**Name:** AMERICAN HONDA FOUNDATION**EIN:** 95-3924667**Software ID:** 09000047**Software Version:** 2009v1.3

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TELEPHONE	1,639			
Storage	313			
Rent	15,347			
Postage & Freight	1,816			
Miscellaneous	100			
Miscellaneous- Transmachine				26,080
Meetings & Public Relations	904			2,529
Liability Insurance	144			
Leased Equipment	13,901			
Grants Management	9,600			
Dues & Membership	11,272			

TY 2009 Other Income Schedule

Name: AMERICAN HONDA FOUNDATION

EIN: 95-3924667

Software ID: 09000047

Software Version: 2009v1.3

Description	Revenue And Expenses Per Books	Net Invest ment Income	Adjusted Net Income
Other Investment Income	5,766	5,766	

TY 2009 Other Increases Schedule

Name: AMERICAN HONDA FOUNDATION

EIN: 95-3924667

Software ID: 09000047

Software Version: 2009v1.3

Description	Amount
Unrealized Gain on Marketable Securities	5,317,737

TY 2009 Other Professional Fees Schedule

Name: AMERICAN HONDA FOUNDATION

EIN: 95-3924667

Software ID: 09000047

Software Version: 2009v1.3

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Fees	167,686	167,686	0	0

TY 2009 Taxes Schedule**Name:** AMERICAN HONDA FOUNDATION**EIN:** 95-3924667**Software ID:** 09000047**Software Version:** 2009v1.3

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Payroll Tax	18,307			
Foreign Income Tax	9,549	9,549		
Excise Tax	72,872			
Business Tax & License	10			



American Honda Foundation
1919 Torrance Boulevard
Torrance, CA 90501
Phone (310) 781-4090
Fax (310) 781-4270

**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF TRUSTEES OF
AMERICAN HONDA FOUNDATION
a California Nonprofit Public Benefit Corporation**

The undersigned, constituting all of the members of the Board of Trustees (the "Board") of American Honda Foundation, a California nonprofit public benefit corporation (the "Corporation"), acting pursuant to the provisions of Section 307(b) of the California Corporations Code and the Bylaws (the "Bylaws") of the Corporation, consent to the following actions and adopt the following resolutions:

AMENDMENT AND RESTATEMENT OF BYLAWS

WHEREAS, the Board of Trustees desires to amend and restate the Bylaws, as attached hereto as Exhibit A, to incorporate all previous amendments and to update the Bylaws to reflect current practices;

NOW, THEREFORE, BE IT RESOLVED, that the Bylaws as attached in Exhibit A are hereby amended and restated and replaced in its entirety.

OMNIBUS RESOLUTIONS

RESOLVED, that the officers of the Corporation be, and each individually is, hereby authorized to do and perform any and all such acts, including execution of any and all documents and certificates, as said officers shall deem necessary or advisable, to carry out the purposes of the foregoing resolutions.

RESOLVED FURTHER, that any actions taken by such officers prior to the date of the foregoing resolutions adopted hereby that are within the authority conferred thereby are hereby ratified, confirmed, and approved as the acts and deeds of the Corporation.


This Action by Written Consent shall be filed in the Minute Book of the Corporation and become a part of the records of the Corporation.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, each of the undersigned Board of Trustee members consent to and adopt the foregoing resolution and has executed this Action by Written Consent effective as of the date below, which may be executed in one or more counterparts, each of which shall be an original and all of which shall be one and the same instrument.

Dated as of: July 8, 2009


BOARD OF TRUSTEE MEMBERS



Steven Center



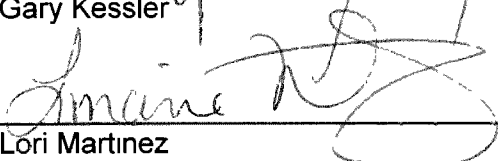
Scott Gerke




Lorrie Hutton




Gary Kessler




Lori Martinez



Oraetta Minor



Kazuhiro Odaka



Dewayne Odom



Gail Rodkin

EXHIBIT A

AMENDED AND RESTATED BYLAWS OF AMERICAN HONDA FOUNDATION

ARTICLE I

FOUNDATION OFFICES

The principal executive office of American Honda Foundation, hereinafter the "Foundation", shall be fixed by the Board of Trustees, said office shall be in the County of Los Angeles, in the State of California, or at such place within or without the State of California as the Board of Trustees hereinafter shall designate. The Foundation may also have offices at such other place, or places, as the Board of Trustees may from time to time designate.

ARTICLE II

MEMBERSHIP

The Foundation shall have no members.

ARTICLE III

BOARD OF TRUSTEES

Section 3.1 Composition of Board

The affairs of the Foundation shall be managed by a self-perpetuating Board of Trustees composed of seven (7) or nine (9) members until the number of trustees is changed by amendment to these bylaws, pursuant to Article V.

Section 3.2 Quorum

A majority of the members of the Board of Trustees shall constitute a quorum for the transaction of business.

Section 3.3 Powers of Trustees

Subject to the limitations of the Articles of Incorporation, other sections of the bylaws, and of California law, all corporate powers of the Foundation shall be exercised by or under the authority of, and the business and affairs of the Foundation shall be controlled by, the Board of Trustees. Without limiting the general powers, the Board of Trustees shall have the following specific powers:

- (a) To select and remove all the other officers, agents and employees of the Foundation, prescribe such powers and duties for them as may not be inconsistent with law, the Articles of Incorporation or the bylaws, fix their compensation and require from them security for faithful service.
- (b) To conduct, manage and control the affairs and business of the Foundation not otherwise delegated to the Executive Committee, and to make rules and regulations not inconsistent with law, the Articles of Incorporation or the bylaws.
- (c) To borrow money and incur indebtedness for the purposes of the Foundation, and for that purpose to be executed and delivered, in the name of the Foundation, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidence of debt and securities.

Section 3.4 Election and Term of Office

The term of office of each trustee of the Foundation shall be two (2) years or until a successor is elected; provided, however that the term of office of each trustee shall be staggered, and provided further that the term of three (3) trustees of the initial Board shall expire at the end of one year, the term of three (3) trustees of the initial Board shall expire at the end of two years, and the term of one trustee of the initial Board shall expire at the end of three years in order to provide for a staggered Board. Successors for trustees whose terms of office are then expiring shall be elected at the annual meeting in the year such terms expire. A trustee may succeed him- or herself in office

Section 3.5 Vacancies

Section 3.5.1 Vacancies in the Board of Trustees shall be filled by a majority of the remaining trustees then in office even though less than a quorum, or by the sole remaining trustee. A successor trustee so elected shall serve for the unexpired term of his or her predecessor.

Section 3.5.2 A vacancy shall be deemed to exist on the Board of Trustees whenever any authorized position of trustee is not filled by a duly elected trustee, whether caused by death, resignation, removal, change in the authorized number of trustees or otherwise.

Section 3.5.3 Any trustee may resign effective upon giving written notice to the President, the Secretary or the Board of Trustees of the Foundation, unless the notice specifies a later time for effectiveness of such resignation. If a resignation of a trustee is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Section 3.5.4 No reduction of the number of trustees shall have the effect of removing any trustee prior to the expiration of his or her term of office.

Section 3.6 Annual and Regular Meetings

Section 3.6.1 The annual meeting of the Board of Trustees shall be held on the 30th day of September of each year; provided, however, that should that day fall on a

legal holiday, or Saturday or Sunday, then the meeting shall be held on the next day that is not a legal holiday, Saturday or Sunday, at 10 a.m. at the principal executive office of the Foundation, or at any other time and at any other place determined by a resolution of the Board of Trustees. No notice of any such annual meeting need be given if it is held on the 30th day of September at 10 a.m. at the principal executive office of the Foundation; otherwise written notice of the time and place of the annual meeting shall be delivered personally to each trustee or sent to each trustee by mail, email or other form of written communication, charges prepaid, addressed to him or her at his or her address as it is shown on the records of the Foundation. Any notice required shall be mailed, emailed or delivered at least four (4) days prior to the date of the meeting in the case of notice delivered by first-class mail, and at least 48 hours prior to the meeting in the case of notice delivered personally or by email.

Section 3.6 2 Regular meetings of the Board of Trustees shall be held at any place, within or outside of the state, that has been designated from time to time by resolution of the Board of Trustees or by written consent of all members of the Board of Trustees. In the absence of this designation, regular meetings shall be held at the principal executive office of the Foundation. Special meetings of the Board of Trustees may be held either at a place designated or at the principal executive office of the Foundation.

Section 3.7 Special Meetings

Section 3.7 1 Special meetings of the Board of Trustees for any purpose or purposes may be called at any time by the President or by any members of the Board of Trustees.

Section 3.7.2 Notice of the time and place of special meetings shall be delivered personally to each trustee or sent to each trustee by mail, email or by other form of written communication, charges prepaid, addressed to him or her at his or her address as it is shown on the records of the Foundation.

Section 3.7.3 Special meetings of the Board of Trustees shall be held upon at least four (4) days' notice by mail or at least 48 hours notice delivered personally or by email. A notice need not specify the purpose of any meeting of the Board of Trustees.

Section 3.7.4 Notice by mail shall be deemed to be given at the time a written notice is deposited in the United States mail, first class postage prepaid. Notice by email shall be deemed to be given when it is actually transmitted.

Section 3.7.5 The transactions of any meeting of the Board of Trustees, however called and noticed and wherever held, shall be as valid as a meeting held after regular call and notice, if a quorum is present and if either before or after the meeting each of the trustees not present signs a written waiver of notice or a consent to hold the meeting or an approval of the minutes. All such waivers, consents, or approvals shall be filed with the Foundation records or made a part of the minutes of the meeting. Attendance of a person at a meeting except as to any person who, although present, expressly objects pursuant to California Corporations Code Section 5211(a)(3) at the beginning of the meeting to the transaction of any business because the meeting has not been lawfully called or convened.

Section 3.8 Action Without a Meeting

Any action by the Board of Trustees may be taken without a meeting if all members of the Board of Trustees individually or collectively consent in writing to this action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Trustees.

Section 3.9 Removal

A trustee may be removed from office, for cause, by the vote of a majority of the trustees.

Section 3.10 Compensation

The trustees shall receive no compensation from the Foundation for their services as trustees.

ARTICLE IV

OFFICERS

Section 4.1 Officers

The officers of the Foundation shall be a president, vice president, secretary, treasurer, and manager, and such other officers as the Board of Trustees may appoint. One person may hold two or more offices, except that neither the secretary nor the treasurer may serve concurrently as the president.

Section 4.2 Election

The Board of Trustees shall elect all officers of the Foundation for terms of one year, or until their successors are duly elected and qualified.

Section 4.3 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board of Trustees

Section 4.4 President

Subject to the control of the Board of Trustees, the President shall have general supervision, direction and control of the business and affairs of the Foundation. He or she shall preside at all meetings of the Board of Trustees, and shall have such other powers and duties as may be prescribed from time to time by the Board of Trustees.

Section 4.5 Vice-President

In the absence or disability of the President, the vice president shall perform all the duties of the president and in so acting shall have all the powers of the president. The vice president shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Trustees.

Section 4.6 Manager

The Manager shall, subject to the control of the President and the Board of Trustees, have general supervision, control and direction of the day-to-day routine business and affairs of the Foundation.

Section 4.7 Secretary

The secretary (a) shall keep a full and complete record of the proceedings of the Board of Trustees, (b) shall keep the corporate seal of the Foundation and affix it to such papers and instruments as may be required in the regular course of business, (c) shall make service of such notices as may be necessary or proper, (d) shall supervise the keeping of the records of the Foundation, and (e) shall discharge such other duties of the office as prescribed by the Board of Trustees.

Section 4.8 Treasurer

The Treasurer shall receive and safely keep all funds of the Foundation and deposit them in such depositories as may be designated by the Board of Trustees. Those funds shall be paid out only on checks of the Foundation signed by the president, vice president, treasurer, secretary, manager or by such officers as may be designated by the Board of Trustees as authorized to sign them. The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Trustees.

Section 4.9 Removal and Resignation

The Board of Trustees may create such other additional offices with such other duties as it may deem appropriate from time to time. Officers shall be subject to removal, with or without cause, at the pleasure of the Board of Trustees, subject to the rights, if any, of officers under contracts of employment with the Foundation. Any officer may resign at any time upon written notice to the Foundation without prejudice to the rights, if any, of the Foundation under any contract to which the officer is a party.

Section 4.10 Compensation

Any person may hold more than one office with such other duties as it may deem appropriate from time to time. Officers shall receive no compensation from the Foundation for their services as officers.

ARTICLE V

AMENDMENT OF BYLAWS

These bylaws may be amended or repealed and new bylaws adopted by the vote of a majority of the members of the Board of Trustees at any trustees' meeting, provided that prior written notice has been given to all members of the Board of Trustees in accordance with the provisions herein or by written consent.

ARTICLE VI

INDEMNIFICATION OF TRUSTEES, OFFICERS, EMPLOYEES AND OTHER AGENTS

Section 6.1 Indemnification

The Foundation, except as prohibited by law, may indemnify each of its trustees, officers, and agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was a trustee, officer or agent of the Foundation if such person acted in good faith and in a manner he or she reasonably believed to be in the best interests of the Foundation. Upon receipt of an undertaking to repay unless ultimately determined to be entitled to indemnification, the Foundation may advance to such trustee, officer or agent expenses to be incurred in defending any such proceeding to the maximum extent permitted by law. Indemnification shall be mandatory if the trustee, officer or agent is successful on the merits in defense. For purposes of this section, a "trustee" or "officer" of the Foundation includes any person who: (1) Is or was a trustee or officer of the Foundation; or (2) Was a trustee, director or officer of another foundation, corporation or other enterprise of the Foundation; or (3) Is or was serving at the request of the Foundation as a trustee, director or officer of another foundation, corporation or other enterprise; or (4) Was a trustee, director or officer of another foundation, corporation or other enterprise which was a predecessor foundation, corporation or enterprise of such foundation, corporation or other enterprise at the request of such predecessor foundation, corporation or other enterprise.

Section 6.2 Determination

Authorized indemnification, except where mandatory, shall be authorized in each case by a majority vote of a quorum of the Board of Trustees of the Foundation consisting of trustees who are not parties to the proceeding upon a determination that the person should be indemnified and the applicable standard of conduct has been met, and such determination approved by the voting members of the Foundation or by the court in the proceeding upon application of the Foundation.

ARTICLE VII

EXECUTIVE COMMITTEE

Section 9.1 Executive Committee's Mission

The Executive Committee shall act in the stead of the Board of Trustees between meetings of the Board.

Section 9.2 Organization and Quorum

The Executive Committee shall consist of the President, who shall be the Chairman of the Executive Committee, the Vice President, the Secretary/Chief Financial Officer and the Manager of the Foundation. The Executive Committee shall meet as necessary. A majority of the Executive Committee shall constitute a quorum for the transaction of business at any meeting thereof, and the act of a majority of the members

of the Executive Committee present at any meeting at which a quorum is present shall be the act of the Executive Committee.

Section 9.3 Roles and Responsibilities

The Executive Committee shall possess and exercise the authority of the Board of Trustees in the management of the business of the Foundation between meetings of the Board of Trustees, including but not limited to: (1) Reviewing asset and investment performance, as well as making decisions regarding allocation strategies of the investments; (2) Providing strategic guidance and direction for the Foundation including setting the annual and quarterly giving targets, as well as reporting to the Board of Trustees; (3) Interviewing and recommending board members and committee members; and (4) Approving and reviewing the Foundation's annual budget and plan.

The Executive Committee shall not have the authority to amend or repeal the Bylaws, adopt new Bylaws; or amend or repeal any resolution of the Board.

ARTICLE VIII

AUDIT COMMITTEE

The Board of Trustees shall annually appoint an Audit Committee which, under the Board of Trustees' supervision, shall be responsible for making recommendations to the Board of Trustees on hiring and firing of independent certified public accountants (CPAs). The audit committee can negotiate the independent CPA compensation on behalf of the governing board. The Audit Committee shall (1) Confer with the auditor to satisfy committee members that the financial affairs of the organization are in order; (2) Review the audit and decide whether to accept it; and (3) Approve non-audit services by the independent accounting firm, and assure that such services conform to standards in the Yellow Book issued by the U.S. Comptroller General.

ARTICLE IX

AUDIT COMMITTEE MEMBERS

Members of the Executive Committee may serve on the Audit Committee, but may not comprise fifty percent (50%) or more of the audit committee. The audit committee may include persons who are not members of the Board of Trustees.

ARTICLE X

MISCELLANEOUS

Section 10.1 Voting of Securities of Other Corporations

The president, or the vice president and the secretary, or such other officers as the Board of Trustees may select for that purpose, are authorized to vote, represent, and exercise on behalf of the Foundation all rights incident to any and all voting securities of any other corporation or corporations standing in the name of the Foundation. The authority granted in these bylaws to the officers to vote or represent the Foundation

arising from any voting securities held by the Foundation in any other corporation or corporations may be exercised either by the officers in person or by any person authorized to do so by proxy or power of attorney duly executed by the officers.

Section 10.2 Fiscal Year

The fiscal year of the Foundation shall end on March 31st of each year.

Section 10.3 Auditors

The Board of Trustees shall employ a certified public accountant to audit the books of the Foundation; for each fiscal year of the Foundation and at such other time or times and for such periods as the Board may deem advisable, and to furnish certified reports on such audits. A copy of such annual audit report will be available at the annual meeting of the Board.

Section 10.4 Prohibition Against Sharing in Corporate Earnings

No officer, trustee, or employee of or member of a committee of or person connected with the Foundation or any other private individual shall receive at any time any of the net earnings or pecuniary profits from the operations of the Foundation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Foundation in effecting any of its purposes as shall be fixed by the Board of Trustees, and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Foundation. All trustees and officers of the Foundation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Foundation whether voluntary or involuntary, the assets of the Foundation, after all debts have been satisfied, then remaining in the hands of the Board of Trustees shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Board of Trustees may determine or any may be determined by a court of competent jurisdiction upon application of the Board of Trustees, exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they may exist or as they may hereafter be amended

ARTICLE XI

CORPORATE SEAL

The corporate seal of the Foundation shall be circular in form, and shall have inscribed thereon the name of the corporation, the date of its incorporation, and the word "California"

ARTICLE XII

EXEMPT ACTIVITIES

Section 12.1 The Foundation shall be operated exclusively for the promotion of charitable, scientific, testing for public safety, literary or educational purposes or to foster national or international amateur sports competition (but only if no part of its activities

involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, and no part of its net earnings shall inure to the benefit of or be distributable to its Board of Trustees, officers, other private individuals, or organizations organized and operating for profit, except that the Foundation shall be authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth in its Articles of Incorporation.

Section 12.2 The Foundation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. No substantial part of the activities of the Foundation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except to the extent permitted by law for nonprofit tax exempt corporations.

Section 12.3 Notwithstanding any provision in these bylaws or in the Foundation's Articles of Incorporation, the Foundation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(a) of the Internal Revenue Code of 1954 as an organization described in Section 501(c)(3) of such Code (or the corresponding provisions of any future United States internal revenue laws).

ARTICLE XIII

INTERPRETATION

Reference in these Bylaws to any provision of the California Corporations Code or United States Internal Revenue Code of 1954 shall be deemed to include all amendments thereof.

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Additional Data

Software ID: 09000047
Software Version:
EIN: 95-3924667
Name: AMERICAN HONDA FOUNDATION

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
NRG	P	2009-04-01	2010-03-29
Warner	P	2009-03-01	2010-02-12
Procter	P	2009-02-01	2010-01-11
Procter	P	2009-02-01	2010-01-21
Warner	P	2009-02-01	2010-01-20
AT&T	P	2008-01-01	2009-12-01
Nordstrom	P	2009-01-08	2009-11-01
SCHERING	P	2008-01-01	2009-10-01
Wells	P	2008-01-01	2009-08-27
Microsoft	P	2009-01-01	2009-08-12
Wellpoint	P	2009-01-01	2009-08-11
Ace	P	2009-01-01	2009-06-29
Verizon	P	2009-01-01	2009-06-03
Aflac	P	2009-01-01	2009-05-01
Wyeth	P	2009-01-01	2009-04-02
1,200,000 00 FNMA	P	2008-12-02	2010-03-25
29,610 00 FIXED INCOME SHRS	P	2008-11-28	2009-10-08
36,955 00 FIXED INCOME SHRS	P	2008-11-28	2009-10-08
2,500 00 XTO	P	2005-03-23	2010-03-01
875 XTO	P	2005-03-11	2010-03-01
100 SCHLUMBERGER	P	2008-01-28	2010-03-01
700 SCHLUMBERGER	P	2008-01-15	2010-03-01
50 PARKER	P	2006-10-11	2010-03-05
550 PARKER	P	2006-09-19	2010-03-05
800 OMNICO M	P	2003-10-30	2010-03-24
400 OMNICO M	P	2003-09-16	2010-03-24
100 ALCON	P	2008-06-12	2010-03-24
400 UNITED	P	2007-11-27	2010-02-12
500 STANLEY	P	2007-04-20	2010-02-16
1,200 00 STANLEY	P	2007-02-02	2010-02-16

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
157,650		167,738	-10,088
370,804		402,801	-31,997
		22,481	-22,481
		25,508	-25,508
312,266		244,834	67,432
260,309		249,602	10,707
429,880		429,603	277
421,057		433,777	-12,720
255,961		247,883	8,078
6,445		211	6,234
282,034		305,252	-23,218
229,008		281,706	-52,698
140,362		168,289	-27,927
344,171		428,795	-84,624
440,815		533,860	-93,045
833,598		800,606	32,992
293,435		236,288	57,147
511,457		445,308	66,149
113,859		63,820	50,039
39,851		23,379	16,472
6,059		7,954	-1,895
42,411		62,626	-20,215
3,081		2,701	380
33,892		28,179	5,713
31,602		32,106	-504
15,801		15,814	-13
16,217		15,499	718
26,360		29,132	-2,772
26,810		29,086	-2,276
64,345		70,885	-6,540

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) FM V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-10,088
			-31,997
			-22,481
			-25,508
			67,432
			10,707
			277
			-12,720
			8,078
			6,234
			-23,218
			-52,698
			-27,927
			-84,624
			-93,045
			32,992
			57,147
			66,149
			50,039
			16,472
			-1,895
			-20,215
			380
			5,713
			-504
			-13
			718
			-2,772
			-2,276
			-6,540

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
100 STANLEY	P	2007-01-22	2010-02-16
1,400 00 RAYTHEON	P	2007-11-27	2010-01-29
400 ILLINOIS	P	2005-08-09	2010-02-12
200 ILLINOIS	P	2004-03-26	2010-02-12
700 BURLNGTN	P	2008-04-02	2010-02-16
380 BURLNGTN	P	2008-02-27	2010-02-16
300 ALCON	P	2007-06-13	2010-02-12
200 ALCON	P	2006-04-27	2010-02-12
500 PARKER	P	2006-09-19	2010-01-11
1,000 00 ITT	P	2007-11-21	2010-01-11
100 EMERSON	P	2008-03-27	2010-01-11
1,400 00 EMERSON	P	2008-02-07	2010-01-11
1,200 00 XEROX	P	2007-11-12	2009-11-16
4,000 00 XEROX	P	2007-05-25	2009-11-16
8,400 00 XEROX	P	2007-04-13	2009-11-16
500 QUEST	P	2003-09-16	2009-11-04
1,400 00 ACCENTURE	P	2005-11-30	2009-11-04
1,000 00 AFFILIATED	P	2007-11-21	2009-11-10
1,000 00 AFFILIATED	P	2007-08-31	2009-11-10
2,000 00 WESTERN	P	2006-10-03	2009-09-18
185 NIKE	P	2008-04-14	2009-09-03
700 NIKE	P	2008-01-10	2009-09-03
320 BURLNGTN	P	2008-02-27	2009-09-03
500 BURLNGTN	P	2008-02-07	2009-09-03
500 VARIAN	P	2006-07-26	2009-07-09
500 VARIAN	P	2005-03-23	2009-07-09
100 STRYKER	P	2003-10-30	2009-07-09
200 STRYKER	P	2003-09-16	2009-07-09
600 QUEST	P	2003-09-16	2009-07-09
300 EXPRESS	P	2003-10-30	2009-07-09

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
5,362		5,480	-118
73,457		86,135	-12,678
17,048		17,351	-303
8,524		7,864	660
70,000		66,392	3,608
38,000		34,291	3,709
47,039		39,545	7,494
31,360		20,116	11,244
27,838		25,618	2,220
50,501		60,477	-9,976
4,356		5,165	-809
60,979		70,207	-9,228
9,103		19,647	-10,544
30,343		75,600	-45,257
63,720		146,931	-83,211
28,075		15,087	12,988
52,082		40,030	12,052
55,124		39,699	15,425
55,124		50,272	4,852
38,979		40,030	-1,051
9,879		12,280	-2,401
37,381		43,434	-6,053
26,148		28,877	-2,729
40,855		43,458	-2,603
15,800		21,169	-5,369
15,800		17,588	-1,788
3,709		4,077	-368
7,418		7,492	-74
32,917		18,104	14,813
19,625		4,089	15,536

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) FM V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-118
			-12,678
			-303
			660
			3,608
			3,709
			7,494
			11,244
			2,220
			-9,976
			-809
			-9,228
			-10,544
			-45,257
			-83,211
			12,988
			12,052
			15,425
			4,852
			-1,051
			-2,401
			-6,053
			-2,729
			-2,603
			-5,369
			-1,788
			-368
			-74
			14,813
			15,536

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1,400 00 RAYTHEON	P	2007-11-27	2009-06-04
1,100 00 PATTERSON	P	2007-11-27	2009-04-30
1,600 00 PATTERSON	P	2007-11-21	2009-04-30
200 PATTERSON	P	2007-06-13	2009-04-30
600 PATTERSON	P	2005-11-25	2009-04-30
600 PATTERSON	P	2003-10-30	2009-04-30
700 PATTERSON	P	2003-09-16	2009-04-30
1,607 00 SHISEIDO	P	2009-03-24	2010-03-03
436 NINTENDO	P	2009-08-03	2010-03-25
445 FUJIFILM	P	2009-03-24	2010-03-05
525 TECHNIP	P	2009-03-24	2010-02-22
331 NOVARTIS	P	2009-10-15	2010-01-20
337 NOVARTIS	P	2009-05-08	2010-01-20
172 NOVARTIS	P	2009-04-14	2010-01-20
329 NOVARTIS	P	2009-04-14	2010-01-14
75 NOVARTIS	P	2008-09-08	2010-01-14
425 NOVARTIS	P	2008-09-08	2010-01-12
620 NOVARTIS	P	2008-09-08	2010-01-08
1,761 00 STATOIL	P	2009-10-15	2009-12-07
269 NOVARTIS	P	2008-09-08	2009-12-02
785 NEWMONT	P	2009-03-24	2009-10-28
652 MAGNA	P	2009-03-24	2009-11-06
448 BARRICK	P	2009-03-24	2009-11-18
494 SUNCOR	P	2009-03-24	2009-10-01
77 SOCIETE	P	2008-01-09	2009-10-02
50 SOCIETE	P	2007-12-06	2009-10-02
460 SOCIETE	P	2007-12-06	2009-10-01
495 SOCIETE	P	2007-12-06	2009-10-01
221 BP	P	2008-12-04	2009-10-27
416 BP	P	2008-10-14	2009-10-27

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
62,520		86,135	-23,615
22,379		33,088	-10,709
32,551		47,064	-14,513
4,069		7,474	-3,405
12,207		22,207	-10,000
12,207		19,422	-7,215
14,241		20,305	-6,064
35,710		23,703	12,007
17,971		14,802	3,169
14,332		10,099	4,233
38,468		20,134	18,334
17,706		17,122	584
18,027		12,822	5,205
9,201		6,338	2,863
17,457		12,123	5,334
3,980		3,952	28
22,339		22,394	-55
32,302		32,668	-366
43,473		43,526	-53
15,133		14,174	959
32,684		34,077	-1,393
32,845		18,062	14,783
19,639		14,589	5,050
16,551		11,794	4,757
1,183		2,053	-870
768		1,476	-708
7,179		13,580	-6,401
7,725		16,292	-8,567
12,810		9,976	2,834
24,113		19,825	4,288

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) FM V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-23,615
			-10,709
			-14,513
			-3,405
			-10,000
			-7,215
			-6,064
			12,007
			3,169
			4,233
			18,334
			584
			5,205
			2,863
			5,334
			28
			-55
			-366
			-53
			959
			-1,393
			14,783
			5,050
			4,757
			-870
			-708
			-6,401
			-8,567
			2,834
			4,288

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
2,370 00 STORA	P	2009-03-24	2009-09-14
967 IVANHOE	P	2009-03-24	2009-09-08
1,382 00 DAI	P	2009-03-24	2009-09-24
5,301 00 ALCATEL	P	2009-03-24	2009-08-27
240 ANGLOGOLD	P	2009-03-24	2009-09-04
241 TDK	P	2009-03-24	2009-08-21
180 TDK	P	2009-03-24	2009-08-20
355 TDK	P	2009-03-24	2009-07-29
514 SUNCOR	P	2009-03-24	2009-08-20
1,912 00 STORA	P	2009-03-24	2009-08-21
845 STORA	P	2009-03-24	2009-08-20
5,547 00 STORA	P	2009-03-24	2009-08-05
722 NEWMONT	P	2009-03-24	2009-08-14
1,200 00 MAGNA	P	2009-03-24	2009-08-04
303 CURRENCY	P	2009-03-24	2009-08-06
4,000 00 ALCATEL	P	2009-03-24	2009-08-26
402 TECHNIP	P	2009-03-24	2009-07-27
657 SUNCOR	P	2009-03-24	2009-07-01
179 ROHM	P	2009-03-24	2009-07-01
345 NEWMONT	P	2009-03-24	2009-07-06
340 FUJIFILM	P	2009-03-24	2009-07-17
3,815 00 ELECTRBRS	P	2009-03-25	2009-07-10
1,185 00 COMPANHIA	P	2009-03-24	2009-07-22
266 NEXEN	P	2009-03-24	2009-06-03
135 TECHNIP	P	2009-03-24	2009-05-08
754 SEKISUI	P	2009-03-24	2009-05-15
269 CURRENCYSHARES	P	2009-03-24	2009-04-30
1,518 00 CAMECO	P	2009-03-24	2009-04-30
593 STORA	P	2009-03-24	2009-04-23
2,377 00 STORA	P	2007-12-11	2009-04-23

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
17,208		8,156	9,052
11,160		5,037	6,123
19,153		13,063	6,090
20,025		9,764	10,261
10,209		8,677	1,532
13,674		9,775	3,899
10,069		7,301	2,768
18,558		14,400	4,158
16,398		12,271	4,127
12,953		6,580	6,373
5,634		2,908	2,726
35,751		22,101	13,650
29,318		31,342	-2,024
60,204		33,243	26,961
43,456		41,141	2,315
15,064		7,368	7,696
24,621		15,417	9,204
19,606		15,685	3,921
6,376		4,806	1,570
13,551		14,976	-1,425
10,374		7,716	2,658
48,090		41,413	6,677
34,666		26,891	7,775
6,776		4,465	2,311
6,010		5,177	833
7,083		5,949	1,134
27,113		27,269	-156
34,080		26,635	7,445
2,992		2,208	784
11,992		37,603	-25,611

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) FM V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			9,052
			6,123
			6,090
			10,261
			1,532
			3,899
			2,768
			4,158
			4,127
			6,373
			2,726
			13,650
			-2,024
			26,961
			2,315
			7,696
			9,204
			3,921
			1,570
			-1,425
			2,658
			6,677
			7,775
			2,311
			833
			1,134
			-156
			7,445
			784
			-25,611

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
616 STORA	P	2007-10-29	2009-04-23
1,319 00 NOKIA	P	2008-10-15	2009-04-23
432 MAGNA	P	2009-03-24	2009-04-03
1,212 00 IVANHOE	P	2009-03-24	2009-04-02
5,276 00 ALCATEL	P	2009-03-24	2009-04-08
639 HSBC	P	2009-03-20	2009-04-21
1,962 00 ALUMINA	P	2009-03-24	2009-04-09

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,108		10,809	-7,701
19,694		22,112	-2,418
14,450		11,968	2,482
8,243		6,313	1,930
10,808		9,718	1,090
9,132			9,132
7,715		7,077	638

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) 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	
			-7,701
			-2,418
			2,482
			1,930
			1,090
			9,132
			638


Form 990PF Part VIII Line 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
Gail Rodkin	Board Member 0 00	0		
1919 Torrance Blvd Torrance, CA 90501				
Oraetta Minor	Board Member 0 00	0		
1919 Torrance Blvd Torrance, CA 90501				
Lorraine Martinez	Board Member 0 00	0		
1919 Torrance Blvd Torrance, CA 90501				
Lorne Hutton	Board Member 0 00	0		
1919 Torrance Blvd Torrance, CA 90501				
Scott Gerke	Board Memeber 0 00	0		
1001 G Street NW Washington, DC 20001				
DeWayne Odom	Board Member 0 00	0		
1919 Torrance Blvd Torrance, CA 90501				
Steve Center	Secretary/ Trea 1 00	0		
1919 Torrance Blvd Torrance, CA 90501				
Gary Kessler	President 1 00	0		
1919 Torrance Blvd Torrance, CA 90501				
Kazuhiro Odaka	Vice President 1 00	0		
1919 Torrance Blvd Torrance, CA 90501				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Los Angeles Harbor College Foundati 1111 Figueroa Place Willmington, CA 90744		Public	Return of grant given in a prior year for non compliance with grant stipulations	-20,065
Torrance Unified School District2335 Plaza del Amo Torrance, CA 90501	N/A	Public	Designed to educate and inspire youth to consider careers in science, technology, engineering and math (STEM), the Endeavour Academy provides middle and high school students with exciting, hands-on activities focused on applied science and engineering Each grade level concentrates on a specific theme ranging from Aerospace Technology to Engineering Design In addition, the program increases team building and leadership skills The funding will be utilized to continue program at West High School in Torrance, Calif	50,000
Winston-Salem State University601 S Martin Luther King Jr Drive Winston Salem, NC 27110	N/A	Public	Middle and high school girls interest in science, technology, engineering and mathematics (STEM) fields increase while participating in monthly activity-based seminars during the school year and a two-week summer institute on the university campus	31,800
The Hispanic College Fund Inc1301 K Street Suite 450A Washington, DC 20005	N/A	Public	Students from three Los Angeles High Schools network with STEM-Field professionals, attend college and career fairs and compete for scholarships while participating in a four-day summer residency program on the UCLA campus, and receive continued support and information services during the school year	25,000
South End Technology Center359 Columbus Avenue Boston, MA 02116	N/A	Public	Youth, ages 14-19 spend 12 weeks during the school year exploring emerging technologies and sciences and spend the summer teaching elementary and middle school students at community centers throughout Boston what they have learned	60,000
South Carolina Aquarium100 Aquarium Wharf Charleston, SC 29401	N/A	Public	Underrepresented and minority high school youth explore environmental careers through a nine-month, immersive program working with sea turtles in the Aquariums Sea Turtle Hospital	38,200
Self Reliance Foundation1201 Connecticut Ave NW Ste 707 Washington, DC 20036	N/A	Public	Revolving around a few core science areas, the Kids' Science Challenge, a national competition, allows students grades 3-6 to submit experiments or problems for real scientists and engineers to solve The winning students work with the scientists to bring their ideas to fruition	60,000
Pro Peninsula740 13th St Ste 502 San Diego, CA 92101	N/A	Public	Elementary students, grades 4-6 from San Diego, correspond with students in Alaska and Mexico, and receive lessons on the migratory and behavioral characteristics of green sea turtles and gray whales to help foster a global view of marine science and promote an early interest in environmental issues	20,000
Operation Reach Inc2115 Carondelet St New Orleans, LA 70130	N/A	Public	Underserved youth, ages 16-21 spend nine months exploring alternative green careers while learning the ins and outs of converting raw organic materials such as vegetable oil into biodiesel fuel	60,000
Oak Ridge Associated Universities 130 Badger Avenue Oak Ridge, TN 37831	N/A	Public	Low-income, minority high school scholars who have participated in a regional or national Science Bowl competition will receive full college tuition for two years, a stipend to cover miscellaneous expenses and placement in a 10-week paid internship in an ORAU research laboratory	50,000
National Science Resources Center 901 D St SW Suite 704B Washington, DC 20024	N/A	Public	Approximately 100, 5-12 grade teachers participate in week-long residential, theme-based academies focused on life, earth or physical science and supported by the unparalleled resources of the Smithsonian Institutions museums and research facilities	54,000
Mountains to Sound Greenway Trust 911 Western Ave Ste 523 Seattle, WA 98104	N/A	Public	Students in grades 5-10 learn about the challenges of sustaining a healthy, natural environment by exploring the connection between soil, water and trees through in-class activities, field studies and service learning projects	30,000
Los Angeles Conservation Corps605 W Olympic Blvd Suite 450 Los Angeles, CA 90015	N/A	Public	To build upon existing environmental coursework, the Corps two environmentally-themed charter high schools will create outdoor classrooms that will include a watershed area, a weather station, compost pile, bird feeders and a butterfly garden, among other things	60,000
Irvine Nature Center11201 Garrison Forest Road Owings Mills, MD 21117	N/A	Public	The program trains middle and high school students to teach elementary school youth about biodiversity and ecology in their own schoolyards while working with elementary schools to plan and implement schoolyard habitat improvement projects	51,396
Indianapolis Parks Foundation615 N Alabama St Ste 119 Indianapolis, IN 46204	N/A	Public	Youth at eight low-income public elementary schools receive weekly experiential, hands-on environmental activities with a focus on basic habitats, biodiversity, animal adaptations and wetlands	60,000
Total 3a				1,080,551

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Groundwork Hudson Valley6 Wells Ave Yonkers, NY 10701	N/A	Public	Powered by solar, wind, and biofuels, the Science Barge is a floating, sustainable farm utilized to teach students, grades 3-12 about alternative methods used to grow/produce/conserv e food, energy and/or water	49,176
Garden School Foundation1660 Stanford Street Santa Monica, CA 90404	N/A	Public	Students at 24th Street Elementary School gain environmental comprehension and ecological understanding while learning healthy cooking and eating habits Each week they work together to harvest from the school's gardens using a list of ingredients provided by two local volunteer chefs	26,808
Fairchild Tropical Botanic Garden10901 Old Cutler Rd Miami, FL 33156	N/A	Public	Students in grades K-12 and their schools register to compete in a series of grade-specific, environmentally-focused challenges with an opportunity to win small grant awards to use towards environmental conservation efforts in their schools or communities	59,800
Environmental Charter High School16315 Grevillea Ave Lawndale, CA 90260	N/A	Public	Mathematical formulas and concepts are integrated with environmental practices such as composting, water conservation and food production to emphasize the importance of sustainability and provide high school students with real-world connections	54,811
Education Foundation of Harris County6300 Irvington Blvd Houston, TX 77022	N/A	Public	Using childrens literature, Pre-K-3rd grade teachers enhance their abilities to teach basic concepts of physical properties, density, force and motion by attending monthly professional development workshops during the school year and over the summer	59,600
Community Haven for Adults and Children4405 DeSoto Rd Sarasota, FL 34235	N/A	Public	High school youth with disabilities become mentors to their severely disabled peers after spending 8 weeks on CHACs Organic Farm learning about organic gardening, natural recycling and how sustainable farming is vital to their future	40,000
Breakthrough Collaborative545 Sansome St Ste 700 San Francisco, CA 94111	N/A	Public	Motivated low-income middle school students begin their Breakthrough experience with an intensive, six-week summer program focused on math and science, continuing with after-school and Saturday sessions during the school year All classes are taught by high school and college students interested in the teaching profession	60,000
Appalachian Trail Conservancy799 W Washington St Harpers Ferry, WV 25425	N/A	Public	Throughout the school year, K-12 educators receive professional development training on using the Appalachian Trail as a multidisciplinary, educational resource for ecology field studies, classroom curriculum, and service-learning	50,025
Advancement Through Opportunity and Know1200 W 37th Place Los Angeles, CA 90007	N/A	Public	Minority and at-risk boys, grades 3-12 receive the skills and support they need to succeed academically, emotionally and socially Services provided include, but are not limited to all-boy classrooms, mentoring, tutoring, enrichment activities in STEM subjects, summer programming and family intervention/ support services	50,000
Total  3a				1,080,551