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

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning **JUN 1, 2009**, and ending **MAY 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 OAK TREE CHARITABLE FOUNDATION	A Employer identification number 95-4506950
Number and street (or P O box number if mail is not delivered to street address) 285 WEST HUNTINGTON DRIVE	B Telephone number (626)574-6346
City or town, state, and ZIP code ARCADIA, CA 91066	

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

I Fair market value of all assets at end of year <small>(from Part II, col. (c), line 16)</small> ► \$ 3,791,035.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <small>(Part I, column (d) must be on cash basis)</small>
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Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	14.	14.		STATEMENT 1
4 Dividends and interest from securities	91,075.	91,075.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	31,157.			
b Gross sales price for all assets on line 6a	1,232,298.			
7 Capital gain net income (from Part IV, line 2)		31,157.		
8 Net short-term capital gain				RECEIVED
9 Income modifications				
Gross sales less returns and allowances				003
10a				OCT 15 2010
b Less Cost of goods sold				RS-01
c Gross profit or (loss)				
11 Other income				OGDEN, UT
12 Total. Add lines 1 through 11	122,246.	122,246.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees	STMT 3	4,500.	4,500.	0.
c Other professional fees	STMT 4	20,586.	20,586.	0.
17 Interest				
18 Taxes				
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	STMT 5	2,988.	0.	0.
24 Total operating and administrative expenses. Add lines 13 through 23		28,074.	25,086.	0.
25 Contributions, gifts, grants paid		270,043.		270,043.
26 Total expenses and disbursements. Add lines 24 and 25		298,117.	25,086.	270,043.
27 Subtract line 26 from line 12:		-175,871.		
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		97,160.		
c Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	120,943.	92,571.	92,571.
	2	Savings and temporary cash investments	509,068.	282,705.	282,705.
	3	Accounts receivable ► 55,140.			
		Less: allowance for doubtful accounts ►	61,874.	55,140.	55,140.
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use	4,156.	1,819.	1,819.
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations	STMT 7	1,447,309.	1,444,354.
	b	Investments - corporate stock	STMT 8	1,537,102.	1,914,446.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ►			
		Less accumulated depreciation ►			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers)	3,680,452.	3,791,035.	3,791,035.
Liabilities	17	Accounts payable and accrued expenses	51,231.	48,365.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ► PROMISES TO GIVE)	50,000.	32,500.	
	23	Total liabilities (add lines 17 through 22)	101,231.	80,865.	
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	3,579,221.	3,710,170.	
	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	3,579,221.	3,710,170.	
	31	Total liabilities and net assets/fund balances	3,680,452.	3,791,035.	

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	3,579,221.
2	Enter amount from Part I, line 27a	2	-175,871.
3	Other increases not included in line 2 (itemize) ►	3	306,820.
4	Add lines 1, 2, and 3	4	3,710,170.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,710,170.

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 STOCK SALE			P		
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 1,232,298.		1,201,141.	31,157.		
b					
c					
d					
e					
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	31,157.		
a			31,157.		
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	31,157.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }		3	N/A	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	261,028.	3,767,846.	.069278
2007	283,795.	4,667,268.	.060805
2006	281,387.	4,396,161.	.064007
2005	245,520.	3,839,955.	.063938
2004	299,309.	3,740,708.	.080014

2 Total of line 1, column (d) 2 .338042

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 .067608

4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 4 3,794,084.

5 Multiply line 4 by line 3 5 256,510.

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 972.

7 Add lines 5 and 6 7 257,482.

8 Enter qualifying distributions from Part XII, line 4 8 270,043.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	1 2 3 4 5	972. 0. 972. 0. 972.
	Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
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-)		
3	Add lines 1 and 2		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,040.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1,040.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	68.
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax ►	11	0.

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11		
12		
13	X	
14	SHERWOOD C CHILLINGWORTH Located at ► 285 W HUNTINGTON DR, ARCADIA, CA	Telephone no. ► (626) 574-6346 ZIP+4 ► 91066
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15 N/A

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

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

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

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

5a During the year did the foundation pay or incur any amount to:		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	► <input type="checkbox"/>
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? <i>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</i>	N/A	<input type="checkbox"/> Yes <input type="checkbox"/> No
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i>	6b	X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	N/A	7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		0.	0.	0.

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

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

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

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

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

Total number of others receiving over \$50,000 for professional services**0****Part IX-A Summary of Direct Charitable Activities**

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

Expenses

1	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments

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

Amount

1	N/A	
2		
3		
Total. Add lines 1 through 3		0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	3,711,776.
b Average of monthly cash balances	1b	140,086.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	3,851,862.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	3,851,862.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	57,778.
5 Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,794,084.
6 Minimum investment return. Enter 5% of line 5	6	189,704.

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

1 Minimum investment return from Part X, line 6	1	189,704.
2a Tax on investment income for 2009 from Part VI, line 5	2a	972.
b Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	972.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	188,732.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	188,732.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	188,732.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	270,043.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	270,043.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	972.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	269,071.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				188,732.
2 Undistributed income, if any, as of the end of 2008			0.	
a Enter amount for 2008 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	114,896.			
b From 2005	55,812.			
c From 2006	65,825.			
d From 2007	53,852.			
e From 2008	74,704.			
f Total of lines 3a through e	365,089.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 270,043.			0.	
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount			188,732.	
e Remaining amount distributed out of corpus	81,311.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	446,400.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income. Subtract line 4b from line 2b			0.	
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	114,896.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	331,504.			
10 Analysis of line 9:				
a Excess from 2005	55,812.			
b Excess from 2006	65,825.			
c Excess from 2007	53,852.			
d Excess from 2008	74,704.			
e Excess from 2009	81,311.			

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)				
<i>a Paid during the year</i>				
SEE ATTACHED STATEMENT				270,043.
Total				► 3a 270,043.
<i>b Approved for future payment</i>				
NONE				
Total				► 3b 0.

923611 02-02-10

Form 990-PF (2009)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion 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				14	14.
4 Dividends and interest from securities				14	91,075.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory				18	31,157.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		122,246.	0.
13 Total. Add line 12, columns (b), (d), and (e)	13				122,246.

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

OAK TREE CHARITABLE FOUNDATION

GRANTS & CONTRIBUTIONS

2009: Fiscal Year Ended 5/31/2010

EIN: 95-4506950

Check#	Date	Description	Amount
2876	5/30/2010	American Association of Equine Practitioners	\$ 10,000
2873	5/21/2010	American Diabetes Association	1,500
2823	10/15/2005	American Red Cross	500
2820	9/21/2009	Boys & Girls Club of Pasadena	200
2808	6/18/2009	California Equine Retirement Foundation	2,500
2869	4/30/2010	California Foundation for Agriculture in the Classroom	500
2877	5/30/2010	California Thoroughbred Foundation	5,000
2835	12/15/2009	California Thoroughbred Horsemen's Foundation	5,393
2830	11/20/2009	Carmelite Sisters of the Most Sacred Heart	500
2837	12/15/2009	Casa Colina	1,000
2839	12/15/2009	Casa de las Amigas	500
2870	4/30/2010	Casa de las Amigas	450
2828	11/20/2009	CCF Sierra Madre Rotary Club	300
2797	6/10/2009	Chinese American Museum	500
2872	5/6/2010	Childrens Hospital of Orange County	4,000
2848	1/20/2010	City of Arcadia, Police Department	2,000
2855	2/3/2010	City of Hope	500
2843	12/18/2009	Colorado State University Foundation	1,667
2878	5/30/2010	Devil Pups	5,000
2834	12/15/2009	Don MacBeth Foundation	10,000
2859	3/3/2010	Edwin J. Gregson Foundation	80,000
2860	3/3/2010	Edwin J. Gregson Foundation	10,000
2866	4/26/2010	Equine Advocates	1,000
2822	10/5/2009	Fairplex Child Development Center	500
2879	5/30/2010	Foothill Unity Center	2,000
2867	4/27/2010	Grayson Jockey Club Research Foundation	1,500
2818	9/17/2009	Grayson Jockey Club Research Foundation	1,500
2836	12/15/2009	Grayson Jockey Club Research Foundation	2,000
2874	5/28/2010	Helen Woodward Animal Center	500
2838	12/15/2009	Hillsides Home for Children	500
2858	3/3/2010	Hillsides Home for Children	2,500
2847	1/20/2010	Jim Murray Memorial Foundation	750
2816	9/10/2009	LeRoy Haynes Center	2,500
2821	9/21/2009	Los Angeles Arboretum Foundation	100
2814	7/31/2009	Methodist Hospital Foundation	2,500
2809	6/23/2009	Methodist Hospital Foundation	600
2849	1/20/2010	Methodist Hospital Foundation	1,500
2861	3/5/2010	National Museum of Racing & Hall of Fame	1,500
2812	7/27/2009	National Museum of Racing & Hall of Fame	500
2853	2/3/2010	National Museum of Racing & Hall of Fame	10,000
2880	5/30/2010	Northern California Equine Foundation	5,000
2824	10/23/2009	Pacific Policy Research Foundation	1,000
2846	12/29/2009	Pasadena Humane Society	1,000
2875	5/28/2010	Pasadena Humane Society	1,000
2863	3/30/2010	Phoenix Regional Sports Commission	250
2864	3/30/2010	Phoenix Regional Sports Commission	1,500

OAK TREE CHARITABLE FOUNDATION

GRANTS & CONTRIBUTIONS

2009: Fiscal Year Ended 5/31/2010

EIN: 95-4506950

<u>Check#</u>	<u>Date</u>	<u>Description</u>	<u>Amount</u>
2831	12/1/2009	Race Track Chaplaincy of America	500
2857	3/1/2010	Race Track Chaplaincy of America, No. Cal. Chapter	10,500
2856	3/1/2010	Race Track Chaplaincy of America, So. Cal. Chapter	25,000
2819	9/21/2009	Race Track Chaplaincy of America	500
2826	10/29/2009	Race Track Chaplaincy of America	1,000
2842	12/18/2009	Racing Surfaces Testing Laboratory	1,666
2850	1/20/2010	Reins Therapeutic Horsemanship Program	500
2865	4/16/2010	Rosemary Children's Services	500
2868	4/28/2010	Sierra Madre Community Nursery School	250
2833	12/15/2009	Southern California Equine Foundation	6,000
2817	9/10/2009	Taking the Reins	2,500
2840	12/15/2009	The California 4-H Foundation	500
2810	7/2/2009	The Jockey Club Foundation	2,000
2829	11/20/2009	The Salvation Army	500
2862	3/15/2010	The Salvation Army	500
2807	6/18/2009	Thoroughbred Retirement Foundation	500
2841	12/18/2009	UC Regents, Davis	1,667
2844	12/18/2009	UC Regents, JD. Wheat Orthopedic Research Lab	2,500
2871	5/3/2010	Union Station Homeless Services	500
2852	2/3/2010	University of Kentucky - Joe Hirsch scholarship	5,000
2851	2/3/2010	University of So. California Mexican American Alumni Assoc.	2,500
2827	11/5/2009	Winners Foundation	21,250
			\$ 270,043

OAK TREE CHARITABLE FOUNDATION

95-4506950

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

SOURCE	AMOUNT
WELLS FARGO BANK ACCOUNT-666057831	14.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	14.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CORPORATE BONDS, TREASURY NOTES	54,023.	0.	54,023.
DIVIDENDS	37,052.	0.	37,052.
TOTAL TO FM 990-PF, PART I, LN 4	91,075.	0.	91,075.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING SERVICES	4,500.	4,500.		0.
TO FORM 990-PF, PG 1, LN 16B	4,500.	4,500.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WELLS FARGO INVESTMENTS FEES	20,586.	20,586.		0.
TO FORM 990-PF, PG 1, LN 16C	20,586.	20,586.		0.

OAK TREE CHARITABLE FOUNDATION

95-4506950

FORM 990-PF

OTHER EXPENSES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	721.	0.		0.
NON-QUALIFIED CONTRIBUTIONS	2,267.	0.		0.
TO FORM 990-PF, PG 1, LN 23	2,988.	0.		0.

FORM 990-PF

OTHER INCREASES IN NET ASSETS OR FUND BALANCES

STATEMENT 6

DESCRIPTION	AMOUNT
UNREALIZED GAIN FROM CHANGE IN FAIR VALUE OF INVESTMENTS	285,430.
FASB 116 DIFFERENCE IN CONTRIBUTIONS PER BOOKS	21,390.
TOTAL TO FORM 990-PF, PART III, LINE 3	306,820.

FORM 990-PF

U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVT OBLIGATIONS	X		1,444,354.	1,444,354.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,444,354.	1,444,354.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,444,354.	1,444,354.

FORM 990-PF

CORPORATE STOCK

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	1,914,446.	1,914,446.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,914,446.	1,914,446.

FORM 990-PF

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

STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JACK K ROBBINS 285 W HUNTINGTON DR ARCADIA, CA 91007	PRESIDENT 1.00	0.	0.	0.
SHERWOOD C CHILLINGWORTH 285 W HUNTINGTON DR ARCADIA, CA 91007	EXEC V P 1.00	0.	0.	0.
THOMAS R CAPEHART 285 W HUNTINGTON DR ARCADIA, CA 91007	V P 1.00	0.	0.	0.
JOHN H BARR 285 W HUNTINGTON DR ARCADIA, CA 91007	V P 1.00	0.	0.	0.
RICK M. ARTHUR 285 W HUNTINGTON DR ARCADIA, CA 91007	V P 1.00	0.	0.	0.
RICHARD MANDELLA 285 W HUNTINGTON DR ARCADIA, CA 91007	V P 1.00	0.	0.	0.
WARREN B. WILLIAMSON 285 W HUNTINGTON DR ARCADIA, CA 91007	V P 1.00	0.	0.	0.
ROBERT W. ZAMARRIPA 285 W HUNTINGTON DR ARCADIA, CA 91007	V P 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

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

STATEMENT 10

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

SHERWOOD C CHILLINGWORTH
285 W HUNTINGTON DRIVE
ARCADIA, CA 91066

TELEPHONE NUMBER

FORM AND CONTENT OF APPLICATIONS

WRITTEN STATEMENT OF PURPOSE OF ORGANIZATION, HOW FUNDS WILL BE USED, COPY OF TAX EXEMPTION LETTER FROM INTERNAL REVENUE SERVICE.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE