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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** Oct 1, 2009, **and ending** Sep 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 <b>THE CAROL AND JAMES COLLINS FOUNDATION</b>		<b>A</b> Employer identification number 30-0100019
	Number and street (or P O box number if mail is not delivered to street address) <b>6101 W. CENTINELA AVE</b>	Room/suite <b>SUITE 100</b>	<b>B</b> Telephone number (see the instructions) (310) 645-0113
	City or town <b>CULVER CITY</b>	State ZIP code <b>CA 90230-6318</b>	<b>C</b> If exemption application is pending, check here <input type="checkbox"/> <b>D 1</b> Foreign organizations, check here <input type="checkbox"/> <b>2</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<b>H</b> 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			
<b>I</b> Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 12,266,537.		<b>J</b> 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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>REVENUE</b>				
<b>1</b> Contributions, gifts, grants, etc. received (att sch)	32,350.			
<b>2</b> Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
<b>3</b> Interest on savings and temporary cash investments	7.	7.		
<b>4</b> Dividends and interest from securities	391,847.	391,847.		
<b>5a</b> Gross rents				
<b>b</b> Net rental income or (loss)				
<b>6a</b> Net gain/(loss) from sale of assets not on line 10	821,777.			
<b>b</b> Gross sales price for all assets on line 6a	9,317,132.			
<b>7</b> Capital gain net income (from Part IV, line 2)		471,702.		
<b>8</b> Net short-term capital gain				
<b>9</b> Income modifications				
<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold				
<b>c</b> Gross profit/(loss) (att sch)				
<b>11</b> Other income (attach schedule) ROYALTY INCOME	-8,850.	-8,850.		
<b>12 Total.</b> Add lines 1 through 11	1,237,131.	854,706.		
<b>13</b> Compensation of officers, directors, trustees, etc	54,905.	13,726.		41,179.
<b>14</b> Other employee salaries and wages				
<b>15</b> Pension plans, employee benefits				
<b>16a</b> Legal fees (attach schedule)				
<b>b</b> Accounting fees (attach sch) L-16b Stmt	3,070.	1,535.		1,535.
<b>c</b> Other prof fees (attach sch) L-16c Stmt	47,788.	29,464.		18,324.
<b>17</b> Interest				
<b>18</b> Taxes (attach schedule)(see instr)				
<b>19</b> Depreciation (attach sch) and depletion				
<b>20</b> Occupancy	2,643.	1,321.		1,322.
<b>21</b> Travel, conferences, and meetings	8,960.	1,792.		7,168.
<b>22</b> Printing and publications				
<b>23</b> Other expenses (attach schedule) See Line 23 Stmt	703.	142.		561.
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	118,069.	47,980.		70,089.
<b>25</b> Contributions, gifts, grants paid	435,828.			525,828.
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	553,897.	47,980.		595,917.
<b>27 Excess of revenue over expenses and disbursements</b> Subtract line 26 from line 12:	683,234.			
<b>a</b> Excess of revenue over expenses and disbursements				
<b>b</b> Net investment income (if negative, enter -0-)		806,726.		
<b>c</b> Adjusted net income (if negative, enter -0-)				

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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				
	2	Savings and temporary cash investments	163,040.	81,858.	81,858.	
	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 (attach schedule) (see the instructions)				
	7	Other notes and loans receivable (attach sch)				
		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 (attach schedule)				
	b	Investments – corporate stock (attach schedule) L-10b Stmt	5,166,143.	5,487,787.	5,487,787.	
	c	Investments – corporate bonds (attach schedule) L-10c Stmt	5,849,201.	6,148,261.	6,148,261.	
	11	Investments – land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments – mortgage loans					
13	Investments – other (attach schedule) L-13 Stmt	502,537.	548,631.	548,631.		
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	<b>Total assets</b> (to be completed by all filers – see instructions Also, see page 1, item I)	11,680,921.	12,266,537.	12,266,537.		
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable	125,000.	35,000.		
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	<b>Total liabilities</b> (add lines 17 through 22)	125,000.	35,000.		
FUND ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	11,555,921.	12,231,537.		
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	<b>Total net assets or fund balances</b> (see the instructions)	11,555,921.	12,231,537.			
31	<b>Total liabilities and net assets/fund balances</b> (see the instructions)	11,680,921.	12,266,537.			

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	11,555,921.
2	Enter amount from Part I, line 27a	2	683,234.
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> ULD	3	
4	Add lines 1, 2, and 3	4	12,239,155.
5	Decreases not included in line 2 (itemize) <input type="checkbox"/> See Other Decreases Stmt	5	7,618.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) – Part II, column (b), line 30	6	12,231,537.

**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 shares MLC Company)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SCHEDULE ATTACHED	P	Various	Various
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 9,317,132.	0.	8,845,430.	471,702.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a 0.	0.	0.	471,702.
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	471,702.
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 the instructions) If (loss), enter -0- in Part I, line 8 ]	3	

**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 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 (column (b) divided by column (c))
2008		10,553,829.	
2007	779,654.	13,313,061.	0.058563
2006	699,501.	12,500,665.	0.055957
2005	586,330.	9,608,602.	0.061021
2004	390,744.	8,848,944.	0.044157

2 Total of line 1, column (d)	2	0.219698
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	0.054925
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	11,730,993.
5 Multiply line 4 by line 3	5	644,325.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,067.
7 Add lines 5 and 6	7	652,392.
8 Enter qualifying distributions from Part XII, line 4	8	595,917.

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 the instructions)**

1 a 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 instr.)			
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	16,135.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	16,135.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-		5	16,135.
6 Credits/Payments			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	7,300.	
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	7,300.	
8 Enter any <b>penalty</b> 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	8,835.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the 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>		X
c Did the foundation file <b>Form 1120-POL</b> for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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>		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>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If 'Yes,' has it filed a tax return on <b>Form 990-T</b> for this year?	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>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) <input type="checkbox"/>		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>	X	

**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)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>CAROL &amp; JAMES COLLINS FOUNDATION</u> Telephone no <u>(310) 645-0113</u> Located at <u>6101 W. CENTINELA AVE, SUITE 100, CULVER CITY, CA</u> ZIP + 4 <u>90230-6318</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>			

**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
1 a	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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	
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?	1 c	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 <u>20__ , 20__ , 20__ , 20__</u>		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 the instructions)	2 b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__ , 20__ , 20__ , 20__</u>		
3 a	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)	3 b	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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 instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**  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? **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 (see 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
CATHLEEN C. HESSION 6101 W. CENTINELA AVE, CULVER CITY, CA 90230	PRES, SEC, TREAS. 40.00	50,000.	0.	0.
JAMES COLLINS 6101 W. CENTINELA AVE, CULVER CITY, CA 90230	CHARIMAN 2.00	0.	0.	0.
CAROL L. COLLINS 6101 W. CENTINELA AVE, CULVER CITY, CA 90230	DIRECTOR 1.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc		0.	0.	0.

**2 Compensation of five highest-paid employees (other than those included on line 1— see 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
NONE				
0				
0				
0				
0				

Total number of other employees paid over \$50,000 None

**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 instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		N/A
-----		
-----		
-----		
-----		
<b>Total</b> number of others receiving over \$50,000 for professional services		None

**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 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 instructions	
3 -----	
<b>Total.</b> Add lines 1 through 3	

BAA

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

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b> Average monthly fair market value of securities	<b>1a</b>	11,235,312.
<b>b</b> Average of monthly cash balances	<b>1b</b>	151,845.
<b>c</b> Fair market value of all other assets (see instructions)	<b>1c</b>	522,481.
<b>d</b> Total (add lines 1a, b, and c)	<b>1d</b>	11,909,638.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	11,909,638.
<b>4</b> Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	178,645.
<b>5</b> Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	11,730,993.
<b>6</b> Minimum investment return. Enter 5% of line 5	<b>6</b>	586,550.

**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.)

<b>1</b> Minimum investment return from Part X, line 6	<b>1</b>	586,550.
<b>2a</b> Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	16,135.
<b>b</b> Income tax for 2009 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b> Add lines 2a and 2b	<b>2c</b>	16,135.
<b>3</b> Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	570,415.
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b> Add lines 3 and 4	<b>5</b>	570,415.
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b> Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	570,415.

**Part XII** **Qualifying Distributions** (see instructions)

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b> Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	<b>1a</b>	595,917.
<b>b</b> Program-related investments – total from Part IX-B	<b>1b</b>	
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the		
<b>a</b> Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b> Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	595,917.
<b>5</b> 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 instructions)	<b>5</b>	0.
<b>6</b> Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	595,917.

**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				570,415.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years: 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2009				
a From 2004				0.
b From 2005				113,734.
c From 2006				153,210.
d From 2007				125,365.
e From 2008				89,208.
f Total of lines 3a through e	481,517.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 595,917.				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2009 distributable amount				570,415.
e Remaining amount distributed out of corpus	25,502.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	507,019.			
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				
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 instructions			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) (see instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	507,019.			
10 Analysis of line 9				
a Excess from 2005	113,734.			
b Excess from 2006	153,210.			
c Excess from 2007	125,365.			
d Excess from 2008	89,208.			
e Excess from 2009	25,502.			

**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)

**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

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

JAMES AND CAROL COLLINS

**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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><i>a Paid during the year</i>                      SCHEDULE ATTACHED                      SCHEDULE ATTACHED                      SCHEDULE ATTACHED</p>	<p>N/A</p>	<p>PUBLIC</p>	<p>SCHEDULE ATTACHED</p>	<p>525,828.</p>
<p><b>Total</b> <span style="float: right;">▶ 3a</span></p>				<p>525,828.</p>
<p><i>b Approved for future payment</i>                      SCHEDULE ATTACHED                      SCHEDULE ATTACHED                      SCHEDULE ATTACHED</p>	<p>N/A</p>	<p>PUBLIC</p>	<p>SCHEDULE ATTACHED</p>	<p>35,000.</p>
<p><b>Total</b> <span style="float: right;">▶ 3b</span></p>				<p>35,000.</p>





**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 the organization

THE CAROL AND JAMES COLLINS FOUNDATION

Employer identification number

30-0100019

**Organization type** (check one)

**Filers of:**

Form 990 or 990-EZ

**Section:**

- 501(c)(\_\_\_\_) (enter number) organization  
 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation  
 527 political organization

Form 990-PF

- 501(c)(3) exempt private foundation  
 4947(a)(1) nonexempt charitable trust treated as a private foundation  
 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 33-1/3% support test of the regulations under sections 509(a)(1)/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 their Form 990, or check the box on line H 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).

**BAA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.**

**Schedule B (Form 990, 990-EZ, or 990-PF) (2009)**

Name of organization

Employer identification number

THE CAROL AND JAMES COLLINS FOUNDATION

30-0100019

**Part I** Contributors (see instructions)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	JAMES COLLINS ----- 6101 W. CENTINELA AVENUE ----- CULVER CITY CA 90230 -----	\$----- 32,350.	Person <input type="checkbox"/> Payroll <input 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)

Name of organization

Employer identification number

THE CAROL AND JAMES COLLINS FOUNDATION

30-0100019

**Part II** Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	500 SHARES OF PEPSICO STOCK	\$ 32,350.	05/06/10

Form 990-PF, Page 1, Part I, Line 23

**Line 23 Stmt**

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
SERVICE FEES	142.	142.		
FILING FEES	461.			461.
MISCELLANEOUS	100.			100.
Total	<u>703.</u>	<u>142.</u>		<u>561.</u>

Form 990-PF, Page 2, Part III, Line 5

**Other Decreases Stmt**

EXCISE TAX PAYMENTS	7,564.
ULD	54.
Total	<u>7,618.</u>

Form 990-PF, Page 6, Part VIII, Line 1

**Information about Officers, Directors, Trustees, Etc.**

(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
Person <input type="checkbox"/> Business <input type="checkbox"/> KELLY L. COLLINS 6101 W. CENTINELA AVE, CULVER CITY, CA 90230	DIRECTOR 1.00	0.	0.	0.
Person <input type="checkbox"/> Business <input type="checkbox"/> MELISSA COLLINS GUDIM 6101 W. CENTINELA AVE, CULVER CITY, CA 90230	DIRECTOR 1.00	0.	0.	0.

Total

0.    0.    0.

Form 990-PF, Page 1, Part I

**Line 16b - Accounting Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EUGENE LEWIS & ASSOC	TAX PREPARATION	3,070.	1,535.		1,535.
Total		<u>3,070.</u>	<u>1,535.</u>		<u>1,535.</u>

Form 990-PF, Page 1, Part I

**Line 16c - Other Professional Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PHILANTHROPIC ADMINI	ADMINISTRATIVE SERVICE	36,647.	18,323.		18,324.
PAYDEN & RYGEL	INVESTMENT MANAGEMENT	11,141.	11,141.		
Total		<u>47,788.</u>	<u>29,464.</u>		<u>18,324.</u>

Form 990-PF, Page 2, Part II, Line 10b

**L-10b Stmt**

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
PAYDEN US GROWTH LEADERS	908,732.	908,732.
MID-CAP SPYDERS	621,524.	621,524.
iSHARES RUSSELL 1000	249,607.	249,607.
PAYDEN GLOBAL EQUITY	440,673.	440,673.
VANGUARD SMALL CAP	506,759.	506,759.
MSCI EMERGING MARKET INDEX	295,929.	295,929.
SCHWAB S&P 500 INDEX FUND	2,238,692.	2,238,692.
VANGAURD REIT INDEX	225,871.	225,871.
Total	<u>5,487,787.</u>	<u>5,487,787.</u>

Form 990-PF, Page 2, Part II, Line 10c

**L-10c Stmt**

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
PAYDEN GNMA BOND FUND	429,589.	429,589.
PAYDEN HIGH INCOME FUND	2,821,601.	2,821,601.
PAYDEN EMERGING MARKET BOND FUND	319,829.	319,829.
PAYDEN CORE BOND FUND	2,577,242.	2,577,242.
Total	<u>6,148,261.</u>	<u>6,148,261.</u>

Form 990-PF, Page 2, Part II, Line 13

**L-13 Stmt**

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
INVESTMENT IN CB MINERALS COMPANY LLC	548,631.	548,631.
Total	<u>548,631.</u>	<u>548,631.</u>

# The Carol and James Collins Foundation

## Realized Gains and Losses

Fiscal Year Ended 9/30/2010

<i>Date</i>	<i>Tran Type</i>	<i>Shares</i>	<i>Security Name</i>	<i>Lot</i>	<i>Cost</i>	<i>Basis</i>	<i>Sales Price</i>	<i>Sale</i>	<i>G/L</i>
10/19/2009	Sell	-578 000	iShares Russell 1000 Growth Index	7	\$38 35	\$22,166.30	\$48 14	\$27,825 38	\$5,659 08
10/19/2009	Sell	-5428 000	Vanguard Bond Index Fund Total B	3	\$76 51	\$415,296 28	\$79 13	\$429,521.98	\$14,225 70
10/19/2009	Sell	-300 000	Vanguard Bond Index Fund Total B	2	\$76 50	\$22,950 00	\$79 13	\$23,739 24	\$789.24
10/19/2009	Sell	-2872 000	Vanguard Bond Index Fund Total B	1	\$76 48	\$219,650 56	\$79 13	\$227,263 66	\$7,613 10
10/19/2009	Sell	-3572 000	iShares Russell 1000 Growth Index	8	\$38 36	\$137,021 92	\$48 14	\$171,958.94	\$34,937 02
10/31/2009	Sell	-860000 000	Schwab US Treasury Money Fund	1	\$1 00	\$860,000 00	\$1 00	\$860,000.00	\$0 00
11/30/2009	Sell	-2700 000	Schwab US Treasury Money Fund	1	\$1 00	\$2,700 00	\$1 00	\$2,700 00	\$0 00
12/14/2009	Sell	-955 000	S&P Dep Receipts Trust Unit SR1 E	1	\$128 01	\$122,249 55	\$111 82	\$106,784 57	(\$15,464 98)
12/14/2009	Sell	-1181 000	S&P Dep Receipts Trust Unit SR1 E	2	\$127 46	\$150,527 90	\$111 82	\$132,055.05	(\$18,472 85)
12/16/2009	Sell	-1335 000	S&P Dep Receipts Trust Unit SR1 E	2	\$127 46	\$170,156 43	\$111.72	\$149,152 34	(\$21,004 09)
12/16/2009	Sell	-1345.000	S&P Dep Receipts Trust Unit SR1 E	3	\$90 13	\$121,223 51	\$111 72	\$150,269 59	\$29,046 08
12/22/2009	Sell	-1477 000	S&P Dep Receipts Trust Unit SR1 E	7	\$87 22	\$128,823 94	\$111 70	\$164,983.71	\$36,159 77
12/22/2009	Sell	-312 000	S&P Dep Receipts Trust Unit SR1 E	3	\$90 13	\$28,120 25	\$111.70	\$34,850 99	\$6,730 74
12/23/2009	Sell	-2000 000	S&P Dep Receipts Trust Unit SR1 E	7	\$87 22	\$174,440 00	\$112 03	\$224,068 60	\$49,628 60
12/28/2009	Sell	-14648 440	Core Bond Fund	30	\$10 28	\$150,585 96	\$10 24	\$150,000 03	(\$585 94)
12/31/2009	Sell	1045003 180	Schwab US Treasury Money Fund	1	\$1 00	\$1,045,003.18	\$1 00	\$1,045,003 18	\$0 00

<i>Date</i>	<i>Tran Type</i>	<i>Shares</i>	<i>Security Name</i>	<i>Lot</i>	<i>Cost</i>	<i>Basis</i>	<i>Sales Price</i>	<i>Sale</i>	<i>G/L</i>
1/4/2010	Sell	-457 000	S&P Dep Receipts Trust Unit SR1 E	7	\$87.22	\$39,859.54	\$113.23	\$51,746.98	\$11,887.44
1/4/2010	Sell	-1308 000	S&P Dep Receipts Trust Unit SR1 E	4	\$86.13	\$112,658.04	\$113.23	\$148,107.33	\$35,449.29
1/11/2010	Sell	-2621 000	S&P Dep Receipts Trust Unit SR1 E	4	\$86.13	\$225,746.73	\$114.39	\$299,809.11	\$74,062.38
1/14/2010	Sell	-76 000	S&P Dep Receipts Trust Unit SR1 E	4	\$86.13	\$6,545.88	\$114.97	\$8,737.68	\$2,191.80
1/14/2010	Sell	-1624 000	S&P Dep Receipts Trust Unit SR1 E	6	\$84.96	\$137,975.04	\$114.97	\$186,710.47	\$48,735.43
1/15/2010	Sell	-1800 000	S&P Dep Receipts Trust Unit SR1 E	6	\$84.96	\$152,928.00	\$113.66	\$204,587.10	\$51,659.10
1/19/2010	Sell	-900 000	S&P Dep Receipts Trust Unit SR1 E	6	\$84.96	\$76,464.00	\$114.75	\$103,274.55	\$26,810.55
1/20/2010	Sell	-404 000	S&P Dep Receipts Trust Unit SR1 E	6	\$84.96	\$34,323.84	\$113.24	\$45,748.80	\$11,424.96
1/20/2010	Sell	-1396 000	S&P Dep Receipts Trust Unit SR1 E	5	\$82.83	\$115,630.68	\$113.24	\$156,082.48	\$42,451.80
1/21/2010	Sell	-1300 000	S&P Dep Receipts Trust Unit SR1 E	5	\$82.83	\$107,679.00	\$111.84	\$145,390.18	\$37,711.18
1/22/2010	Sell	-2135 000	S&P Dep Receipts Trust Unit SR1 E	5	\$82.83	\$176,842.05	\$110.74	\$236,426.91	\$59,584.86
1/27/2010	Sell	-7352 940	Payden Global Equity Fund	1	\$11.09	\$81,544.10	\$6.80	\$49,999.99	(\$31,544.11)
1/31/2010	Sell	1726000 000	Schwab US Treasury Money Fund	1	\$1.00	\$1,726,000.00	\$1.00	\$1,726,000.00	\$0.00
2/24/2010	Sell	-7774 540	Core Bond Fund	30	\$10.28	\$79,922.27	\$10.29	\$80,000.02	\$77.75
2/24/2010	Sell	-4057 970	Schwab S&P 500 Index Fund	8	\$17.90	\$72,637.66	\$17.25	\$69,999.98	(\$2,637.68)
2/28/2010	Sell	-152800 000	Schwab US Treasury Money Fund	1	\$1.00	\$152,800.00	\$1.00	\$152,800.00	\$0.00
3/24/2010	Sell	-1528 000	Vanguard Bond Index Fund Total B	1	\$76.48	\$116,861.44	\$79.23	\$121,066.34	\$4,204.90
3/24/2010	Sell	-700 000	Vanguard Bond Index Fund Total B	5	\$76.33	\$53,432.40	\$79.23	\$55,462.33	\$2,029.93
3/24/2010	Sell	-3130 000	Vanguard Bond Index Fund Total B	4	\$76.34	\$238,944.20	\$79.23	\$247,995.85	\$9,051.65

<i>Date Tran Type</i>	<i>Shares</i>	<i>Security Name</i>	<i>Lot</i>	<i>Cost</i>	<i>Basis</i>	<i>Sales Price</i>	<i>Sale</i>	<i>G/L</i>
3/30/2010 Sell	-1577.660	US Growth Leaders Fund	10	\$9.60	\$15,145.54	\$7.68	\$12,116.43	(\$3,029.11)
3/30/2010 Sell	-375.465	US Growth Leaders Fund	9	\$8.68	\$3,259.04	\$7.68	\$2,883.57	(\$375.47)
3/31/2010 Sell	-439000.000	Schwab US Treasury Money Fund	1	\$1.00	\$439,000.00	\$1.00	\$439,000.00	\$0.00
4/21/2010 Sell	-1696.220	Schwab S&P 500 Index Fund	8	\$17.90	\$30,362.34	\$18.86	\$31,990.71	\$1,628.37
4/21/2010 Sell	-4401.340	Schwab S&P 500 Index Fund	6	\$17.87	\$78,651.95	\$18.86	\$83,009.27	\$4,357.33
5/7/2010 Sell	-10135.140	Core Bond Fund	31	\$10.31	\$104,493.29	\$10.36	\$105,000.05	\$506.76
5/11/2010 Sell	-3378.380	Core Bond Fund	31	\$10.31	\$34,831.10	\$10.36	\$35,000.02	\$168.92
5/31/2010 Sell	-141973.770	Schwab US Treasury Money Fund	1	\$1.00	\$141,973.77	\$1.00	\$141,973.77	\$0.00
6/1/2010 Sell	-1412.000	Vanguard Bond Index Fund Total B	4	\$76.34	\$107,792.08	\$80.23	\$113,284.20	\$5,492.12
6/30/2010 Sell	-110000.000	Schwab US Treasury Money Fund	1	\$1.00	\$110,000.00	\$1.00	\$110,000.00	\$0.00
7/1/2010 Sell	-500.000	Pepsico	3	\$64.70	\$32,350.00	\$65.87	\$32,936.20	\$586.20
7/7/2010 Sell	-2870.810	Core Bond Fund	31	\$10.31	\$29,598.05	\$10.45	\$29,999.96	\$401.91
7/8/2010 Sell	-30000.000	Schwab US Treasury Money Fund	1	\$1.00	\$30,000.00	\$1.00	\$30,000.00	\$0.00
8/31/2010 Sell	-2814.000	Schwab US Treasury Money Fund	1	\$1.00	\$2,814.00	\$1.00	\$2,814.00	\$0.00
9/10/2010 Sell	-1945.841	US Growth Leaders Fund	9	\$8.68	\$16,889.90	\$7.14	\$13,893.30	(\$2,996.60)
9/10/2010 Sell	-9958.921	US Growth Leaders Fund	6	\$8.18	\$81,463.97	\$7.14	\$71,106.70	(\$10,357.28)
9/24/2010 Sell	-8064.129	Payden Global Equity Fund	2	\$11.00	\$88,705.42	\$7.20	\$58,061.73	(\$30,643.69)
9/24/2010 Sell	-1658.093	Payden Global Equity Fund	1	\$11.09	\$18,388.25	\$7.20	\$11,938.27	(\$6,449.98)
					<b>8,845,429.35</b>		<b>9,317,131.53</b>	<b>471,702.18</b>

PART X: Fair market value of assets not used directly in carrying out charitable purposes:

	SECURITIES										CASH						OTHER ASSETS								
	US & State Government Obligations		Corporate Obligations		Corporate Stock		Other Investments		Total Securities		Bank of America		UBS Financial		Charles Schwab		Payden Bunker Hill MMA		Total Cash		Mineral Rights		Total Other Assets		
October		5,859,917		5,021,681					10,881,598	145,823	38,624	29,032	38,624	213,479	507,481					213,479	507,481				507,481
November		5,881,809		5,309,263					11,191,072	144,416	38,624	26,332	38,624	209,372	507,481					209,372	507,481				507,481
December		5,876,343		5,386,614					11,262,957	169,215	38,624	94,276	38,624	302,115	507,481					302,115	507,481				507,481
January		6,002,502		5,137,521					11,140,023	27,465	38,624	6,897	38,624	72,986	507,481					72,986	507,481				507,481
February		5,900,982		5,245,515					11,146,497	196,552	38,624	4,097	38,624	239,273	517,481					239,273	517,481				517,481
March		5,955,291		5,565,674					11,520,965	21,456	38,624	21,706	38,624	81,786	517,481					81,786	517,481				517,481
April		6,015,016		5,668,717					11,683,733	51,378	38,624	7,494	38,624	97,496	517,481					97,496	517,481				517,481
May		5,783,622		5,318,453					11,102,075	40,657	71,560	8,347	71,560	120,564	517,481					120,564	517,481				517,481
June		5,833,741		5,035,032					10,868,773	65,572	71,560	11,632	71,560	148,764	537,481					148,764	537,481				537,481
July		5,918,004		5,389,311					11,307,315	129,116	31,560	11,632	31,560	172,308	537,481					172,308	537,481				537,481
August		5,932,526		5,150,158					11,082,684	41,756	31,560	8,817	31,560	82,133	537,481					82,133	537,481				537,481
September		6,148,261		5,487,787					11,636,048	45,170	31,480	5,208	31,480	81,858	557,481					81,858	557,481				557,481
AVERAGE									<u>11,235,312</u>					<u>151,845</u>						<u>151,845</u>					<u>522,481</u>

**The Carol and James Collins Foundation**

30-0100019

Form 990-PF

Year Ended September 30, 2010

Part XV - Grants and Contributions

3a Paid during the year

**The Carol and James Collins Foundation 990PF**

**9/30/10**

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**A Window Between Worlds**

710 4th Ave. #5

Venice

CA 90291

To support Children's Windows Program

Public Charity

\$10,000.00

**Alexandria House**

426 South Alexandria Ave.

Los Angeles

CA 90020

To fund capital work

Public Charity

\$10,000.00

**Association of Small Foundations**

4905 Del Ray Ave., Suite 308

Bethesda

MD 20814

To support general operations

Public Charity

\$495.00

**Ballroom Madness**

149 S. Barrington Ave., # 610

Los Angeles

CA 90049

To support program in Santa Monica schools

Public Charity

\$5,000.00

**BookEnds**

6520 Platt Ave. #331

West Hills

CA 91307

To support general operations

Public Charity

\$5,000.00

**Boys & Girls Club of Santa Clarita Valley**

PO Box 220639

Santa Clarita

CA 91322-0639

To support Project Learn

Public Charity

\$10,000.00

**Boys & Girls Club of West San Gabriel Valley**

328 South Ramona Avenue

Monterey Park CA 91754

To support Power Hour Public Charity \$10,000.00

**Boys & Girls Clubs of America**

1230 W. Peachtree St., NW

Atlanta GA 30309-3447

To support LA Alliance Economic Evaluation study Public Charity \$15,000.00

**Boys & Girls Clubs of Long Beach**

3635 Long Beach Blvd.

Long Beach CA 90807

To support general operations Public Charity \$5,000.00

**Boys & Girls Clubs of the Los Angeles Harbor**

1200 S. Cabrillo Ave.

San Pedro CA 90731

To support College Bound Program Expansion Project Public Charity \$10,000.00

**Boys & Girls Clubs of the South Bay**

1220 West 256th St.

Harbor City CA 90710

To support general operations Public Charity \$1,000.00

**Boys & Girls Clubs of the South Bay**

1220 West 256th St.

Harbor City CA 90710

To support It Takes Just One Campaign Public Charity \$1,000.00

**Bright Star Schools**

2636 Mansfield Avenue

Los Angeles CA 90016

To support college preparatory programs Public Charity \$10,000.00

**California YMCA Youth & Government**

2000 Alameda, Suite 128

San Mateo

CA 94403

Director's Discretionary Grant

Public Charity

\$500.00

**California YMCA Youth & Government**

2000 Alameda, Suite 128

San Mateo

CA 94403

Director's Matching Grant

Public Charity

\$500.00

**Central City Community Outreach**

PO Box 13273

Los Angeles

CA 90013

To support after-school program

Public Charity

\$10,000.00

**Centro Latino for Literacy**

1709 W. 8th St.

Los Angeles

CA 90017

To support Manos Amigas Graduation event

Public Charity

\$250.00

**Centro Latino for Literacy**

1709 W. 8th St.

Los Angeles

CA 90017

To support Leamos and Listos Programs

Public Charity

\$10,000.00

**Children's Bureau of Southern California (dba Children's Bureau)**

3731 Wilshire Blvd., Suite 512

Los Angeles

CA 90010

To support Stories of Promise Capital Campaign

Public Charity

\$30,000.00

**Christian Schools of the Desert**

40-700 Yucca Lane

Bermuda Dunes

CA 92203

Director's Matching Grant

Public Charity

\$1,000.00

**Christian Schools of the Desert**

40-700 Yucca Lane

Bermuda Dunes

CA 92203

Director's Discretionary Grant

Public Charity

\$5,000.00

**City Scholars Foundation**

900 Wilshire Blvd., Suite 1518

Los Angeles

CA 90017

To support AfterSchool Leadership Academy

Public Charity

\$5,000.00

**City Scholars Foundation**

900 Wilshire Blvd., Suite 1518

Los Angeles

CA 90017

To support Youth Hero Awards

Public Charity

\$250.00

**College Bound - Dollars for Achievers**

17316 Edwards Road, Suite 180

Cerritos

CA 90703

To support Saturday School Program

Public Charity

\$10,000.00

**Community Partners fbo Institute for Nonviolence in Los Angeles**

1000 N. Alameda Street, Suite 240

Los Angeles

CA 90012

To support general operations

Public Charity

\$10,000.00

**Council on Foundations**

1828 L Street, NW Suite 300

Washington

DC 20036-5168

To support general operations

Public Charity

\$1,470.00

**Culver City Education Foundation**

P.O. Box 4178

Culver City

CA 90231

To support K-12 theatre arts program

Public Charity

\$15,000.00

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**Culver City Education Foundation**

P.O. Box 4178

Culver City CA 90231

To support grants for teachers Public Charity \$2,500.00

**Educating Young Minds**

3325 Wilshire Blvd., Suite 400

Los Angeles CA 90010

To support educational and counseling services Public Charity \$10,000.00

**Girls & Gangs**

1000 N Alameda St., Suite 240

Los Angeles CA 90012

To support Re-Entry Services Public Charity \$10,000.00

**Hartsdale Baptist Church**

1248 Hartsdale

Dallas TX 75211

Director's Discretionary Grant Public Charity \$5,000.00

**Heart of Los Angeles Youth, Inc.**

2701 Wilshire Boulevard

Los Angeles CA 90028

To support Music Program Public Charity \$30,000.00

**Hebrew Christian Witness**

Box 2

San Bernardino CA 92402

Director's Discretionary Grant Public Charity \$5,000.00

**I Have A Dream Foundation - Los Angeles**

634 South Spring Street, Suite 812

Los Angeles CA 90014

To support 128 Dreamers at Daniel Freeman  
Elementary School Public Charity \$10,000.00

**Inner City Education Foundation**

5150 Goldleaf Circle, Suite 401

Los Angeles

CA 90056

To support College Counseling Program

Public Charity

\$10,000.00

**Inside Out Community Arts, Inc.**

2210 Lincoln Blvd.

Venice

CA 90291

To support The School Project

Public Charity

\$10,000.00

**KIPP LA Schools**

445 S. Figueroa St., Suite 2580

Los Angeles

CA 90071

To support program expansion

Public Charity

\$10,000.00

**LAPD Devonshire Police Activity League**

P.O. Box 8056

Northridge

CA 91327

To support construction of new youth center

Public Charity

\$10,000.00

**Long Beach Blast - Better Learning After School Today**

737 Pine Ave., Suite 201

Long Beach

CA 90813

To support Academic Mentoring Program

Public Charity

\$10,000.00

**Los Angeles Education Partnership (formerly Urban Education Partnership)**

1055 West Seventh Street, Suite 200

Los Angeles

CA 90017

To support Valley Neighborhoods Collaborative

Public Charity

\$15,000.00

**Making The Right Connections, Inc.**

3250 Wilshire Blvd., Suite 1010

Los Angeles

CA 90010

To support summer program

Public Charity

\$5,000.00

**Mar Vista Family Center**

5075 South Slauson Avenue

Culver City

CA 90230

To support By Youth For Youth Program

Public Charity

\$10,000.00

**Marlborough School**

250 S. Rossmore Ave.

Los Angeles

CA 90004

Director's Discretionary Grant

Public Charity

\$5,000.00

**MIND Research Institute**

3631 South Harbor Blvd., Suite 200

Santa Ana

CA 92704

To support LA Math Initiative

Public Charity

\$15,000.00

**New Visions Foundation**

3131 Olympic Blvd.

Santa Monica

CA 90404

To support Center for Educational Opportunity

Public Charity

\$10,000.00

**Para Los Ninos**

500 South Lucas Ave.

Los Angeles

CA 90017

Director's Matching Grant

Public Charity

\$1,500.00

**Para Los Ninos**

500 South Lucas Ave.

Los Angeles

CA 90017

To support Charter Elementary School

Public Charity

\$10,000.00

**Para Los Ninos**

500 South Lucas Ave.

Los Angeles

CA 90017

To support general operations

Public Charity

\$300.00

**Para Los Ninos**

500 South Lucas Ave.

Los Angeles

CA 90017

To support new Charter School effort

Public Charity

\$1,500.00

**Shakespeare Festival /LA, dba The Shakespeare Center of Los Angeles**

1238 West 1st Street

Los Angeles

CA 90026

To support Will Power education programs

Public Charity

\$10,000.00

**Shoes That Fit**

1420 N. Claremont Blvd., Suite 107B

Claremont

CA 91711

To support Southern California programs

Public Charity

\$5,000.00

**Southern California Grantmakers**

1000 North Alameda Street, Suite 230

Los Angeles

CA 90012

To support general operations

Public Charity

\$1,563.00

**Southern California Grantmakers**

1000 North Alameda Street, Suite 230

Los Angeles

CA 90012

To support general operations

Public Charity

\$5,000.00

**Strive Foundation**

9124 S. Main Street

Los Angeles

CA 90003

To support After-School Program

Public Charity

\$10,000.00

**Teach for America**

606 South Olive Street, Suite 300

Los Angeles

CA 90014

To support Sponsor A Teacher Program

Public Charity

\$10,000.00

**The Bishop's School**

7607 La Jolla Blvd.

La Jolla

CA 92037

Director's Matching Grant

Public Charity

\$500.00

**The Boys & Girls Clubs of Venice**

2232 Lincoln Blvd.

Venice

CA 90291

Director's Discretionary Grant

Public Charity

\$5,000.00

**The Boys & Girls Clubs of Venice**

2232 Lincoln Blvd.

Venice

CA 90291

To support technology program

Public Charity

\$500.00

**The Center on Philanthropy and Public Policy, University of Southern California**

Lewis Hall, Room 210

Los Angeles

CA 90089-0626

To support research and convenings

Public Charity

\$10,000.00

**The Posse Foundation, Inc.**

14 Wall Street, 7th Floor

New York

NY 10005-2101

To support Posse Los Angeles

Public Charity

\$10,000.00

**The Unusual Suspects Theatre Company**

617 S. Olive St., Suite 812

Los Angeles

CA 90014

To support theater workshop program

Public Charity

\$10,000.00

**The Wonder of Reading**

5371 Wilshire Blvd., Suite 210

Los Angeles

CA 90036

To support Wonder of Reading Literacy Program

Public Charity

\$10,000.00

**UCLA Foundation**

10920 Wilshire Blvd. Suite 900

Los Angeles CA 90024

To support After School Music Education Program at Public Charity \$10,000.00  
UCLA Community School

**UCLA Foundation**

10920 Wilshire Blvd. Suite 900

Los Angeles CA 90024

UCLA Center on Aging - Director's Discretionary Grant Public Charity \$5,000.00

**Upward Bound House**

1104 Washington Avenue

Santa Monica CA 90403

To support construction of Family Shelter Public Charity \$10,000.00

**Westside Family YMCA**

11311 La Grange Ave.

Los Angeles CA 90025

Director's Matching Grant Public Charity \$3,000.00

**Westside Family YMCA**

11311 La Grange Ave.

Los Angeles CA 90025

Director's Discretionary Grant Public Charity \$3,000.00

**YMCA of Metropolitan Los Angeles - Munger Family**

625 South New Hampshire Ave.

Los Angeles CA 90005

To support construction of Anderson Munger YMCA Public Charity \$20,000.00

**\$525,828.00**

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**The Carol and James Collins Foundation**

30-0100019

Year Ended September 30, 2010

Form 990-PF

Grants and Contributions

Payable in Future Years

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LAPD Devonshire Police Activity League

P.O. Box 8056

Northridge CA 91327

7/30/2011 \$10,000.00

YMCA of Metropolitan Los Angeles - Munger Family

625 South New Hampshire Ave.

Los Angeles CA 90005

11/30/2010 \$25,000.00