Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning 10/01 , **2009, and ending** 9/30 , 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

DeFalco Family Foundation Inc.
401 B Street #1530
San Diego, CA 92101-4238

A Employer identification number: 33-0526533

B Telephone number (see the instructions): (619) 235-6800

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ► ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► ☐

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 6,296,990.

J Accounting method: ☒ Cash ☐ Accrual
☐ 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)
REVENUE	1	Contributions, gifts, grants, etc, received (att sch)				
	2	Ck ► ☒ if the foundn is **not** req to att Sch B				
	3	Interest on savings and temporary cash investments	14,420.	14,420.	14,420.	
	4	Dividends and interest from securities	115,994.	115,994.	115,994.	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	177,872.			
	b	Gross sales price for all assets on line 6a 800,910.				
	7	Capital gain net income (from Part IV line 2)		177,872.		
	8	Net short-term capital gain			21,692.	
	9	Income modifications			6,500.	
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit/(loss) (att sch)				
	11	Other income (attach schedule)			366.	
	12	**Total.** Add lines 1 through 11	308,286.	308,286.	158,972.	
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc	34,000.	14,750.		19,250.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) See St 1	3,088.	3,088.		
	b	Accounting fees (attach sch) See St 2	13,244.	13,244.		
	c	Other prof fees (attach sch) See St 3	32,227.	32,227.		
	17	Interest				
	18	Taxes (attach schedule)(see instr) See Stm 4	205.		205.	
	19	Depreciation (attach sch) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	5,300.	1,952.		3,348.
	22	Printing and publications				
	23	Other expenses (attach schedule) See Statement 5	2,203.	2,203.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	90,267.	67,464.	205.	22,598.
	25	Contributions, gifts, grants paid Part XV	387,500.			387,500.
	26	**Total expenses and disbursements.** Add lines 24 and 25	477,767.	67,464.	205.	410,098.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-169,481.			
	b	**Net investment income** (if negative, enter -0-)		240,822.		
	c	**Adjusted net income** (if negative, enter -0-)			158,767.	

RECEIVED
DEC 3 0 2010
OGDEN, UT

SCANNED JAN 07 2011

BAA For Privacy Act and Paperwork Reduction Act Notice, see the instructions. TEEA0504L 02/02/10 Form **990-PF** (2009)

9-14

9

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	221,144.	84,682.	84,682.
	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) Statement 6	409,120.	335,932.	335,932.
	b	Investments – corporate stock (attach schedule) Statement 7	2,547,865.	2,636,187.	2,636,187.
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) Statement 8	3,142,849.	3,240,189.	3,240,189.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers – see instructions Also, see page 1, item I)	6,320,978.	6,296,990.	6,296,990.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	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	**Total liabilities** (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here 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 and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	6,320,978.	6,296,990.	
	30	**Total net assets or fund balances** (see the instructions)	6,320,978.	6,296,990.	
	31	**Total liabilities and net assets/fund balances** (see the instructions)	6,320,978.	6,296,990.	

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	6,320,978.
2	Enter amount from Part I, line 27a	2	-169,481.
3	Other increases not included in line 2 (itemize) ▶ See Statement 9	3	145,493.
4	Add lines 1, 2, and 3	4	6,296,990.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	6,296,990.

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)
1a	See Statement 10			
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				
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				
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	177,872.
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	21,692.

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	324,411.	5,509,813.	0.058879
2007	435,709.	7,636,766.	0.057054
2006	456,719.	8,047,903.	0.056750
2005	425,222.	7,545,675.	0.056353
2004	402,455.	7,252,146.	0.055495

2	**Total** of line 1, column (d)	2	0.284531
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	0.056906
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	6,286,209.
5	Multiply line 4 by line 3	5	357,723.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,408.
7	Add lines 5 and 6	7	360,131.
8	Enter qualifying distributions from Part XII, line 4	8	410,098.

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 ► ☐ 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 ► ☒ and enter 1% of Part I, line 27b	1	2,408.
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	2,408.
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	2,408.
6	Credits/Payments		
a	2009 estimated tax pmts and 2008 overpayment credited to 2009 — 6a 1,360.		
b	Exempt foreign organizations – tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	1,360.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ 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	1,048.
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►	10	
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ► **Refunded** ►	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?	1 a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b		X
	If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1 c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4 a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see the instructions) ► CA			
b	If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8 b	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)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *Continued*

			Yes	No
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?	13	X	

Website address ► N/A

14 The books are in care of ► Santina J. DeFalco Telephone no ► (619) 235-6800

Located at ► c/o 401 B Street, #1530 San Diego CA ZIP + 4 ► 92101-4238

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.			**Yes**	**No**
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?	☐ **Yes** ☒ **No**			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ **Yes** ☒ **No**			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ **Yes** ☒ **No**			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ **Yes** ☒ **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)?	☐ **Yes** ☒ **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)	☐ **Yes** ☒ **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)?		**1 b**	N/A	
Organizations relying on a current notice regarding disaster assistance check here	► ☐			
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?	☐ **Yes** ☒ **No**			
If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__				
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see the instructions)		**2b**	N/A	
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__ .				
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ **Yes** ☒ **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)*		**3b**	N/A	
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)? (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** N/A

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? N/A ☐ 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** No: X

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** N/A

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
Darrell F. Johnson 3723 Moosetrail NW Gig Harbor, WA 98335	Secretary 0	3,000.	0.	693.
David A. Johnson 4931 Geiger Rd. SE Port Orchard, WA 98367	Treasurer 0	3,000.	0.	756.
Santina J. DeFalco 3125 N. 33rd Street Tacoma, WA 98407	President 0	25,000.	0.	2,511.
Victoria J. Shrewsbury 5530 E Clinton Street Scottsdale, AZ 85254	Vice Preside 0	3,000.	0.	1,340.

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				

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 – (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		
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 (see instructions)

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	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ►	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes.				
a Average monthly fair market value of securities			1a	6,145,035.
b Average of monthly cash balances			1b	236,903.
c Fair market value of all other assets (see instructions)			1c	
d Total (add lines 1a, b, and c)			1d	6,381,938.
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	6,381,938.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)			4	95,729.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4			5	6,286,209.
6 Minimum investment return. Enter 5% of line 5			6	314,310.

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	314,310.
2a Tax on investment income for 2009 from Part VI, line 5	2a	2,408.		
b Income tax for 2009 (This does not include the tax from Part VI)	2b			
c Add lines 2a and 2b			2c	2,408.
3 Distributable amount before adjustments Subtract line 2c from line 1			3	311,902.
4 Recoveries of amounts treated as qualifying distributions			4	6,500.
5 Add lines 3 and 4			5	318,402.
6 Deduction from distributable amount (see instructions)			6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	318,402.

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	410,098.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	410,098.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	2,408.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	407,690.

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					318,402.
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___			0.		
3 Excess distributions carryover, if any, to 2009					
a From 2004	44,938.				
b From 2005	55,494.				
c From 2006	50,886.				
d From 2007	50,953.				
e From 2008	44,098.				
f Total of lines 3a through e		246,369.			
4 Qualifying distributions for 2009 from Part XII, line 4 ► $ 410,098.					
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					318,402.
e Remaining amount distributed out of corpus		91,696.			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a))*		0.			0.
6 Enter the net total of each column as indicated below:					
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5		338,065.			
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 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)		0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)		44,938.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a		293,127.			
10 Analysis of line 9					
a Excess from 2005	55,494.				
b Excess from 2006	50,886.				
c Excess from 2007	50,953.				
d Excess from 2008	44,098.				
e Excess from 2009	91,696.				

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			
	(a) 2009	**(b)** 2008	**(c)** 2007	**(d)** 2006	**(e) Total**
2a 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 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))

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 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
a *Paid during the year*				
See Statement 11				
Total			► **3a**	387,500.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (see the instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	14,420.	
4 Dividends and interest from securities			14	115,994.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					177,872.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				130,414.	177,872.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 308,286.

(See worksheet in the instructions for line 13 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See the instructions)
N/A	

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

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

d If the answer to any of the above is 'Yes,' complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements
N/A			

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

b If 'Yes,' complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship
N/A		

SIGN HERE

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

▶ Santina A DeFalco | 12-23-10 | ▶ President

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only			
Preparer's signature ▶ Mark E. Haack, JD, LL.M	Date 12-10-10	Check if self-employed ▶ ☐	Preparer's Identifying number (See **Signature** in the instrs) N/A
Firm's name (or yours if self-employed), address, and ZIP code ▶ Haack & Co Intl Tax and Bus. Consulting, Inc. 610 India Street San Diego, CA 92101		EIN ▶ N/A Phone no ▶ (619) 544-1985	

Statement 1
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal Fees	$ 3,088.	$ 3,088.		
Total	$ 3,088.	$ 3,088.	$ 0.	$ 0.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting	$ 13,244.	$ 13,244.		
Total	$ 13,244.	$ 13,244.	$ 0.	$ 0.

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Managment/Advisor	$ 32,227.	$ 32,227.		
Total	$ 32,227.	$ 32,227.	$ 0.	$ 0.

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Tax Paid	$ 219.		$ 219.	
Net Federal Taxes Paid (Refunded)	-24.		-24.	
State Taxes on Investment Income	10.		10.	
Total	$ 205.	$ 0.	$ 205.	$ 0.

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Dues and Subscriptions	$ 50.	$ 50.		
Insurance	2,013.	2,013.		
Office Expenses	140.	140.		
Total	$ 2,203.	$ 2,203.	$ 0.	$ 0.

Statement 6
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

U.S. Government Obligations	Valuation Method	Book Value	Fair Market Value
U.S. Treasury Notes	Mkt Val	$ 281,987.	$ 281,987.
50k FNMA's (various)	Mkt Val	53,945.	53,945.
		$ 335,932.	$ 335,932.
	Total	$ 335,932.	$ 335,932.

Statement 7
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
450 shs Abbott Laboratories	Mkt Val	$ 23,508.	$ 23,508.
500 shs Vodafone Group	Mkt Val	12,405.	12,405.
90 shs Alleghany Corp	Mkt Val	27,273.	27,273.
500 shs Baxter International	Mkt Val	23,855.	23,855.
600 shs Bristol-Myers Squibb Co	Mkt Val	16,266.	16,266.
600 shs JP Morgan Chase	Mkt Val	22,836.	22,836.
400 shs Clorox Corp	Mkt Val	26,704.	26,704.
600 shs Coca-Cola Company	Mkt Val	35,112.	35,112.
900 shs Equifax Inc (sold 2/26/10)	Mkt Val	0.	0.
450 shs Exxon-Mobil Corporation	Mkt Val	27,805.	27,805.
700 shs Hewlett-Packard Company	Mkt Val	29,449.	29,449.
450 shs Kimberly Clark Corporation	Mkt Val	29,272.	29,272.
500 shs McGraw-Hill Companies	Mkt Val	16,530.	16,530.
700 shs Merck & Company Inc	Mkt Val	25,767.	25,767.
1,200 shs Microsoft Inc	Mkt Val	29,388.	29,388.
1,500 shs Mylan Labs (sold 8/10)	Mkt Val	0.	0.
200 shs Precision Castparts Corporation	Mkt Val	25,470.	25,470.
500 shs Costco Wholesale Inc	Mkt Val	32,245.	32,245.
400 shs Sigma Aldrich Corporation	Mkt Val	24,152.	24,152.
800 shs Marathon Oil Corp	Mkt Val	26,480.	26,480.
450 shs Berkshire Hathaway B	Mkt Val	37,206.	37,206.
1,000 shs Home Depot Inc	Mkt Val	31,680.	31,680.
1,300 shs Intel	Mkt Val	24,960.	24,960.
300 shs FedEx Corporation	Mkt Val	25,650.	25,650.

Statement 7 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
500 shs Amgen	Mkt Val	$ 27,555.	$ 27,555.
500 shs Johnson & Johnson	Mkt Val	30,980.	30,980.
600 shs Medtronic Inc	Mkt Val	20,148.	20,148.
1,200 shs Cisco Systems	Mkt Val	26,280.	26,280.
600 shs Wal-Mart Stores Inc	Mkt Val	32,112.	32,112.
1,300 shs Charles Schwab Corp	Mkt Val	18,070.	18,070.
400 shs Chevron Corp	Mkt Val	32,420.	32,420.
400 shs Schlumberger Ltd.	Mkt Val	24,644.	24,644.
250 shs IBM	Mkt Val	33,535.	33,535.
700 shs Qualcomm Corporation	Mkt Val	31,593.	31,593.
730 shs AT&T, Inc.	Mkt Val	20,878.	20,878.
492 shs El Paso Corp (sold 12/09)	Mkt Val	0.	0.
400 shs McDonald's Corporation	Mkt Val	29,804.	29,804.
400 shs State Street Corporation	Mkt Val	15,064.	15,064.
400 shs Prudential Financial	Mkt Val	21,672.	21,672.
700 shs Schering-Plough (sold 11/09)	Mkt Val	0.	0.
500 shs Wyeth (sold 10/09)	Mkt Val	0.	0.
500 shs Emerson Electric Co	Mkt Val	26,330.	26,330.
800 shs General Electric Co	Mkt Val	13,000.	13,000.
330 shs Goodrich	Mkt Val	24,331.	24,331.
600 shrs Illinois Tool Works	Mkt Val	28,212.	28,212.
800 shs Sealed Air Corp (sold 8/10)	Mkt Val	0.	0.
500 shs ConocoPhillips	Mkt Val	28,715.	28,715.
800 shs Adobe Systems Inc	Mkt Val	20,920.	20,920.
1,500 shs Applied Materials	Mkt Val	17,520.	17,520.
400 shs Auto Data Processing	Mkt Val	16,812.	16,812.
300 shs Computer Sciences	Mkt Val	13,800.	13,800.
1,200 shs Dell Computer Corp	Mkt Val	15,564.	15,564.
1,100 shs Texas Instruments	Mkt Val	29,854.	29,854.
400 shs Colgate-Palmolive Co	Mkt Val	30,744.	30,744.
700 shs Sysco Corp	Mkt Val	19,964.	19,964.
800 shs Walt Disney Hold Co	Mkt Val	26,480.	26,480.
300 shs Monsanto Company	Mkt Val	14,379.	14,379.
700 shs Honeywell	Mkt Val	30,758.	30,758.
1,400 shs Comcast Special Class A	Mkt Val	23,814.	23,814.
800 shs Kraft Foods	Mkt Val	24,688.	24,688.
500 shs Medco Health	Mkt Val	26,030.	26,030.
1,612 shs Pfizer, Inc.	Mkt Val	27,678.	27,678.
800 shs Wells Fargo & Company	Mkt Val	20,092.	20,092.
1,400 shs Utilities SPDR	Mkt Val	43,932.	43,932.
450 shs Anadarko Petroleum	Mkt Val	25,672.	25,672.
300 shs BP PLC ADR's (sold 6/10)	Mkt Val	0.	0.
800 shs Suncor Energy	Mkt Val	26,040.	26,040.
700 shs Basic Materials SPDR	Mkt Val	22,946.	22,946.
400 shs Caterpillar, Inc.	Mkt Val	31,472.	31,472.
400 shs United Tech Corporation	Mkt Val	28,492.	28,492.
950 shs Johnson Controls	Mkt Val	28,975.	28,975.
600 shs Walgreen Company	Mkt Val	20,100.	20,100.
500 shs Travelers	Mkt Val	26,050.	26,050.
800 shs DJ Communication ETF	Mkt Val	17,432.	17,432.
700 shs Time Warner	Mkt Val	21,455.	21,455.
400 shs Encana Corp (split to Cenovus)	Mkt Val	12,092.	12,092.
300 shs 3M Company	Mkt Val	26,013.	26,013.
300 shs General Dynamics	Mkt Val	18,843.	18,843.
600 shs Tyco Intern'l (sold 12/09)	Mkt Val	0.	0.

Statement 7 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
400 shs Target Corporation	Mkt Val	$ 21,376.	$ 21,376.
400 shs Pepsico Incorporated	Mkt Val	26,576.	26,576.
560 shs Procter & Gamble Company	Mkt Val	33,583.	33,583.
450 shs Eli Lilly & Company	Mkt Val	16,439.	16,439.
1,100 shs Bank of America Corporation	Mkt Val	14,413.	14,413.
140 shs Goldman Sachs	Mkt Val	20,241.	20,241.
140 shs Apple Computer	Mkt Val	39,725.	39,725.
700 shs Fidelity National (sold 12/09)	Mkt Val	0.	0.
400 shs Fiserv Inc. (sold 12/09)	Mkt Val	0.	0.
800 shs eBay, Inc.	Mkt Val	19,520.	19,520.
500 shs Vanguard Telecom ETF	Mkt Val	31,380.	31,380.
500 shs American Express Co.	Mkt Val	21,015.	21,015.
200 shs Apache Corp.	Mkt Val	19,552.	19,552.
500 shs Royal Dutch Shell	Mkt Val	30,150.	30,150.
250 shs Amazon.com	Mkt Val	39,265.	39,265.
550 shs Yum Brands Inc	Mkt Val	25,333.	25,333.
650 shs Archer Daniels Mid	Mkt Val	20,748.	20,748.
700 shs CVS Caremark Corp	Mkt Val	22,029.	22,029.
800 shs General Mills	Mkt Val	29,232.	29,232.
500 shs Whole Foods Markets	Mkt Val	18,555.	18,555.
300 shs Becton Dickinson	Mkt Val	22,230.	22,230.
700 shs UnitedHealth Group	Mkt Val	24,577.	24,577.
600 shs SPDR Region Bk ETF (sold 12/09)	Mkt Val	0.	0.
800 shs US Bancorp	Mkt Val	17,296.	17,296.
50 shs Google	Mkt Val	26,290.	26,290.
1,000 shs Nokia (sold 6/10)	Mkt Val	0.	0.
1,000 shs Oracle Corp	Mkt Val	26,850.	26,850.
350 shs Visa Inc.	Mkt Val	25,991.	25,991.
200 shs Vangard Utility ETF	Mkt Val	13,286.	13,286.
400 shrs Cenovus Energy	Mkt Val	11,508.	11,508.
200 shrs Occidental Petroleum	Mkt Val	15,660.	15,660.
400 shrs Vangard Materials ETF	Mkt Val	28,360.	28,360.
250 shrs Lockheed Martin	Mkt Val	17,820.	17,820.
400 shrs United Parcel Service	Mkt Val	26,676.	26,676.
550 shrs Gilead Sciences	Mkt Val	19,586.	19,586.
400 shrs AFLAC	Mkt Val	20,684.	20,684.
700 shrs Bank of NY Mellon	Mkt Val	18,291.	18,291.
5,000 shrs Citigroup Inc	Mkt Val	19,550.	19,550.
700 shrs MetLife Inc	Mkt Val	26,915.	26,915.
600 shrs Morgan Stanley	Mkt Val	14,808.	14,808.
1,000 shrs EMC Corp	Mkt Val	20,310.	20,310.
100 shrs Mastercard	Mkt Val	22,400.	22,400.
	Total	$ 2,636,187.	$ 2,636,187.

Statement 8
Form 990-PF, Part II, Line 13
Investments - Other

	Valuation Method	Book Value	Fair Market Value
Other Publicly Traded Securities			
27,143+ shs PIMCo Total Return Fd	Mkt Val	$ 314,862.	$ 314,862.
9,458+ shs Vanguard Bond Index Fd	Mkt Val	102,905.	102,905.
15,402+ shs DFA US Micro Cap	Mkt Val	180,825.	180,825.
5,024+ shs DFA Int'l Small Cap Value	Mkt Val	78,734.	78,734.
11,053+ shs DFA US Sm Cap Value	Mkt Val	238,644.	238,644.
7,959+ shs DFA Int'l Large Cap	Mkt Val	149,169.	149,169.
2,690+ shs Longleaf Small Cap Fd	Mkt Val	63,663.	63,663.
4,600+ shs Vanguard Small Cap Index Adm	Mkt Val	84,624.	84,624.
3,488+ shs Vanguard Extended Market Indx	Mkt Val	108,222.	108,222.
2,936+ shs Vanguard Intl Grwth Portfolio	Mkt Val	53,826.	53,826.
1,958+ shs Vanguard Capital Opp Adm	Mkt Val	133,905.	133,905.
1487+ shs Vanguard REIT Sig	Mkt Val	29,302.	29,302.
16890+ shs Vanguard Total Int'l	Mkt Val	252,515.	252,515.
3,562+ shs Longleaf Int'l Fund	Mkt Val	51,507.	51,507.
500 shs DJ Utilities ETF	Mkt Val	38,110.	38,110.
10,960+ shs DFA Int'l Lg Cap Val	Mkt Val	188,514.	188,514.
5,501+ shs DFA Intl Small Cap Fund	Mkt Val	85,440.	85,440.
7,929+ shs DFA US Small Cap Fund	Mkt Val	145,185.	145,185.
900 shs MSCI Emerging Mkts ETF	Mkt Val	40,293.	40,293.
9,545+ shs Vanguard ST Bond Sig	Mkt Val	102,237.	102,237.
4,885+ shs DFA Five-Year Global Fund	Mkt Val	56,765.	56,765.
5,955+ shs DFA Two-Year Global Fund	Mkt Val	60,927.	60,927.
4,847+ shs PIMCo Foreign Unhedged Bond F	Mkt Val	54,241.	54,241.
750 shs Vanguard SmCap Growth ETF	Mkt Val	50,093.	50,093.
26,494+ shs PIMCo Low Duration	Mkt Val	281,639.	281,639.
9,340+ shs DFA US Vector Eq (sold 2/10)	Mkt Val	0.	0.
10,727+ shs DFA Intl Core Equity	Mkt Val	111,564.	111,564.
2,692+ shs DFA Intl Vector Eq	Mkt Val	26,657.	26,657.
5,144+ shrs Vangard IT Invest Grd	Mkt Val	53,449.	53,449.
4,699+ shrs Vangard ST Invest Grd	Mkt Val	51,079.	51,079.
4,970+ shrs DFA Selctvly Hedg Gl	Mkt Val	51,293.	51,293.
	Total	$ 3,240,189.	$ 3,240,189.

Statement 9
Form 990-PF, Part III, Line 3
Other Increases

Net Unrealized Gains (Losses) on Investments	$ 138,627.
Prior Year Grants Recovered (Stale Checks)	6,500.
QSF Payments	366.
Total	$ 145,493.

Statement 10
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	Fractional Pfizer Inc.	Purchased	10/16/2009	10/16/2009
2	5,100 shrs DFA Intl Vector Eq	Purchased	10/22/2008	10/20/2009
3	50 shrs Amazon.com	Purchased	4/16/2009	12/07/2009
4	1,461+ shrs Vanguard Total Int'l	Purchased	5/05/2010	8/05/2010
5	191+ shrs DFA Two-Year Global	Purchased	Various	8/25/2010
6	500 shrs Wyeth	Purchased	Various	10/16/2009
7	492 shrs Wyeth	Purchased	Various	10/16/2009
8	700 shrs Schering-Plough	Purchased	11/12/2003	11/05/2009
9	1 shr Merck & Co Inc	Purchased	9/22/1992	11/06/2009
10	20 shrs Apple Inc	Purchased	8/29/2006	12/07/2009
11	3 shrs Berkshire Hathaway B	Purchased	10/15/1996	12/07/2009
12	2,323+ shrs DFA Int'l Lg Cap Val	Purchased	Various	12/07/2009
13	492 shrs El Paso Corporation	Purchased	12/03/1992	12/07/2009
14	700 shrs Fidelity Natl Info	Purchased	10/02/1992	12/07/2009
15	400 shrs Fiserv Inc	Purchased	3/03/2006	12/07/2009
16	100 shrs Hewlett-Packard	Purchased	7/24/1996	12/07/2009
17	200 shrs Microsoft Inc	Purchased	3/24/1993	12/07/2009
18	25 shrs Procter & Gamble Co	Purchased	9/15/1993	12/07/2009
19	600 shrs SPDR Region BK ETF	Purchased	Various	12/07/2009
20	Fractional AOL Inc	Purchased	8/03/2005	12/09/2009
21	2,400 shrs Vangd Bond Index Sig	Purchased	8/17/2005	12/11/2009
22	2,500 shrs Vangd ST Bond Sig	Purchased	8/17/2005	12/11/2009
23	600 shrs Tyco Int'l Ltd	Purchased	Various	12/22/2009
24	593 shrs Vodafone Group	Purchased	2/24/1993	12/22/2009
25	36 shrs AOL Inc	Purchased	Various	12/31/2009
26	25,000 shrs FNMA 43210% Due 02-22-10	Purchased	9/12/2005	2/22/2010
27	150 shrs Clorox Corp	Purchased	12/14/1992	2/26/2010
28	100 shrs Costco Wholesale	Purchased	4/22/1993	2/26/2010
29	9,340+ shrs DFA US Vector Eq	Purchased	Various	2/26/2010
30	200 shrs Emerson Electric Co	Purchased	1/18/2002	2/26/2010
31	900 shrs Equifax	Purchased	10/02/1992	2/26/2010
32	100 shrs Goodrich	Purchased	8/30/2002	2/26/2010
33	203 shrs Merck & Co Inc	Purchased	9/22/1992	2/26/2010
34	300 shrs Mylan Laboratories	Purchased	7/24/1996	2/26/2010
35	250 shrs Walt Disney Hold Co	Purchased	8/19/2002	2/26/2010
36	Fractional Alleghany Corp	Purchased	8/20/1993	4/23/2010
37	50,000 shrs US Treasury Note 4.500% Due 05-15-10	Purchased	6/07/2007	5/15/2010
38	300 shrs BP PLC ADR	Purchased	4/15/2004	6/11/2010
39	1,000 shrs Nokia	Purchased	Various	6/11/2010
40	100 shrs Sigma Aldrich	Purchased	9/15/1993	6/11/2010
41	300 shrs Whole Foods Markets	Purchased	10/20/2008	6/11/2010
42	16 shrs Alleghany Corp	Purchased	8/20/1993	8/05/2010
43	40 shrs Apple Inc	Purchased	8/29/2006	8/05/2010
44	150 shrs Berkshire Hathaway B	Purchased	10/15/1996	8/05/2010
45	100 shrs ConocoPhillips	Purchased	6/28/2002	8/05/2010
46	100 shrs DJ Utilities ETF	Purchased	8/30/2002	8/05/2010
47	70 shrs Goodrich	Purchased	8/30/2002	8/05/2010
48	100 shrs Johnson Controls	Purchased	3/05/2004	8/05/2010
49	100 shrs McDonalds Corp	Purchased	10/16/2000	8/05/2010
50	1,200 shrs Mylan Laboratories	Purchased	7/24/1996	8/05/2010
51	50 shrs Precision Castparts	Purchased	10/07/1992	8/05/2010
52	800 shrs Sealed Air	Purchased	1/18/2002	8/05/2010
53	1,514+ shrs Vangd Sm Cap Sig	Purchased	Various	8/05/2010
54	626+ shrs Vanguard Total Int'l	Purchased	Various	8/05/2010
55	5,346+ shrs DFA Two-Year Global	Purchased	Various	8/25/2010

Statement 10 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	9.		9.	0.				$ 0.
2	50,492.		32,723.	17,769.				17,769.
3	6,743.		3,832.	2,911.				2,911.
4	20,992.		20,000.	992.				992.
5	1,973.		1,953.	20.				20.
6	16,500.		13,897.	2,603.				2,603.
7	8,653.		7,265.	1,388.				1,388.
8	7,350.		4,572.	2,778.				2,778.
9	22.		15.	7.				7.
10	3,788.		1,319.	2,469.				2,469.
11	9,976.		4,118.	5,858.				5,858.
12	40,000.		23,520.	16,480.				16,480.
13	4,749.		4,762.	-13.				-13.
14	16,483.		2,202.	14,281.				14,281.
15	18,835.		16,821.	2,014.				2,014.
16	4,936.		1,660.	3,276.				3,276.
17	5,947.		534.	5,413.				5,413.
18	1,547.		348.	1,199.				1,199.
19	12,699.		19,546.	-6,847.				-6,847.
20	8.		10.	-2.				-2.
21	25,079.		24,396.	683.				683.
22	26,250.		24,962.	1,288.				1,288.
23	21,081.		19,175.	1,906.				1,906.
24	13,547.		5,055.	8,492.				8,492.
25	842.		1,005.	-163.				-163.
26	25,000.		24,775.	225.				225.
27	9,194.		1,709.	7,485.				7,485.
28	6,100.		700.	5,400.				5,400.
29	83,639.		100,000.	-16,361.				-16,361.
30	9,447.		5,433.	4,014.				4,014.
31	28,993.		3,567.	25,426.				25,426.
32	6,554.		2,101.	4,453.				4,453.
33	7,492.		4,478.	3,014.				3,014.
34	6,403.		2,025.	4,378.				4,378.
35	7,791.		4,094.	3,697.				3,697.
36	24.		5.	19.				19.
37	50,000.		49,328.	672.				672.
38	10,083.		16,196.	-6,113.				-6,113.
39	9,482.		17,669.	-8,187.				-8,187.
40	5,220.		1,190.	4,030.				4,030.
41	11,706.		4,279.	7,427.				7,427.
42	4,904.		1,030.	3,874.				3,874.
43	10,458.		2,637.	7,821.				7,821.
44	12,082.		4,118.	7,964.				7,964.
45	5,764.		2,938.	2,826.				2,826.
46	7,486.		5,380.	2,106.				2,106.
47	5,253.		1,471.	3,782.				3,782.
48	2,955.		1,995.	960.				960.
49	7,016.		2,904.	4,112.				4,112.
50	21,196.		8,099.	13,097.				13,097.
51	6,244.		191.	6,053.				6,053.
52	17,888.		14,924.	2,964.				2,964.
53	40,000.		41,349.	-1,349.				-1,349.

Statement 10 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
54	9,008.		10,881.	-1,873.				$ -1,873.
55	55,027.		53,873.	1,154.				1,154.
							Total	$ 177,872.

Statement 11
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
Zoological Society San Diego P.O. Box 120551 San Diego, CA 92112	None	NP Fdn	Tiger Project	$ 12,500.
St Vincent de Paul Center 3350 E Street San Diego, CA 92102	None	NP Fdn	Camp Program	2,500.
Pt Defiance Zoological Society 5400 North Pearl Street Tacoma, WA 98407	None	NP Fdn	Funding for Animal Avenue	40,000.
Voices for Children 2851 Meadow Lark Drive San Diego, CA 92123	None	NP Fdn	CASA Program	5,000.
Boys & Girls Clubs of S Diego 115 West Woodward Ave. Escondido, CA 92025	None	NP Fdn	Day Camp Program	1,000.
Mercy Hospital Foundation 203 West F Street San Diego, CA 92101	None	NP Fdn	Emergency Room	30,000.
Lambs Players Theater 1142 Orange Avenue Coronado, CA 92178	None	NP Fdn	Educational Outreach Program	10,000.
Classics for Kids 3730 Fourth Ave. San Diego, CA 92103	None	NP Fdn	General Fund	2,500.

Statement 11 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Sexual Assault Cntr Pierce Co 633 N Mildred Street, Ste J Tacoma, WA 98406	None	NP Fdn	Youth Programs	$ 1,600.
Elder Help of San Diego 4069 30th Street San Diego, CA 92104	None	NP Fdn	Grocery Program	5,000.
Optimist Club Fdn Point Loma 310 San Antonio Street San Diego, CA 92106	None	NP Fdn	Foundation Fund	5,000.
Camp Oliver P.O. Box 206 / 8761 Riverside Descanso, CA 91916	None	NP Fdn	Camping Costs Fund	2,500.
Salk Inst - Biological Study 10010 North Torrey Pines Road La Jolla, CA 92037	None	NP Fdn	Dulbecco Laboratories for Cancer Research	5,000.
YMCA of San Diego County 4715 Viewridge Avenue San Diego, CA 92123	None	NP Fdn	Kids to Camp Program	2,500.
Greater Tacoma Community Fdn P.O. Box 1995 Tacoma, WA 98401	None	NP Fdn	Fund for Women and Girls	2,500.
Andre House of Arizona P.O. Box 2014 Phoenix, AZ 85001	None	NP Fdn	Homeless Soup Kitchen & Resource Center, Boot Program	3,500.
Monarch School Project 808 West Cedar Street San Diego, CA 92101	None	NP Fdn	General Fund	3,000.
Emergency Food Network 3318 92nd Street South Lakewood, WA 98499	None	NP Fdn	Fund for Purchase of Fresh & Frozen Food Products	5,000.
Sojourner Center P.O. Box 20156 Phoenix, AZ 85036	None	NP Fdn	Women & Children's Shelter	7,000.

Statement 11 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
St Mary's Food Bank Alliance 2831 N 31st Ave. Phoenix, AZ 85009	None	NP Fdn	Food Bank	$ 3,000.
Shoes That Fit 1420 N. Claremont Blvd, #107-B Claremont, CA 91711	None	NP Fdn	General Fund / Expend Funds in San Diego and Tacoma	10,500.
St Joseph the Worker P.O. Box 13503 Phoenix, AZ 85002	None	NP Fdn	Employment Assistance - Homeless, Incarcerated & Low Income	3,000.
BSA - Boys/Girls Club of P O. 1501 Pacific Avenue, #301 Tacoma, WA 98402	None	NP Fdn	General Fund	5,000.
Waste Not, Inc. 1700 North Granite Reef Rd Scottsdale, AZ 85257	None	NP Fdn	Fund for Food Redistribution	7,000.
Forgotten Children's Fund PO Box 1103 Freeland, WA 98249	None	NP Fdn	General Fund	1,700.
Community Bridges of Arizona 1811 S Alma School Road, #160 Mesa, AZ 85210	None	NP Fdn	Prevention & Treatment of Substance Abusers	2,000.
TEARS Foundation P.O. Box 9415 Tacoma, WA 98405	None	NP Fdn	General Fund	5,000.
FareStart 1902 2nd Avenue Seattle, WA 98101	None	NP Fdn	To be Used in Western WA	7,500.
UC Davis Fdn (Sea Doc Society) 3213 West Wheeler #225 Seattle, WA 98199	None	NP Fdn	General Fund	4,000.
United Through Reading 11555 Sorrento Valley Rd San Diego, CA 92121	None	NP Fdn	Reading Program	2,500.

Statement 11 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Tacoma Goodwill Industries 714 South 27th Street Tacoma, WA 98401	None	NP Fdn	Four-Year Pledge for At-Risk Youth	$ 12,500.
Northwest Trek Foundation 11610 Trek Drive East Eatonville, WA 98328	None	NP Fdn	Off Exhibit Holding Pens	3,000.
Admiral Theater Foundation 515 Pacific Avenue Bremerton, WA 98337	None	NP Fdn	General Fund	11,000.
Horses R & R-D 8723 David Day Drive NW Gig Harbor, WA 98332	None	NP Fdn	General Fund	2,500.
Ducks Unlimited - Pac NW 1101 SE Tech Center, #115 Vancouver, WA 98683	None	NP Fdn	General Fund	5,000.
Harbor History Museum P.O. Box 744 Gig Harbor, WA 98335	None	NP Fdn	General Fund	1,600.
Surf Rider Foundation P.O. Box 6010 San Clemente, CA 92674	None	NP Fdn	General Fund	8,000.
976 Tuna Youth Fishing Program P.O. Box 2825 Torrance, CA 90509	None	NP Fdn	General Fund	6,000.
Foundation for the Blind Children 1235 E. Harmont Dr. Phoenix, AZ 85020	None	NP Fdn	Services for blind children and adults	3,000.
Sports for Exceptional Athletes 8291 Aero Place San Diego, CA 92123	None	NP Fdn	General Fund	2,600.
Medical Teams International 1920 166th Ave. NE #201 Bellevue, WA 98000	None	NP Fdn	Mobile Dental Program Tacoma, WA area	2,500.
Olive Crest Treatment 3625 Perkins Lane SW #108 Lakewood, WA 98499	None	NP Fdn	Foster Care training	2,500.

Statement 11 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Multi-Care Health Center P.O. Box 5296 Tacoma, WA 98415	None	NP Fdn	NICU Unit Fund an Item	$ 50,000.
Charles Wright Academy 7723 Chambers Creek Road W Tacoma, WA 98407	None	NP Fdn	Art Center	10,000.
Child Help USA 15757 N. 78th St. Suite B Phoenix, AZ 85260	None	NP Fdn	General Fund	2,000.
Phoenix Art Museum 1625 N. Central Ave. Phoenix, AZ 85004	None	NP Fdn	General Fund	3,000.
Phoenix Country Day School 3901 E. Stanford Dr. Project Excellence, AZ 85253	None	NP Fdn	General Fund	3,500.
Pacific Northwest Angelman Syndrome Fdn 12932 SE Kent Kangley Rd 375 Kent, WA 98030	None	NP Fdn	General Fund	2,500.
Coastal Conservation Assn 1006 W. 11th Street Vancouver, WA 98660	None	NP Fdn	General Fund	2,500.
Peninsula Youth Orchestra Assn PO Box 2481 Gig Harbor, WA 98335	None	NP Fdn	General Fund	2,500.
Umom New Day Center, Inc. 3320 East Van Buren St. Phoenix, AZ 85008	None	NP Fdn	General Fund	5,000.
Bellarmine Prep School 2300 S. Washington Tacoma, WA 98405	None	NP Fdn	General Fund	6,000.
Tacoma Youth Symphony Association, Inc. 901 Broadway, Ste 500 Tacoma, WA 98402	None	NP Fdn	Youth Program	2,500.

Statement 11 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Sunshine Physically Handicapped PO Box 820852, 211 E. 11th St. Vancouver, WA 98682	None	NP Fdn	Camp	$ 2,500.
Washington Women's Employment 3516 South 47th St., Ste 205 Tacoma, WA 98409	None	NP Fdn	General	2,500.
Harbor Hope Community 2109 50th Ave. NW Gig Harbor, WA 98335	None	NP Fdn	General	2,500.
C.A.S.T. for Kids Foundation 227 SW 41st Street Renton, WA 98057	None	NP Fdn	General	2,500.
Lindquist Dental Clinic for Children 324 Garfield Street Tacoma, WA 98499	None	NP Fdn	General Fund	2,650.
Ride 4 Us 401 N. E Street Tacoma, WA 98403	None	NP Fdn	Purchase Ultra Sound Machine	2,600.
Safe Streets Campaign 1501 Pacific Ave, Ste 305 Tacoma, WA 98402	None	NP Fdn	General Fund	2,650.
Ryan House P.O. Box 16234 Phoenix, AZ 85011	None	NP Fdn	General Fund	4,000.
WTC Westport Tuna Classic 34930 30th Ave. S. Federal Way, WA 98003	None	NP Fdn	General Fund	7,000.
Toy Rescue Mission P.O. Box 64547 Tacoma, WA 98464	None	NP Fdn	General Fund	1,600.
Outdoor Adventure Foundation 415 38th St. S, Ste B Fargo, ND 58103	None	NP Fdn	General Fund	2,500.

Statement 11 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Crista Ministries 19303 Fremont Ave. N Seattle, WA 98133	None	NP Fdn	Crosspoint Academy	$ 7,500.
			Total	$ 387,500.