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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 **JUL 1, 2009**, and ending **JUN 30, 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 TARBLE FOUNDATION FKA LOUISE A. TARBLE FOUNDATION	A Employer identification number 20-3510478
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 11075 SANTA MONICA BLVD., #150	B Telephone number (310) 473-7575
	City or town, state, and ZIP code LOS ANGELES, CA 90025	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"/>
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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 59,299,853. (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			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	150.	150.		STATEMENT 2
4 Dividends and interest from securities	1,780,067.	1,780,067.		STATEMENT 3
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	<544,087.>			STATEMENT 1
b Gross sales price for all assets on line 6a	8,351,829.			
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	266.	266.		STATEMENT 4
12 Total Add lines 1 through 11	1,236,396.	1,780,483.		
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 5	60,635.	25,455.		35,180.
c Other professional fees STMT 6	135,061.	135,061.		0.
17 Interest				
18 Taxes STMT 7	10,006.	10,006.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 8	300.	52.		248.
24 Total operating and administrative expenses. Add lines 13 through 23	206,002.	170,574.		35,428.
25 Contributions, gifts, grants paid	5,500,000.			5,500,000.
26 Total expenses and disbursements. Add lines 24 and 25	5,706,002.	170,574.		5,535,428.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<4,469,606.>			
b Net investment income (if negative, enter -0-)		1,609,909.		
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	1,037.	842.	842.
	2 Savings and temporary cash investments	9,191,348.	5,635,506.	5,655,404.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 9	7,211,522.	7,210,138.	7,500,634.
	b Investments - corporate stock STMT 10	44,850,431.	43,938,246.	43,731,765.
	c Investments - corporate bonds STMT 11	2,379,705.	2,379,705.	2,411,208.
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)	63,634,043.	59,164,437.	59,299,853.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	63,634,043.	59,164,437.		
30 Total net assets or fund balances	63,634,043.	59,164,437.		
31 Total liabilities and net assets/fund balances	63,634,043.	59,164,437.		

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	63,634,043.
2 Enter amount from Part I, line 27a	2	<4,469,606.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	59,164,437.
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	59,164,437.

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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			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 8,351,829.		8,897,222.	<545,393.>

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	
a			
b			
c			
d			
e			<545,393.>

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	<545,393.>
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	38,014.	58,088,475.	.000654
2007	8,007,135.	78,025,402.	.102622
2006	8,670,301.	76,936,066.	.112695
2005	194,118.	62,716,564.	.003095
2004	0.	0.	.000000

2 Total of line 1, column (d)	2	.219066
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	.043813
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	57,707,649.
5 Multiply line 4 by line 3	5	2,528,345.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	16,099.
7 Add lines 5 and 6	7	2,544,444.
8 Enter qualifying distributions from Part XII, line 4 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.	8	5,535,428.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	16,099.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	16,099.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	16,099.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	36,244.
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	36,244.
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	20,145.
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> 20,145. Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

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

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	X
14	The books are in care of ► <u>SHUWARGER & COMPANY LLP</u> Telephone no. ► <u>(310) 473-7575</u> Located at ► <u>11075 SANTA MONICA BLVD., #150, LOS ANGELES, CA</u> ZIP+4 ► <u>90025</u>	
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 ► <u>15</u> <u>N/A</u>	

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 type="checkbox"/> Yes <input checked="" 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)? Organizations relying on a current notice regarding disaster assistance check here <u>N/A</u> <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <u>N/A</u>	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 <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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.) <u>N/A</u>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
If "Yes" to 6b, file Form 8870.

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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
JAN TARBLE 11075 SANTA MONICA BLVD., #150 LOS ANGELES, CA 90025	TRUSTEE 0.50	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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 3	

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	54,226,362.
b	Average of monthly cash balances	1b	4,360,084.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	58,586,446.
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	58,586,446.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	878,797.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	57,707,649.
6	Minimum investment return. Enter 5% of line 5	6	2,885,382.

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	2,885,382.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	16,099.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	16,099.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,869,283.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,869,283.
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	2,869,283.

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	5,535,428.
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	5,535,428.
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	16,099.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,519,329.

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				2,869,283.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006			488,982.	
d From 2007			4,171,979.	
e From 2008				
f Total of lines 3a through e	4,660,961.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 5,535,428.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				2,869,283.
e Remaining amount distributed out of corpus	2,666,145.			
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:	7,327,106.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	7,327,106.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006			488,982.	
c Excess from 2007			4,171,979.	
d Excess from 2008				
e Excess from 2009			2,666,145.	

TARBLE FOUNDATION

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

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶
- b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

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

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

NONE

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

NONE

- 2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a The name, address, and telephone number of the person to whom applications should be addressed:
-
- b The form in which applications should be submitted and information and materials they should include:
-
- c Any submission deadlines:
-
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
-

Part 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>				
ST. JOHN'S HEALTH CENTER FOUNDATION 1328 TWENTY SECOND STREET SANTA MONICA, CA 90404	N/A	PUBLIC	GENERAL PURPOSE	5000000.
NEVADA MUSEUM OF ART 160 W. LIBERTY STREET RENO, NV 89501	N/A	PUBLIC	GENERAL PURPOSE	500,000.
Total			▶ 3a	5500000.
<i>b Approved for future payment</i>				
NONE				
Total			▶ 3b	0.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES-CREDIT SUISSE	P		
b PUBLICLY TRADED SECURITIES-CREDIT SUISSE	P		
c PUBLICLY TRADED SECURITIES-CREDIT SUISSE	P		
d PUBLICLY TRADED SECURITIES-CREDIT SUISSE	P		
e PUBLICLY TRADED SECURITIES-CREDIT SUISSE	P		
f PUBLICLY TRADED SECURITIES-WILMINGTON TRUST	P		
g PUBLICLY TRADED SECURITIES-WILMINGTON TRUST	P		
h PUBLICLY TRADED SECURITIES-MERRILL LYNCH	P		
i			
j			
k			
l			
m			
n			
o			

(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 54,472.		43,321.	11,151.
b 231,900.		215,928.	15,972.
c 284,204.		232,084.	52,120.
d 913,147.		1,079,026.	<165,879.>
e 205,422.		223,506.	<18,084.>
f 1,198,956.		1,053,612.	145,344.
g 1,713,728.		2,298,116.	<584,388.>
h 3,750,000.		3,751,629.	<1,629.>
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			11,151.
b			15,972.
c			52,120.
d			<165,879.>
e			<18,084.>
f			145,344.
g			<584,388.>
h			<1,629.>
i			
j			
k			
l			
m			
n			
o			

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	<545,393.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PUBLICLY TRADED SECURITIES-CREDIT SUISSE	54,472.	43,321.	0.	PURCHASED 0.	11,151.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PUBLICLY TRADED SECURITIES-CREDIT SUISSE	231,900.	215,928.	0.	PURCHASED 0.	15,972.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PUBLICLY TRADED SECURITIES-CREDIT SUISSE	284,204.	232,084.	0.	PURCHASED 0.	52,120.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
PUBLICLY TRADED SECURITIES-CREDIT SUISSE	913,147.	1,079,026.	0.	PURCHASED 0.	<165,879.>	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
PUBLICLY TRADED SECURITIES-CREDIT SUISSE	205,422.	223,506.	0.	PURCHASED 0.	<18,084.>	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
PUBLICLY TRADED SECURITIES-WILMINGTON TRUST	1,198,956.	1,053,612.	0.	PURCHASED 0.	145,344.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
PUBLICLY TRADED SECURITIES-WILMINGTON TRUST	1,713,728.	2,298,116.	0.	PURCHASED 0.	<584,388.>	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES-MERRILL LYNCH	PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
3,750,000.	3,750,323.	0.	0.
			(F) GAIN OR LOSS
			<323.>
CAPITAL GAINS DIVIDENDS FROM PART IV			0.
TOTAL TO FORM 990-PF, PART I, LINE 6A			<544,087.>

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
BANK OF AMERICA	11.
WILMINGTON TRUST	139.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	150.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS-CREDIT SUISSE	16,660.	0.	16,660.
DIVIDENDS-CREDIT SUISSE	25,304.	0.	25,304.
DIVIDENDS-CREDIT SUISSE	94,128.	0.	94,128.
DIVIDENDS-MERRILL LYNCH	1,000,625.	0.	1,000,625.
DIVIDENDS-PFIZER	2,925.	0.	2,925.
DIVIDENDS-SNAP ON TOOLS INCORPORATED	1,200.	0.	1,200.
DIVIDENDS-WILMINGTON TRUST	120,215.	0.	120,215.
INTEREST-CORPORATE BONDS-MERRILL LYNCH	150,125.	0.	150,125.
INTEREST-FEDERAL FARM CREDIT BANK-MERRILL LYNCH	45,500.	0.	45,500.
INTEREST-FHLB-MERRILL LYNCH	107,338.	0.	107,338.
INTEREST-TAXABLE CA MUNI-MERRILL LYNCH	156,047.	0.	156,047.
INTEREST-U.S. GOV'T OBLIG.-MERRILL LYNCH	60,000.	0.	60,000.
TOTAL TO FM 990-PF, PART I, LN 4	1,780,067.	0.	1,780,067.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CLASS ACTION SETTLEMENT	266.	266.	
TOTAL TO FORM 990-PF, PART I, LINE 11	266.	266.	

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	50,360.	25,180.		25,180.
AUDIT FEES	10,000.	0.		10,000.
FIDUCIARY FEE	275.	275.		0.
TO FORM 990-PF, PG 1, LN 16B	60,635.	25,455.		35,180.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT	135,061.	135,061.		0.
TO FORM 990-PF, PG 1, LN 16C	135,061.	135,061.		0.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD	10,006.	10,006.		0.
TO FORM 990-PF, PG 1, LN 18	10,006.	10,006.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	105.	52.		53.
P.O. BOX RENTAL	110.	0.		110.
FILING FEES-FRANCHISE TAX BOARD	10.	0.		10.
FILING FEES-DEPARTMENT OF JUSTICE	75.	0.		75.
TO FORM 990-PF, PG 1, LN 23	300.	52.		248.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT 9
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
700,000 UNITED STATES TREAS NTS 5% 2/15/11	X		0.	0.
500,000 UNITED STATES TREAS NTS 5% 8/15/11	X		502,881.	525,840.
ACCRUED INTEREST PURCHASED	X		2,904.	2,904.
1,000,000 CALIFORNIA ST GO BDS SER 2007A 5.168% 10/1/37		X	0.	0.
1,000,000 FEDERAL HOME LOAN BANKS 4.9% 6/24/15	X		0.	0.
2,000,000 CALIFORNIA ST GO BDS 5.45% 4/1/15		X	1,988,905.	2,098,080.
500,000 FEDERAL HOME LOAN BANKS 3.7% 6/1/16	X		0.	0.
1,000,000 FEDERAL FARM CR BKS GLOBAL 4.5% 3/4/19	X		0.	0.
500,000 FEDERAL HOME LOAN BANKS 4.2% 5/13/19	X		252,250.	250,158.
1,900,000 CALIFORNIA ST GO BDS 6.2% 10/1/19		X	1,952,017.	1,986,203.
500,000 FEDERAL HOME LOAN BANKS 4.875% 5/13/24	X		498,634.	502,030.
500,000 FEDERAL HOME LOAN BK 4% 4/14/25	X		499,945.	508,440.
500,000 U.S. TREAS NOTES 3.625% 2/15/20	X		498,809.	528,280.

1,000,000 FEDERAL HOME LOAN BANKS	X		
CONS BD 3.85% 7/13/20		1,013,793.	1,003,750.
ACCRUED INTEREST RECEIVABLE	X	0.	38,249.
ACCRUED INTEREST RECEIVABLE	X	0.	56,700.
TOTAL U.S. GOVERNMENT OBLIGATIONS		3,269,216.	3,359,651.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS		3,940,922.	4,140,983.
TOTAL TO FORM 990-PF, PART II, LINE 10A		7,210,138.	7,500,634.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
3,606 SHS LONDON STOCK EXCHANG GROUP PLC LONDON	92,865.	30,396.
3,700 SHS HONG KONG EXCHANGES AND CLEARING LTD	19,239.	58,254.
1,375 SHS ALLEGHENY ENERGY INC	48,158.	28,435.
1,050 SHS BERKSHIRE HATHAWAY INC	73,824.	83,675.
3,551 SHS BROOKFIELD ASSET MGMT INC VTG	101,565.	80,324.
237 SHS CNOOC LTD SPONSORED ADR	29,356.	40,330.
2,181 SHS IMPERIAL OIL LTD	85,156.	79,432.
1,107 SHS LEGG MASON INC	101,233.	31,029.
2,413 SHS LEUCADIA NATIONAL CORP	66,232.	47,078.
1,478 SHS NYSE EURONEXT	130,140.	40,837.
2,134 SHS NASDAQ OMX GROUP INC	76,798.	37,943.
460 SHS AFFILIATED COMPUTER SERVICES INC CL A	0.	0.
1,066 SHS AMERICAN TOWER CORP CL A	32,008.	47,437.
912 SHS AUTODESK INC	25,396.	22,216.
267 SHS C R BARD INC	18,910.	20,701.
614 SHS BECKMAN COULTER INC	33,587.	37,018.
1,059 SHS BRINKER INTERNATIONAL INC	25,002.	15,313.
830 SHS CHESAPEAKE ENERGY CORP	28,806.	17,390.
2,375 SHS CORNING INC	0.	0.
580 SHS COVANCE INC	31,690.	29,766.
977 SHS CUMMINS ENGINE INC	25,843.	63,632.
1,843 SHS D R HORTON INC	43,776.	18,117.
735 SHS DARDEN RESTAURANTS INC	29,774.	28,555.
445 SHS EASTMAN CHEMICAL CO	23,681.	23,745.
920 SHS EATON VANCE CORP	25,049.	25,401.
820 SHS EXPRESS SCRIPTS INC	18,580.	38,556.
735 SHS GATX CORP	31,072.	19,610.
440 SHS GENERAL DYNAMICS CORP	28,097.	25,766.
1,305 SHS INTERNATIONAL RECTIFIER CORP	34,046.	24,286.
1,020 SHS JEFFERIES GROUP INC	27,859.	21,501.
907 SHS NEWFIELD EXPL CO	37,971.	44,316.
705 SHS PIONEER NAT RES CO	0.	0.
1,203 SHS PULTE GROUP INC	37,646.	9,961.
960 SHS RAYMOND JAMES FINL INC	27,842.	23,702.
1,744 SHS REPUBLIC SVCS INC	41,968.	51,849.

532 SHS THE SCOTTS MIRACLE GRO CO HLDG CO	23,899.	23,626.
145 SHS SNAP ON TOOLS CORP	5,534.	5,932.
886 SHS TJX COMPANIES INC	23,008.	37,168.
470 SHS UNION PACIFIC CORP	0.	0.
775 SHS XTO ENERGY INC	0.	0.
945 SHS YUM BRANDS INC	23,798.	36,893.
5,967 SHS AEGON N V ORD AMER REG	0.	0.
6,444 SHS ALUMINA LTD SPONSORED ADR	99,943.	32,413.
1,975 SHS ANGLOGOLD ASHANTI LTD SPONSORED ADR	59,048.	85,281.
2,911 SHS BARRICK GOLD CORP	101,754.	132,189.
2,214 SHS IVANHOE MINES LTD	17,950.	28,871.
2,160 SHS KT CORP	0.	0.
4,362 SHS KOREA ELEC PWR CO SPONSORED ADR RPSTG	83,743.	56,183.
779 SHS MAGNA INTERNATIONAL INC CL A	47,691.	51,383.
5,500 SHS NIPPON TELEGRAPH & TELEPHONE CORP	122,419.	111,870.
2,037 SHS ROYAL DUTCH SHELL PLC SPONSORED ADR	130,150.	98,346.
4,995 SHS SEKISUI HOUSE LTD	53,467.	43,127.
4,138 SHS SHISEIDO LTD	70,416.	92,120.
10,886 SHS STORA ENSO CORP	0.	0.
1,594 SHS SUNCOR ENERGY INC	0.	0.
2,633 SHS SWISSCOM SPON ADR	85,244.	89,585.
7,555 SHS TELECOM ITALIA S P A NEW SPON ADR REPSTG	181,238.	68,751.
3,572 SHS TOMKINS PLC ADS REPSTG 4 ORD SHS	0.	0.
2,198 SHS TOPPAN PRTG LTD ADR	0.	0.
3,525 SHS UNITED UTILS GROUP PLC SPON ADR	0.	0.
4,147 SHS VODAFONE GROUP PLC SPON ADR	84,260.	85,718.
1,081 SHS WACOAL HOLDINGS CORPORATION	69,764.	65,217.
751,000 SHS SNAP ON INC	28,267,640.	30,723,410.
784 SHS CONOCOPHILLIPS	43,326.	38,487.
671 SHS EXXON MOBIL CORPORATION	41,621.	38,294.
249 SHS ARCHER-DANIELS-MIDLAND COMPANY	0.	0.
402 SHS COCA-COLA COMPANY	17,282.	20,148.
681 SHS BRISTOL-MYERS SQUIBB CO	17,134.	16,984.
884 SHS JOHNSON & JOHNSON	53,721.	52,209.
1,539 SHS PFIZER	37,013.	21,946.
2,402 SHS GENERAL ELECTRIC CO	39,517.	34,637.
482 SHS 3M COMPANY	0.	0.
50 SHS GOOGLE INC	22,607.	22,248.
188 SHS INTERNATIONAL BUSINESS MACHINES CORP	15,062.	23,214.
1,687 SHS MICROSOFT CORP	42,590.	38,818.
462 SHS KIMBERLY CLARK CORP	27,257.	28,011.
713 SHS AES CORP	12,057.	6,588.
4,301 SHS PFIZER	91,697.	61,332.
42,000 SHS BEIJING CAPITAL INTERNATIONAL	41,528.	24,919.
570 SHS BORG WARNER INC	20,387.	21,284.
720 SHS CSX CORP	23,993.	35,734.
405 SHS GLOBAL PMTS INC	18,700.	14,799.
735 SHS HARRIS CORP	34,023.	30,613.
495 SHS INTEGRYS ENERGY GROUP INC	24,599.	21,651.
579 SHS VALSPAR CORP	14,999.	17,439.
19,896 SHS ALCATEL LUCENT SPON ADR	183,098.	50,536.
1,852 SHS BP PLC SPONS ADR	0.	0.
1,113 SHS ELECTROBRAS-CENTRAIS ELECTRICIAS ADR	14,722.	14,870.

3,905 SHS CENTRAIS ELECTRICAS BRASILEIRAS SA SPON	39,384.	61,816.
2,334 SHS FUJIFILM HOLDINGS	75,765.	68,260.
6,753 SHS GOLD FIELDS LTD	90,779.	90,288.
2,431 SHS NEWCREST MINING LTD ADR	51,963.	72,072.
1,947 SHS NEWMONT MINING CORP	0.	0.
6,409 SHS SK TELECOM LTD SPONSORED ADR	115,084.	94,405.
14,017 SHS SEGA SAMMY HLDGS INC	69,122.	49,760.
1,020 SHS TECHNIP SPONS ADR	0.	0.
253 SHS CURRENCY SHARES JAPANESE YEN TR ETF	0.	0.
863 SHS WAL MART STORES	39,474.	41,484.
904 SHS AKAMAI TECHNOLOGIES INC	31,986.	36,675.
811 SHS CORNING	0.	0.
22 SHS WESCO FINANCIAL CORP	0.	0.
660 SHS BURLINGTON NORTHERN SANTA FE	0.	0.
2,476 SHS EL PASO CORP	39,900.	27,508.
1,113 SHS ENCANA CORP	38,607.	33,768.
1,031 SHS FANNIE MAE	25,552.	353.
1,747 SHS GAZPROM O A O SPONSORED ADR	75,477.	33,193.
972 SHS ICICI BANK LTD SPONSORED ADR	41,200.	35,128.
767 SHS CARMAX INC	11,778.	15,263.
660 SHS HARSCO CORP	26,363.	15,510.
1,290 SHS INTERNATIONAL GAME TECHNOLOGY	35,991.	20,253.
1,220 SHS INTUIT INC	35,509.	42,419.
800 SHS SCIENTIFIC GAMES CORP CL A	26,372.	7,360.
625 SHS UNION PACIFIC CORP	0.	0.
3,236 SHS UBS AG	86,368.	43,407.
529 SHS DAIWA HOUSE IND LTD ADR	52,728.	48,124.
675 SHS HACHIJUNI BANK LTD ADR	41,692.	38,216.
4,390 SHS MS&AD INS GROUP HLDGS ADR	74,235.	47,601.
4,174 SHS NEXEN INC	93,347.	82,103.
2,855 SHS SANOFI AVENTIS SPONS ADR	103,274.	85,821.
6,408 SHS SUMITOMO TR & BKG LTD SPONSORED ADR	41,018.	33,091.
210 SHS SCHLUMBERGER LIMITED	19,044.	11,621.
108 SHS SEACOR SMIT INC	9,229.	7,631.
48 SHS COLGATE PALMOLIVE COMPANY	0.	0.
1,062 SHS GENERAL MILLS INCORPORATED	29,544.	37,722.
223 SHS PHILIP MORRIS INTERNATIONAL	8,248.	10,222.
221 SHS ALLERGAN	13,774.	12,875.
63 SHS AMAZON COM INC	0.	0.
771 SHS GENUINE PARTS COMPANY	34,347.	30,416.
1,443 SHS LAS VEGAS SANDS CORP	0.	0.
52 SHS NVR INC	0.	0.
900 SHS EQUIFAX	35,498.	25,254.
312 SHS ILLINOIS TOOL WORKS	17,562.	12,879.
2,062 SHS AVX CORP	0.	0.
88 SHS APPLE INC	8,026.	22,135.
216 SHS COGNIZANT TECHNOLOGY SOLUTIONS CORP	0.	0.
185 SHS HEWLETT-PACKARD CO	8,748.	8,007.
140 SHS QUALCOMM	0.	0.
196 SHS WATERS CORP	0.	0.
313 SHS CULLEN FROST BANKERS	0.	0.
23 SHS MARKEL CORP	11,087.	7,820.
1,034 SHS WELLS FARGO & CO	34,629.	26,470.

16,000 SHS BANK AMER CORP DEPOSITARY SH REPSTG 1/1000TH PFD SER J 7.25%	400,005.	365,120.
28,000 SHS BARCLAYS BK PLC SPONSORED ADR PEF SHS SER 5 8.125% PERPETUAL	700,005.	686,000.
28,000 SHS FEDERAL NATL MTG ASSN PFD SER T 8.25% PERPETUAL	700,005.	9,800.
8,000 SHS ING GROEP N V PFD REG S 7.375% PERPETUAL	200,005.	150,160.
671 SHS COVANTA HOLDING CORPORATION	0.	0.
552 SHS ANSYS INC	24,033.	22,395.
242 SHS BIO RAD LABS INC CL A	16,544.	20,931.
235 SHS CEPHALON INC	16,509.	13,336.
254 SHS FREEPORT MCMORAN COPPER & GOLD INC	9,433.	15,019.
2,327 SHS HELIX ENERGY SOLUTIONS GROUP INC	7,590.	25,062.
360 SHS INTERCONTINENTAL EXCH ANGE INC	21,397.	40,691.
829 SHS JOY GLOBAL INC	32,732.	41,525.
860 SHS PHARMACEUTICAL PROD DEV INC	30,159.	21,853.
340 SHS BOSTON PPTYS INC	30,358.	24,256.
7,000 SHS HENDERSON LAND DEVELOPMENT CO LTD	24,914.	41,351.
3,022 SHS ANGLO AMERN PLC ADR	37,767.	53,136.
139 SHS BHP BILLITON LTD SPONSORED ADR	0.	0.
138 SHS CME GROUP INC	26,017.	38,854.
1,280 SHS CARNIVAL CORP PAIRED CTF 1 COM CARNIVAL	48,705.	38,707.
590 SHS CHINA LIFE INS CO LTD SPONS ADR REPSTG	28,180.	38,468.
2,410 SHS CHINA UNICOM HONG KONG LTD ADR	25,984.	32,053.
1,093 SHS DISNEY WALT CO DISNEY	0.	0.
485 SHS GENZYME CORP COM FORMERLY COM GEN DIV	25,996.	24,623.
540 SHS HUANENG PWR INTL INC SPONSORED ADR SER N	0.	0.
153 SHS MASTERCARD INC CL A	33,557.	30,528.
1,350 SHS PHILIP MORRIS INTL INC	57,905.	61,884.
6,216 SHS RRI ENERGY INC	63,120.	23,559.
108 SHS RIO TINTO PLC SPONSORED ADR	10,684.	4,709.
1,403 SHS TIME WARNER INC	49,440.	40,561.
424 SHS TIME WARNER CABLE INC	0.	0.
350 SHS VORNADO RLTY TR SBI	12,895.	25,533.
1,938 SHS MARKET VECTORS ETF TR GAMING ETF	38,906.	44,021.
3,608 SHS CAMECO CORP	95,832.	76,778.
1,473 SHS IMPALA PLTUM HLD LTD SPONSORED ADR	32,030.	34,588.
3,890 SHS KAO CORP SPONSORED ADR REPSTG	78,855.	92,006.
6,957 SHS NOKIA CORP SPONSORED ADR	85,644.	56,700.
2,468 SHS NOVARTIS AG SPONSORED ADR	0.	0.
3,563 SHS PANASONIC CORP ADR	62,623.	44,644.
1,108 SHS ROHM CO LTD ADR	27,781.	33,619.
1,852 SHS SEVEN & I HLDGS CO LTD	89,678.	85,192.
781 SHS SIEMENS A G SPONSORED ADR	55,527.	69,923.
4,185 SHS SOCIETE GENERALE FRANCE SPON ADR	37,926.	35,167.
1,200 SHS TDK CORP AMERICAN DEP SHS	0.	0.
3,426 SHS WOLTERS KLUWER N V SPON ADR	59,444.	66,201.
403 SHS ATWOOD OCEANICS	0.	0.
158 SHS BAKER HUGHES	0.	0.
407 SHS CAMERON INTERNATIONAL CORPORATION	13,114.	13,236.
620 SHS CHEVRON CORP	61,376.	42,073.
477 SHS MCDERMOTT INTL	0.	0.

133 SHS MURPHY OIL CORP	0.	0.
7,000 SHS HENDERSON LAND DEVELOPMENT CO LTD	0.	0.
935 SHS SMITHFIELD FOODS	9,064.	13,932.
792 SHS WALGREEN COMPANY	19,129.	21,146.
586 SHS CARDINAL HEALTH INC	22,933.	19,695.
254 SHS COVANCE INC	0.	0.
296 SHS EXPRESS SCRIPTS INC	8,908.	13,918.
407 SHS GILEAD SCIENCES	17,575.	13,952.
322 SHS RESMED INC	0.	0.
283 SHS SCHERING-PLOUGH CORP	0.	0.
964 SHS SEPRACOR	0.	0.
201 SHS TECHNE CORP	11,014.	11,547.
1,050 SHS AECOM TECHNOLOGY CORP	27,658.	24,213.
608 SHS AVIS BUDGET GROUP INC	0.	0.
405 SHS BJ'S WHOLESALE CLUB INC	12,049.	14,989.
892 SHS CBL & ASSOCIATE PROPERTIES INC	0.	0.
334 SHS COACH INC	6,197.	12,208.
704 SHS CORPORATE EXECUTIVE BOARD	13,131.	18,494.
1,068 SHS CORRECTIONS CORP OF AMERICA	15,998.	20,377.
755 SHS EBAY INC	11,072.	14,806.
190 SHS FTI CONSULTING INC	0.	0.
435 SHS KBR INC	0.	0.
376 SHS LAMAR ADVERTISING CO CLASS A	0.	0.
2,057 SHS MGM MIRAGE INC	0.	0.
103 SHS STRAYER EDUCATION INC	0.	0.
448 SHS TARGET CORP	21,260.	22,028.
1,172 SHS UNITED RENTALS INC	6,052.	10,923.
304 SHS GRACO INC	11,726.	8,570.
165 SHS JACOBS ENGINEERING GROUP	0.	0.
440 SHS JOHNSON CONTROLS	7,447.	11,823.
303 SHS ROBERT HALF INTERNATIONAL INC	0.	0.
127 SHS SHAW GROUP INC	0.	0.
115 SHS UNIT CORPORATION	0.	0.
90 SHS ADOBE SYSTEMS	0.	0.
386 SHS AGILENT TECHNOLOGIES INC	7,188.	10,974.
801 SHS AUTODESK	15,946.	19,512.
1,293 SHS CISCO SYSTEMS	28,162.	27,554.
275 SHS COMPUWARE CORP	0.	0.
254 SHS CONVERGYS CORP	0.	0.
171 SHS DST SYSTEMS INC	0.	0.
917 SHS ELECTRONIC ARTS	28,941.	13,205.
1,553 SHS FAIRCHILD SEMICONDUCTOR INTERNATIONAL	9,424.	13,061.
885 SHS INTEL CORP	13,932.	17,213.
502 SHS NATIONAL INSTRS CORP	16,811.	15,954.
390 SHS ORACLE CORP	0.	0.
443 SHS TOTAL SYSTEM SERVICES INC	0.	0.
291 SHS YAHOO! INC	0.	0.
732 SHS ALCOA INC	8,588.	7,364.
438 SHS ECOLAB	13,962.	19,671.
102 SHS FREEPORT-MCMORAN COPPER & GOLD, INC.	0.	0.
57 SHS MONSANTO COMPANY	0.	0.
1,931 SHS OFFICEMAX INC	0.	0.
72 SHS SCOTTS MIRACLE-GRO COMPANY	0.	0.
60 SHS UNITED STATES STEEL CORP	0.	0.

185 SHS WEYERHAEUSER COMPANY	0.	0.
256 SHS AFLAC	0.	0.
35 SHS ALLEGHANY CORP DEL	10,267.	10,266.
1,593 SHS BANK OF AMERICA CORP	18,941.	22,891.
227 SHS BANK OF NEW YORK MELLON CORP	0.	0.
88 SHS GOLDMAN SACHS GROUP INC	9,865.	11,552.
925 SHS JPMORGAN CHASE & COMPANY	32,780.	33,864.
1,019 SHS JANUS CAPITAL GROUP INC	10,807.	9,049.
387 SHS LOEWS CORPORATION	13,029.	12,891.
388 SHS MORGAN STANLEY	10,150.	9,005.
169 SHS STATE STREET CORPORATION	0.	0.
662 SHS VALLEY NATIONAL BANCORP	13,280.	9,016.
1,008 SHS AT&T INC	28,156.	24,384.
631 SHS NEUSTAR INC CL A	11,219.	13,011.
1,018 SHS VERIZON COMMUNICATIONS	31,147.	28,524.
304 SHS ALLIANT ENERGY CORP	9,380.	9,649.
75 SHS EQT CORPORATION	4,525.	2,711.
663 SHS NV ENERGY INC	0.	0.
479 SHS PATTERSON-UTI ENERGY INC	0.	0.
2,825 SHS RRI ENERGY, INC.	0.	0.
268 SHS VECTREN CORPORATION	0.	0.
1,402 SHS ISHARES S&P 500 GROWTH INDEX FUND	54,027.	74,222.
1,051 SHS ISHARES TRUST RUSSELL 2000 VALUE INDEX FUND	66,926.	59,949.
604 SHS ISHARES MSCI EAFE GROWTH INDEX FUND	0.	0.
1,020 SHS VANGUARD EUROPE PACIFIC ETF	0.	0.
61,099.796 SHS VANGUARD HIGH YIELD CORP ADM	300,000.	332,994.
1,689 SHS VANGUARD EMERGING MARKETS ETF	51,472.	64,165.
54,490.161 SHS WILMINGTON SMALL-CAP STRATEGY FUND	522,265.	430,472.
80,090.111 SHS WILMINGTON MULTI-MANAGER REAL ASSET FUND INSTITUTIONAL	1,168,619.	969,891.
218,123.378 SHS WILMINGTON MULTI-MANAGER INTERNATIONAL-I	1,891,473.	1,302,197.
712 SHS AGILENT TECHNOLOGIES INC	21,994.	20,242.
942 SHS CABOT OIL AND GAS CORP	31,500.	29,503.
426 SHS GOODRICH CORP	31,260.	28,223.
510 SHS ONEOK INC	20,734.	22,058.
1,542 SHS PROGRESSIVE CORP OH	31,287.	28,866.
610 SHS REINSURANCE GROUP AMER INC	28,017.	27,883.
668 SHS URS CORP	32,318.	26,286.
864 SHS XILINK INC	21,847.	21,825.
1,960 SHS DE LA RUE PLC LA RUE CO PLC	30,062.	27,780.
617 SHS GREENLIGHT CAPITAL RE LTD CL A	16,061.	15,579.
157 SHS BOK FINANCIAL CORP	8,289.	7,453.
91 SHS BLACKROCK INC	16,441.	13,049.
1,241 SHS CB RICHARD ELLIS GROUP INC CL A	15,189.	16,890.
274 SHS DREAMWORKS ANIMATION SKG INC CL A	7,908.	7,823.
1,756 SHS FOREST CITY ENTERPRISES INC	26,339.	19,878.
2,415 SHS GRUPO TELEVISIA SA DE CV SPON ADR REPSTG	47,895.	42,045.
641 SHS DARDEN CORP	20,873.	17,224.
1,248 SHS LENDER PROCESSING SVCS INC	49,669.	39,075.
363 SHS LIBERTY MEDIA HLDG CORP CAP COM SER A	15,147.	15,213.

393 SHS SEARS HLDGS CORP	34,150.	25,407.
1,400 SHS HENDERSON LAND DEVELOPMENT CO LTD	185.	237.
1,947 SHS AXIS CAPITAL HLDGS LTD	58,052.	57,865.
3,450 SHS ALLIANZ SE SPONS ADR REPSTG	35,046.	34,493.
1,709 SHS ASTRAZENECA PLC SPONSORED ADR	80,901.	80,545.
2,399 SHS BP PCL SPONS ADR	71,717.	69,283.
8,286 SHS CAREFOUR SA ADR	73,997.	66,452.
5,384 SHS DAI NIPPON PRTG LTD JAPAN SPON ADR	75,155.	62,853.
3,765 SHS ELECTRICITE DE FRANCE ADR	38,705.	28,862.
2,416 SHS EMBRAER EMPRESA BRASILEIRA DE AERONAUTICA S A SPONSORED ADR	51,787.	50,615.
6,298 SHS FINMECCANICA SPA ADR	35,927.	32,939.
1,982 SHS GLAXOSMITHKLINE PLC SPONS ADR	80,620.	67,408.
5,577 SHS KINROSS GOLD CORP	101,988.	95,540.
1,373 SHS NINTENDO LTD ADR	44,842.	51,106.
2,505 SHS SUNCOR ENERGY INC	72,535.	73,747.
876 SHS TAKEDA PHARMACEUTICAL CO	18,877.	18,908.
738 SHS DEAN FOODS INC	13,348.	7,432.
1,476 SHS SUPERVALU INC	22,201.	16,000.
1,896 SHS BOSTON SCIENTIFIC CORP	20,046.	10,997.
315 SHS EDWARDS LIFESCIENCE CORP	15,908.	17,646.
430 SHS LIFEPOINT HOSPITALS INC	10,819.	13,502.
1,204 SHS AMERICAN EAGLE OUTFITTERS INC	15,587.	14,147.
530 SHS BIG LOTS INC	11,252.	17,008.
1,906 SHS BRINKER INTERNATIONAL	35,554.	27,561.
1,799 SHS CLEAR CHANNEL OUTDOOR HOLDINGS INC CL A	17,463.	15,615.
887 SHS FORD MOTOR CO	10,509.	8,941.
830 SHS GAMESTOP CORP CLASS A	18,372.	15,596.
731 SHS GANNETT CO	12,692.	9,839.
1,633 SHS GOODYEAR TIRE & RUBBER CO	21,177.	16,232.
847 SHS KROGER COMPANY	16,993.	16,677.
1,032 SHS PULTE GROUP	11,264.	8,545.
5,120 SHS AMR CORP	35,038.	34,714.
481 SHS CON-WAY INC	18,471.	14,440.
335 SHS SPX CORP	19,750.	17,691.
272 SHS UNITED TECHNOLOGIES CORP	16,737.	17,656.
2,211 SHS DELL INC	29,166.	26,665.
247 SHS GLOBAL PAYMENTS INC	11,052.	9,025.
948 SHS NATIONAL SEMICONDUCTOR CORP	12,136.	12,760.
874 SHS PITNEY-BOWES	19,614.	19,193.
662 SHS CARPENTER TECHNOLOGY CORP	12,893.	21,733.
1,477 SHS COMMERCIAL METALS CO	22,444.	19,526.
489 SHS DOW CHEMICAL CO	13,997.	11,599.
1,015 SHS STEEL DYNAMICS INC	16,213.	13,388.
371 SHS AMERICAN EXPRESS CO	14,184.	14,729.
1,308 SHS INTERACTIVE BROKERS GROUP INC-CL A	21,480.	21,713.
498 SHS MOODY'S CORPORATION	10,118.	9,920.
1,072 SHS SLM CORPORATION	11,398.	11,138.
626 SHS US BANCORP	15,453.	13,991.
1,032 SHS NRG ENERGY INC	26,564.	21,889.
1,661 SHS ISHARES TRUST S&P 500 INDEX FUND	192,346.	171,847.
1,474 SHS ISHARES S&P 500 VALUE INDEX FUND	82,680.	73,199.
1,005 SHS ISHARES TRUST COHEN & STEERS REALTY MAJORS INDEX FUND	52,231.	55,185.

940 SHS ISHARES TRUST RUSSELL 2000 GROWTH INDEX FUND	63,478.	62,576.
1,537 SHS ISHARES MSCI EAFE SMALL CAP INDEX FUND	55,003.	49,983.
1,222.942 SHS VANGUARD 500 INDEX FUND-SIGNAL CLASS	100,000.	95,879.
1,113 SHS CENOVUS ENERGY INC	36,359.	28,704.
ACCRUED DIVIDENDS	0.	5,290.
TOTAL TO FORM 990-PF, PART II, LINE 10B	43,938,246.	43,731,765.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
500,000 BANK AMER CORP SUB INTNTS BE 6.0 7/15/20	479,685.	493,875.
500,000 GE CAPITAL INTERNOTES 6% 8/15/09	500,005.	501,625.
500,000 GE CAPITAL INTERNOTES 5.1% 2/15/19	500,005.	502,485.
400,000 GE CAPITAL INTERNOTES 6% 4/15/38	400,005.	401,700.
500,000 BANK OF AMERICA CORP PERPETUAL PFD 8.125% 12/31/49	500,005.	482,965.
ACCRUED INTEREST RECEIVABLE	0.	28,558.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,379,705.	2,411,208.