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Form

990-PF

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

OMB No 1545-0052

2009

Department of the Treasury
Internal Revenue Service (77)

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 SEPT 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 MAZDA FOUNDATION (USA) INC.		A Employer identification number 38-2952236
	Number and street (or P.O. box number if mail is not delivered to street address) 7755 IRVINE CTR DRIVE	Room/suite	B Telephone number (see page 10 of the instructions) 949-727-1990
	City or town, state, and ZIP code IRVINE, CA 92618		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 7,921,960		J Accounting method. <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

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 page 11 of 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 (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	248,721	248,721	248,721	
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		77,602		
	8 Net short-term capital gain			14,368	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less. Cost of goods sold					
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	248,721	326,323	263,089		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	2,569			2,569
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) STMT 1	43,018	43,018	43,018	
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 2	1,700			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	6,376			6,376
	22 Printing and publications	277			277
	23 Other expenses (attach schedule) STMT 3	970			
	24 Total operating and administrative expenses. Add lines 13 through 23	54,910	43,018	43,018	9,222
	25 Contributions, gifts, grants paid	370,662			370,662
26 Total expenses and disbursements. Add lines 24 and 25	425,572	43,018	43,018	379,884	
27 Subtract line 26 from line 12	(176,851)				
a Excess of revenue over expenses and disbursements		283,305			
b Net investment income (if negative, enter -0-)			220,071		
c Adjusted net income (if negative, enter -0-)					

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Form 990-PF (2009)

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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	91,945	285,614	285,614
	2 Savings and temporary cash investments			
	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 page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)	3,621,789	2,792,400	2,792,400
	b Investments—corporate stock (attach schedule) STMT 4	1,759,522	2,750,527	2,750,527
	c Investments—corporate bonds (attach schedule)	2,205,442	983,902	983,902
Liabilities	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans	233,193	156,708	156,708
	13 Investments—other (attach schedule) STMT 4		904,418	904,418
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ <u>interest receivable</u>)	66,393	48,391	48,391
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	7,978,284	7,921,960	7,921,960
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (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 ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	7,978,284	7,921,960	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see page 17 of the instructions)	7,978,284	7,921,960	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	7,978,284	7,921,960	

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	7,978,284
2 Enter amount from Part I, line 27a	2	(176,851)
3 Other increases not included in line 2 (itemize) ▶ <u>Realized/unrealized gain</u>	3	120,527
4 Add lines 1, 2, and 3	4	7,921,960
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	7,921,960

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a STATEMENT 5		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 7,479,337		7,401,735	77,602	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
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	77,602
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8			3	14,368

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	410,065	7,509,625	0.0546
2007	407,616	8,411,316	0.0485
2006	416,754	8,433,893	0.0494
2005	431,422	8,381,528	0.0515
2004	442,385	8,741,489	0.0506
2 Total of line 1, column (d)			2 0.2546
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 0.0509
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 7,775,299
5 Multiply line 4 by line 3			5 395,763
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,833
7 Add lines 5 and 6			7 398,596
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18			8 379,884

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		1	5,666
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			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	5,666
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	5,666
6 Credits/Payments.			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	7,014	
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	7,014	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		0
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		1,348
11 Enter the amount of line 10 to be. Credited to 2010 estimated tax 1,348 Refunded	11		0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		x
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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		x
c Did the foundation file Form 1120-POL 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 \$ (2) On foundation managers \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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		x
4a 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 Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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? If "Yes," complete Part II, col (c), and Part XV	x	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) CALIFORNIA, MICHIGAN		
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	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 on page 27)? If "Yes," complete Part XIV		x
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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 page 20 of the 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>www.mazdafoundation.org</u>	13	X	
14	The books are in care of ► <u>KATHLEEN SMITH</u> Telephone no ► <u>949-727-1990</u> Located at ► <u>7755 IRVINE CTR DR., IRVINE, CA</u> ZIP+4 ► <u>92618</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>			N/A

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20 , 20 , 20 , 20		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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

- 5a** During the year did the foundation pay or incur any amount to
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions). ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐ **5b**
- 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? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870 **6b**
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **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 page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STATEMENT 6				

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
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 page 23 of the instructions). If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services 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	
2	
3	
4	

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

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

	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	7,587,773
b	Average of monthly cash balances	1b	257,540
c	Fair market value of all other assets (see page 24 of the instructions)	1c	48,391
d	Total (add lines 1a, b, and c)	1d	7,893,704
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	7,893,704
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see page 25 of the instructions)	4	118,406
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,775,298
6	Minimum investment return. Enter 5% of line 5	6	388,765

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

1	Minimum investment return from Part X, line 6	1	388,765
2a	Tax on investment income for 2009 from Part VI, line 5	2a	5,666
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	5,666
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	383,099
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	383,099
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	383,099

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	379,884
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	379,884
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	379,884

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				383,099
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			371,727	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 379,884				
a Applied to 2008, but not more than line 2a			371,727	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2009 distributable amount				8,157
e Remaining amount distributed out of corpus	0			
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	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2008. Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				374,942
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	0			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling N/A

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

	Prior 3 years				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter $\frac{2}{3}$ of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

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

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

- a** The name, address, and telephone number of the person to whom applications should be addressed
- 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 STATEMENT 7				370,662
Total			▶ 3a	370,662
b Approved for future payment				
Total			▶ 3b	0

Form **990-PF** (2009)

MAZDA FOUNDATION (USA), INC.**38-2952236****FORM 990-PF
FOR FISCAL YEAR ENDED 9/30/2010****STATEMENT 1**

<u>DESCRIPTION</u>	(A) EXPENSES <u>PER BOOKS</u>	(B) NET INVEST- <u>MENT INCOME</u>	(C) ADJUSTED <u>NET INCOME</u>	(D) CHARITABLE <u>PURPOSES</u>
PART I, LINE 16c - OTHER PROFESSIONAL FEES				
CITIGROUP GLOBAL MARKETS INC. FEE	43,018	43,018	43,018	0
TOTAL	<u>43,018</u>	<u>43,018</u>	<u>43,018</u>	<u>0</u>

**FORM 990-PF
FOR FISCAL YEAR ENDED 9/30/2010**

STATEMENT 2

<u>DESCRIPTION</u>	(A) EXPENSES <u>PER BOOKS</u>	(B) NET INVEST- <u>MENT INCOME</u>	(C) ADJUSTED <u>NET INCOME</u>	(D) CHARITABLE <u>PURPOSES</u>
PART I, LINE 18 - TAXES				
FEDERAL EXCISE TAX	1,700	0	0	0
TOTAL	<u>1,700</u>	<u>0</u>	<u>0</u>	<u>0</u>

**FORM 990-PF
FOR FISCAL YEAR ENDED 9/30/2010**

STATEMENT 3

<u>DESCRIPTION</u>	(A) EXPENSES <u>PER BOOKS</u>	(B) NET INVEST- <u>MENT INCOME</u>	(C) ADJUSTED <u>NET INCOME</u>	(D) CHARITABLE <u>PURPOSES</u>
PART I, LINE 23 - OTHER EXPENSES				
Federal/State Filing fee	30			
Seminar/Conference	650			
Misc	290			
TOTAL	<u>970</u>	<u>0</u>	<u>0</u>	<u>0</u>

**FORM 990-PF
FOR FISCAL YEAR ENDED 9/30/2010****STATEMENT 4**

<u>DESCRIPTION</u>	<u>U.S. GOVT</u>	<u>OTHER GOVT</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
PART II, LINE 10a - U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS				
Citigroup Global Markets Inc.	X		2,792,400	2,792,400
TOTAL			<u>2,792,400</u>	<u>2,792,400</u>

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
PART II, LINE 10b - CORPORATE STOCK		
Citigroup Global Markets Inc.	2,750,527	2,750,527
TOTAL	<u>2,750,527</u>	<u>2,750,527</u>

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
PART II, LINE 10c - CORPORATE BONDS		
Citigroup Global Markets Inc.	983,902	983,902
TOTAL	<u>983,902</u>	<u>983,902</u>

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
PART II, LINE 13 - OTHER INVESTMENTS		
International bonds - Citigroup Global Markets Inc	904,418	904,418
TOTAL	<u>904,418</u>	<u>904,418</u>

FORM 990-PF

FOR FISCAL YEAR ENDED 9/30/2010

STATEMENT 5

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME	Date Sold	Gross Sales Price	Cost	Gain/(loss)	Gain/(loss)	
					Short-term	Long-term
AMAZON COM INC.	OCT 2009	1,229	653	576	0	576
ANADARKO PETROLEUM COPR	OCT 2009	3,409	1,975	1,434	0	1,434
FRANCE TELECOM SA SPON ADR	OCT 2009	739	732	7	0	7
SABMILLER PLC SPON ADR	OCT 2009	559	470	89	0	89
SECHE ENVIRONMENT SA-EUR	OCT 2009	567	355	212	212	0
TELSTRA LTD SPONS ADR	OCT 2009	881	964	(83)	0	(83)
TELSTRA LTD SPONS ADR	OCT 2009	14	14	0	0	0
TOKIO MARIEN HLDGS INC	OCT 2009	1,253	1,708	(455)	0	(455)
VODAFONE GROUP PLC SPONS	OCT 2009	1,219	1,462	(243)	0	(243)
AMERICAN ELECTRIC POWER CO	OCT 2009	8,972	11,992	(3,020)	0	(3,020)
AMERICAN ELECTRIC POWER CO	OCT 2009	663	53	610	610	0
CAMPBELL SOUP CO	OCT 2009	3,016	3,244	(228)	0	(228)
CAMPBELL SOUP CO	OCT 2009	2,692	2,391	301	301	0
INTERNATIONAL PAPER CO	OCT 2009	3,498	3,381	117	0	117
PFIZER INC	OCT 2009	1	1	0	0	0
WYETH	OCT 2009	9,245	8,860	385	0	385
WYETH	OCT 2009	603	509	94	94	0
AMAZON COM INC.	NOV 2009	10,715	5,801	4,914	0	4,914
CISCO SYS INC	NOV 2009	13,958	6,746	7,212	0	7,212
INTEL CORP	NOV 2009	5,995	7,296	(1,301)	0	(1,301)
SEARS HOLDINGS CORP	NOV 2009	6,149	8,839	(2,690)	0	(2,690)
DIRECTV CL A	NOV 2009	19	12	7	0	7
LIBERTY MEDIA	NOV 2009	18	27	(9)	0	(9)
BNP PARIBAS SPON ADR	NOV 2009	93	0	93	93	0
NIDEC CORPORATION	NOV 2009	549	298	251	251	0
NIDEC CORPORATION	NOV 2009	1,933	1,576	357	0	357
NOKIA CORP SPONSORED ADR	NOV 2009	9,695	9,977	(282)	(282)	0
SABMILLER PLC SPON ADR	NOV 2009	939	760	179	0	179
JPMORGAN CHASE & CO	NOV 2009	306	340	(34)	0	(34)
PARKER-HANNIFIN CORP	NOV 2009	6,361	7,546	(1,185)	0	(1,185)
PARKER-HANNIFIN CORP	NOV 2009	169	109	60	60	0
TRAVELERS COMPANIES	NOV 2009	1,450	1,085	365	0	365
EXPEDIA	DEC 2009	517	499	18	18	0
UBS AG (NEW)	DEC 2009	991	1,393	(402)	0	(402)
UBS AG (NEW)	DEC 2009	4,461	4,373	88	88	0
ANGLO AMERICAN PLC ADR	DEC 2009	5,262	3,914	1,348	1,348	0
STATOILHYDRO ASA SPONS	DEC 2009	8,814	8,605	209	209	0
APACHE CORP	DEC 2009	202	250	(48)	0	(48)
MOTOROLA INC DE	DEC 2009	1,955	1,642	313	0	313
NIKE INC CL B	DEC 2009	2,109	1,397	712	712	0
ORACLE CORP	DEC 2009	1,382	1,263	119	0	119
TIME WARNER INC	DEC 2009	7,346	9,867	(2,521)	0	(2,521)
TIME WARNER INC	DEC 2009	3,640	3,221	419	419	0
BERKSHIRE HATHAWAY INC CL B	JAN 2010	20,871	20,313	558	558	0
INTEL CORP	JAN 2010	15,954	15,290	664	0	664
UBS AG (NEW)	JAN 2010	8,624	8,533	91	91	0
AGRIUM INC USD	JAN 2010	4,050	3,606	444	444	0
BARRICK GOLD CARP CAD	JAN 2010	5,258	5,373	(115)	(115)	0
CHEUNG KONG HOLDINGS	JAN 2010	2,514	2,483	31	0	31
CHEUNG KONG HOLDINGS	JAN 2010	6,094	6,337	(243)	(243)	0
EXPERIAN GROUP LTD ADR	JAN 2010	1,173	694	479	0	479
EXPERIAN GROUP LTD ADR	JAN 2010	1,212	712	500	500	0
PUBLICIS GROUPE ADR	JAN 2010	2,868	2,105	763	0	763
PUBLICIS GROUPE ADR	JAN 2010	3,326	3,115	211	211	0
VODAFONE GROUP PLC SPONS	JAN 2010	1,855	2,126	(271)	0	(271)
BOEING CO	JAN 2010	2,480	3,167	(687)	0	(687)
FOREST LABORATORIES INC	JAN 2010	4,433	4,381	52	0	52
FOREST LABORATORIES INC	JAN 2010	1,595	1,478	117	117	0
PFIZER INC	JAN 2010	2,547	2,443	104	0	104

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FOR FISCAL YEAR ENDED 9/30/2010

STATEMENT 5

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME	Date Sold	Gross Sales Price	Cost	Gain/(loss)	Gain/(loss)	
					Short-term	Long-term
CHEUNG KONG HOLDINGS	FEB 2010	6,024	6,362	(338)	(338)	0
LONMIN PUB LTD CO SPON ADR	FEB 2010	2,385	2,079	306	306	0
MTU AERO ENGINES HLDGS AG	FEB 2010	1,855	840	1,015	0	1,015
MTU AERO ENGINES HLDGS AG	FEB 2010	216	160	56	56	0
POSCO SPON ADR	FEB 2010	2,660	2,485	175	175	0
SABMILLER PLC SPON ADR	FEB 2010	5,589	5,103	486	486	0
SABMILLER PLC SPON ADR	FEB 2010	472	403	69	0	69
THK CO LTD UNSPON ADR	FEB 2010	1,863	1,539	324	324	0
THK CO LTD UNSPON ADR	FEB 2010	1,456	1,046	410	0	410
BAKER HUGHES INC	FEB 2010	2,998	5,429	(2,431)	0	(2,431)
BOEING CO	FEB 2010	7,153	8,895	(1,742)	0	(1,742)
BOEING CO	FEB 2010	3,895	3,405	490	490	0
NATIONAL OILWELL VARCO INC	FEB 2010	1,121	2,173	(1,052)	0	(1,052)
AGRIUM INC USD	MAR 2010	7,243	5,900	1,343	1,343	0
GUOCO GROUP LTD UNSPON ADR	MAR 2010	1,704	957	747	0	747
GUOCO GROUP LTD UNSPON ADR	MAR 2010	1,605	1,834	(229)	(229)	0
HUANENG POWER INTL SP ADR	MAR 2010	1,041	1,121	(80)	0	(80)
HUANENG POWER INTL SP ADR	MAR 2010	5,180	5,583	(403)	(403)	0
NORSK HYDOR A SPONS ADR	MAR 2010	10,004	9,682	322	322	0
SECHE ENVIRONMENT SA-EUR	MAR 2010	735	552	183	0	183
SECHE ENVIRONMENT SA-EUR	MAR 2010	144	101	43	43	0
STATOILHYDRO ASA SPONS	MAR 2010	8,046	8,735	(689)	(689)	0
VODAFONE GROUP PLC SPONS	MAR 2010	350	425	(75)	0	(75)
VODAFONE GROUP PLC SPONS	MAR 2010	10,461	10,716	(255)	(255)	0
WHEELOCK & CO LTD - HKD	MAR 2010	1,924	1,392	532	0	532
WHEELOCK & CO LTD - HKD	MAR 2010	9,536	10,143	(607)	(607)	0
BAKER HUGHES INC	MAR 2010	1,811	2,575	(764)	0	(764)
MORGAN STANLEY	MAR 2010	4,655	4,858	(203)	(203)	0
MORGAN STANLEY	MAR 2010	5,706	6,159	(453)	0	(453)
MOTOROLA INC DE	MAR 2010	2,969	3,087	(118)	0	(118)
MOTOROLA INC DE	MAR 2010	1,430	1,755	(325)	(325)	0
PFIZER INC	MAR 2010	657	678	(21)	0	(21)
UNITEDHEALTH GROUP INC	MAR 2010	1,876	1,797	79	0	79
LIBERTY MEDIA	APR 2010	4,374	2,555	1,819	0	1,819
DEUTSCHE BANK-EUR	APR 2010	3,912	4,122	(210)	(210)	0
TRANSOCEAN LTD SWITZERLAND	APR 2010	14,441	15,584	(1,143)	(1,143)	0
FOSTERS GROUP LTD NEW	APR 2010	1,810	1,369	441	0	441
FOSTERS GROUP LTD NEW	APR 2010	8,962	9,085	(123)	(123)	0
FRANCE TELECOM SA SPON ADR	APR 2010	9,129	10,368	(1,239)	(1,239)	0
FRANCE TELECOM SA SPON ADR	APR 2010	815	941	(126)	0	(126)
GUOCO GROUP LTD UNSPON ADR	APR 2010	6,826	7,765	(939)	(939)	0
ALLSTATE CORP	APR 2010	2,148	2,704	(556)	0	(556)
METLIFE INC	APR 2010	2,387	2,626	(239)	0	(239)
NUCOR CORP	APR 2010	5,599	7,763	(2,164)	0	(2,164)
NUCOR CORP	APR 2010	1,819	1,593	226	226	0
SAFeway INC	APR 2010	7,924	8,301	(377)	0	(377)
SAFeway INC	APR 2010	6,426	5,911	515	515	0
BERKSHIRE HATHAWAY INC CL B	MAY 2010	6,502	4,374	2,128	0	2,128
BERKSHIRE HATHAWAY INC CL B	MAY 2010	3,974	3,787	187	187	0
WALT DISNEY CO	MAY 2010	835	884	(49)	0	(49)
EXPEDIA	MAY 2010	1,294	1,373	(79)	(79)	0
HOME DEPOT INC	MAY 2010	6,587	7,778	(1,191)	0	(1,191)
PEPSICO INC	MAY 2010	945	933	12	12	0
DEUTSCHE BANK-EUR	MAY 2010	6,852	8,768	(1,916)	(1,916)	0
LG DISPLAY CO LTD	MAY 2010	1,109	793	316	0	316
LG DISPLAY CO LTD	MAY 2010	8,801	7,125	1,676	1,676	0
SIEMENS A G SPONS	MAY 2010	1,844	2,198	(354)	0	(354)
SIEMENS A G SPONS	MAY 2010	4,127	4,418	(291)	(291)	0
BAKER HUGHES INC	MAY 2010	1,683	1,058	625	0	625

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STATEMENT 5

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME	Date Sold	Gross Sales Price	Cost	Gain/(loss)	Gain/(loss)	
					Short-term	Long-term
BAKER HUGHES INC	MAY 2010	3,751	3,143	608	608	0
BANK NEW YORK MELLON	MAY 2010	12,281	11,352	929	929	0
SOUTHERN CO	MAY 2010	6,610	6,301	309	0	309
SOUTHERN CO	MAY 2010	6,675	6,488	187	187	0
AMGEN INC	JUNE 2010	13,476	15,564	(2,088)	0	(2,088)
JOHNSON & JOHNSON	JUNE 2010	3,220	3,428	(208)	(208)	0
QUALCOMM INC	JUNE 2010	11,106	13,409	(2,303)	(2,303)	0
QUALCOMM INC	JUNE 2010	4,238	4,517	(279)	0	(279)
ROCHE HLDG LTD	JUNE 2010	4,275	5,116	(841)	0	(841)
SEARS HOLDINGS CORP	JUNE 2010	11,782	15,371	(3,589)	0	(3,589)
ANADARKO PETROLEUM COPR	JUNE 2010	3,286	3,357	(71)	0	(71)
AMDOCS LTD	JUNE 2010	1,517	1,348	169	0	169
AMDOCS LTD	JUNE 2010	7,502	7,290	212	212	0
CREDIT SUISSE GROUP	JUNE 2010	7,507	10,387	(2,880)	(2,880)	0
CREDIT SUISSE GROUP	JUNE 2010	1,116	1,338	(222)	0	(222)
LONMIN PUB LTD CO SPON ADR	JUNE 2010	3,956	4,936	(980)	(980)	0
MTU AERO ENGINES HLDGS AG	JUNE 2010	6,316	5,406	910	910	0
MTU AERO ENGINES HLDGS AG	JUNE 2010	181	106	75	0	75
NSK LTD	JUNE 2010	3,962	3,465	497	497	0
SUMITOMO MITSUI FINL GROUP INC	JUNE 2010	2,798	3,059	(261)	(261)	0
SUMITOMO MITSUI FINL GROUP INC	JUNE 2010	1,620	4,633	(3,013)	0	(3,013)
CATERPILLAR INC	JUNE 2010	7,733	8,503	(770)	0	(770)
CATERPILLAR INC	JUNE 2010	1,132	1,038	94	94	0
COMCAST CORP	JUNE 2010	3,513	3,381	132	132	0
EXXON MOBIL CORP	JUNE 2010	9,183	11,110	(1,927)	(1,927)	0
EXXON MOBIL CORP	JUNE 2010	3,617	5,063	(1,446)	0	(1,446)
NIKE INC CL B	JUNE 2010	4,233	2,565	1,668	0	1,668
V F CORP	JUNE 2010	4,323	4,254	69	0	69
QUALCOMM INC	JULY 2010	8,938	8,714	224	224	0
ROCHE HLDG LTD	JULY 2010	2,598	3,289	(691)	(691)	0
ROCHE HLDG LTD	JULY 2010	6,009	7,794	(1,785)	(1,785)	0
JARDINE MATHESON HLDGS	JULY 2010	2,198	1,642	556	0	556
JARDINE MATHESON HLDGS	JULY 2010	3,244	2,552	692	692	0
LONMIN PUB LTD CO SPON ADR	JULY 2010	3,595	4,736	(1,141)	(1,141)	0
FRONTIER COMMUNICATIONS CORP	JULY 2010	5	5	0	0	0
FRONTIER COMMUNICATIONS CORP	JULY 2010	2	2	0	0	0
NIKE INC CL B	JULY 2010	4,388	2,855	1,533	0	1,533
NIKE INC CL B	JULY 2010	3,900	3,560	340	340	0
INTEL CORP	AUG 2010	8,924	9,099	(175)	0	(175)
AUSTRALIAN GOVT	AUG 2010	133,170	140,157	(6,987)	(6,987)	0
BASF SE COMMON STOCK	AUG 2010	2,734	1,922	812	0	812
BASF SE COMMON STOCK	AUG 2010	8,257	8,599	(342)	(342)	0
POSCO SPON ADR	AUG 2010	9,562	10,948	(1,386)	(1,386)	0
ROCHE HLDG LTD	SEPT 2010	5,641	6,360	(719)	0	(719)
ROCHE HLDG LTD	SEPT 2010	2,820	3,413	(593)	(593)	0
FOXCONN INTERNATIONAL HOLDINGS	SEPT 2010	4,453	8,529	(4,076)	(4,076)	0
HOME RETAIL GROUP	SEPT 2010	1,129	1,559	(430)	0	(430)
HOME RETAIL GROUP	SEPT 2010	2,693	4,182	(1,489)	(1,489)	0
MTU AERO ENGINES HLDGS AG	SEPT 2010	7,660	6,783	877	877	0
ROCHE HLDG LTD	SEPT 2010	1,699	2,022	(323)	0	(323)
ROCHE HLDG LTD	SEPT 2010	9,192	10,958	(1,766)	(1,766)	0
SABMILLER PLC SPON ADR	SEPT 2010	9,144	8,620	524	524	0
SMITH & NEPHEW PLC SP ADR	SEPT 2010	12,031	14,192	(2,161)	(2,161)	0
SUMITOMO MITSUI FINL GROUP INC	SEPT 2010	8,182	8,542	(360)	(360)	0
TOMRA SYSTEMS A/S	SEPT 2010	2,035	1,826	209	209	0
TOMRA SYSTEMS A/S	SEPT 2010	1,294	1,593	(299)	0	(299)
COLGATE PALMOLIVE CO	SEPT 2010	2,173	1,749	424	0	424
FRONTIER COMMUNICATIONS CORP	SEPT 2010	559	643	(84)	0	(84)
FRONTIER COMMUNICATIONS CORP	SEPT 2010	214	212	2	2	0

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FOR FISCAL YEAR ENDED 9/30/2010

STATEMENT 5

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME	Date Sold	Gross Sales Price	Cost	Gain/(loss)	Gain/(loss)	
					Short-term	Long-term
INTL BUSINESS MACHINES CORP	SEPT 2010	3,871	2,446	1,425	0	1,425
ORACLE CORP	SEPT 2010	4,171	3,915	256	0	256
US Treasury Note Ser J	OCT 2009	239,718	239,542	177	0	177
Federal Home Loan mtg	NOV 2009	43,960	42,420	1,540	0	1,540
Federal Home Loan mtg	NOV 2009	46,137	45,828	309	0	309
Federal Natl Mtg Assn B/E	NOV 2009	59,238	55,218	4,020	0	4,020
Federal Natl Mtg Assn Debs	NOV 2009	77,225	76,898	327	327	0
US TSY Inflation Index	NOV 2009	30,898	28,854	2,045	2,045	0
US Treasury Notes Ser V-2011	NOV 2009	90,654	91,654	(999)	(999)	0
US Treasury Note Ser H	NOV 2009	83,289	84,375	(1,086)	(1,086)	0
US Treasury Note Ser S	NOV 2009	45,807	45,626	181	181	0
US TSY Inflation Index	NOV 2009	103,216	95,795	7,422	7,422	0
Federal Home Loan mtg	DEC 2009	196,556	195,531	1,025	0	1,025
US Treasury Notes Ser V-2011	JAN 2010	188,277	191,934	(3,657)	(3,657)	0
Federal Natl Mtg Assn B/E	JAN 2010	187,366	175,360	12,005	0	12,005
Federal Natl Mtg Assn B/E	JAN 2010	111,349	112,581	(1,232)	(1,232)	0
US Treasury Notes Ser V-2011	MAR 2010	174,508	178,995	(4,487)	(4,487)	0
US Treasury Note Ser H-2012	MAY 2010	145,520	149,026	(3,506)	0	(3,506)
Federal Natl Mtg Assn Debs	JUNE 2010	125,274	126,112	(838)	0	(838)
Federal Natl Mtg Assn Med Term	AUG 2010	199,465	198,792	673	673	0
Federal Natl Mtg Assn Debs	03/07/08	194,796	196,858	(2,062)	0	(2,062)
US Treasury Note Ser R-2012	10/31/07	182,325	181,302	1,023	1,023	0
Federal Natl Mtg Assn Notes	OCT 2009	50,547	50,522	25	25	0
Bank of America Corp FDIC	OCT 2009	104,099	100,602	3,497	3,497	0
Andarko Petroleum	OCT 2009	51,455	55,351	(3,896)	0	(3,896)
American Express CR	NOV 2009	56,308	53,582	2,726	2,726	0
Baxter Intl	NOV 2009	27,458	25,018	2,440	0	2,440
Cisco Systems Inc	NOV 2009	109,894	105,545	4,349	4,349	0
Comcast Corp	NOV 2009	53,401	50,386	3,015	0	3,015
Conoco Funding Co	NOV 2009	54,956	52,269	2,687	0	2,687
Dominion Resources	NOV 2009	37,173	36,976	197	0	197
Federal Home Loan Bank cons	NOV 2009	49,105	50,000	(895)	(895)	0
Federal Home Loan Bks	NOV 2009	104,510	111,680	(7,170)	(7,170)	0
Federal Home Loan Mtg Corp	NOV 2009	54,116	49,480	4,636	0	4,636
Federal Natl Mtg Assn Notes	NOV 2009	49,872	49,878	(6)	(6)	0
Glaxosmithkline Cap	NOV 2009	27,359	24,832	2,527	0	2,527
GNMA PL#550763x	NOV 2009	105,617	94,193	11,424	0	11,424
Hewlett Packard Co	NOV 2009	81,071	79,671	1,400	1,400	0
Household Finance Corp	NOV 2009	41,735	40,716	1,019	1,019	0
Johnson & Johnson Notes	NOV 2009	54,868	50,545	4,324	0	4,324
JP Morgan Chase & Co	NOV 2009	55,217	49,591	5,626	5,626	0
Merrill Lynch & Co.	NOV 2009	26,146	25,475	672	672	0
Microsoft Corp	NOV 2009	49,522	47,609	1,913	1,913	0
Pacific Gas and Electric	NOV 2009	56,125	55,168	958	958	0
PNC Funding Corp	NOV 2009	53,828	53,842	(14)	(14)	0
Procter & Gamble Co	NOV 2009	77,809	75,951	1,858	1,858	0
Time Warner Cable Inc	NOV 2009	28,716	26,395	2,322	2,322	0
Time Warner Inc	NOV 2009	53,351	50,230	3,122	0	3,122
United Technologies	NOV 2009	27,649	26,180	1,469	1,469	0
US Treasury Notes Ser B-2010	NOV 2009	50,818	52,729	(1,910)	0	(1,910)
US Treasury Notes Ser E	NOV 2009	52,631	54,938	(2,307)	(2,307)	0
US TSY Inflation Index	NOV 2009	121,691	105,414	16,277	0	16,277
US TSY Inflation Index	NOV 2009	61,211	52,707	8,503	0	8,503
Wachovia Corp Sub notes	NOV 2009	102,394	99,399	2,995	0	2,995
Walt Disney Company	NOV 2009	55,142	55,836	(694)	0	(694)
Federal Home Loan Bank cons	DEC 2009	56,456	56,189	267	267	0
PNC Funding Corp	DEC 2009	54,600	53,842	759	759	0
XTO Energy Inc SR notes	JAN 2010	57,069	50,848	6,222	0	6,222
US Treasury Notes Ser E-2018	JAN 2010	77,426	78,643	(1,217)	(1,217)	0

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FOR FISCAL YEAR ENDED 9/30/2010

STATEMENT 5

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME	Date Sold	Gross Sales Price	Cost	Gain/(loss)	Gain/(loss)	
					Short-term	Long-term
Procter & Gamble Co	JAN 2010	25,892	25,317	575	575	0
Microsoft Corp	JAN 2010	49,785	47,609	2,176	2,176	0
Merrill Lynch & Co.	JAN 2010	53,290	50,949	2,341	2,341	0
FNMA PL#745336	FEB 2010	42,602	40,480	2,122	0	2,122
US Treasury Notes Ser B-2010	FEB 2010	75,000	77,296	(2,296)	0	(2,296)
American Express CR	FEB 2010	5,626	5,358	268	268	0
Anadarko Pete Corp SR Notes	FEB 2010	5,364	5,321	43	43	0
Comcast Corp	FEB 2010	5,417	5,039	378	0	378
Walt Disney Company	FEB 2010	5,504	5,584	(80)	0	(80)
Dominion Resources	FEB 2010	5,409	5,282	127	127	0
Glaxosmithkline Cap	FEB 2010	5,418	4,966	451	0	451
JP Morgan Chase & Co	FEB 2010	5,436	4,959	477	477	0
Kinder Morgan Energy	FEB 2010	5,346	5,459	(113)	(113)	0
Pacific Gas and Electric	FEB 2010	5,626	5,517	109	109	0
Rio Tinto Finance PLCP	FEB 2010	8,405	7,604	800	800	0
Time Warner Cable Inc	FEB 2010	6,972	6,335	637	637	0
GNMA PL#471261x	FEB 2010	6,105	3,820	2,285	0	2,285
Dominion Resources	FEB 2010	48,185	47,541	643	643	0
Federal Home Loan Mtg Corp	FEB 2010	2,146	1,892	255	255	0
Federal Natl Mtg Assn Notes	FEB 2010	50,133	49,878	255	255	0
Federal Natl Mtg Assn Med term notes	FEB 2010	24,002	24,138	(136)	(136)	0
Glaxosmithkline Cap	FEB 2010	48,573	44,698	3,876	0	3,876
Household Finance Corp	FEB 2010	52,511	50,895	1,616	1,616	0
US Treasury Bonds Ser May 2038	FEB 2010	67,665	80,839	(13,174)	0	(13,174)
US Treasury Notes Ser D-2013	FEB 2010	54,311	54,969	(658)	(658)	0
US Treasury Notes Ser B-2015	FEB 2010	4,295	4,223	72	72	0
New Jersey St Transn TR FD Txble B/E Rev	APR 2010	51,332	51,125	208	208	0
US Treasury Notes Ser E-2018	APR 2010	51,578	51,174	404	404	0
Hewlett Packard Co	APR 2010	27,564	26,557	1,007	0	1,007
Hewlett Packard Co	APR 2010	16,539	16,292	246	246	0
Pepsico	MAY 2010	52,275	50,967	1,308	1,308	0
US Treasury Bonds Ser May 2038	MAY 2010	25,721	27,716	(1,995)	0	(1,995)
US Treasury Notes Ser R 2013	MAY 2010	39,654	39,473	181	181	0
US Treasury Notes Ser F-2017	MAY 2010	20,815	20,950	(135)	(135)	0
US Treasury Bonds Ser May 2038	JUNE 2010	41,849	45,039	(3,190)	0	(3,190)
US Treasury Bonds Ser May 2038	JUNE 2010	43,375	46,194	(2,819)	0	(2,819)
Anadarko Pete Corp SR Notes	JUNE 2010	38,588	47,889	(9,302)	(9,302)	0
Comcast Corp	JULY 2010	49,482	45,347	4,135	0	4,135
Comcast Corp	JULY 2010	3,299	3,250	49	49	0
Verizon Global	JULY 2010	51,361	52,829	(1,468)	0	(1,468)
Time Warner Inc	JULY 2010	53,125	50,230	2,896	0	2,896
US Treasury Notes Ser E-2019	JULY 2010	109,240	102,820	6,421	6,421	0
US Treasury Bonds Ser May 2038	JULY 2010	26,477	25,249	1,228	1,228	0
US Treasury Bonds Ser May 2038	JULY 2010	2,206	2,310	(103)	0	(103)
US Treasury Notes Ser R 2011	JULY 2010	29,667	29,949	(282)	(282)	0
US Treasury bills	AUG 2010	52,995	52,995	(0)	(0)	0
US Treasury bills	AUG 2010	52,999	52,999	(0)	(0)	0
US Treasury Bonds Ser May 2038	AUG 2010	21,048	20,039	1,009	1,009	0
US Treasury Notes Ser C 2010	AUG 2010	50,000	52,404	(2,404)	(2,404)	0
Pacific Gas and Electric	AUG 2010	51,817	49,655	2,162	0	2,162
Pacific Gas and Electric	AUG 2010	1,151	1,129	22	22	0
University VA Univ Revs Gen	AUG 2010	48,312	45,700	2,612	2,612	0
FHLMC PL#G08330	SEPT 2010	39,310	38,662	648	648	0
New York NY Ser D-1 Build	SEPT 2010	51,859	49,977	1,882	1,882	0
US Treasury Notes Ser M-2016	SEPT 2010	68,040	62,678	5,362	5,362	0
		7,479,337	7,401,735	77,602	14,368	63,234

**FORM 990-PF
FOR FISCAL YEAR ENDED 9/30/2010****STATEMENT 6****DESCRIPTION****PART VIII, LINE 1 - OFFICERS**

	(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
James O'Sullivan 7755 Irvine Ctr Dr., Irvine, CA 92618	Chairman/Trustee 1	0	0	0
Jay Amestoy 7755 Irvine Ctr Dr., Irvine, CA 92618	Pres/Trustee 1	0	0	0
Renee Barron 7755 Irvine Ctr Dr., Irvine, CA 92618	Secretary/Trustee 1	0	0	0
Robert Davis 7755 Irvine Ctr Dr., Irvine, CA 92618	Treasurer/Trustee 1	0	0	0

FORM 990-PF

FOR FISCAL YEAR ENDED 9/30/2010

STATEMENT 7

DESCRIPTION

PART XV, SUPPLEMENTARY INFORMATION

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

Recipient Name and Address	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
<i>a. Paid during the year</i>				
Reading is Fundamental 1825 Connecticut Ave NW Washington D C 20009	N/A	EXEMPT	Distribute books to children	55,000
Dillard University 2601 Gentilly Blvd. New Orleans, LA 70122	N/A	EXEMPT	Provide Scholarship	20,000
Hispanic Scholarship Fund One Sansome Street, Ste 1000 San Francisco, CA 94104	N/A	EXEMPT	Provide Scholarship	57,212
Second Harvest Food Bank, OC 426-A W Almond Ave Orange, CA 92866	N/A	EXEMPT	Funding for purchase of food	25,000
Shoes That Fit 1420 N. Claremont Blvd.,Ste 107-B Claremont, CA 91711	N/A	EXEMPT	Sponsor program to provide clothing and school supplies for children in need	10,000
Student Conservation 689 River Road Charlestown, NH	N/A	EXEMPT	Provide Scholarship	55,000
Clemson University 155 Old Greenville Highway Clemson, SC 29631	N/A	EXEMPT	To fund graduate fellowship program	30,000
University of North Carolina P.O Box 1510 Pembroke, NC 28372	N/A	EXEMPT	Provide Scholarship	13,750
Youth for Understanding 3501 Neward Street, NW Washington, DC 20016	N/A	EXEMPT	Provide Scholarship	79,700
Project Access 4209 Westerly Place, Suite 113 Newport Beach, CA 92660	N/A	EXEMPT	To fund after-school program	10,000
CASA of Orange County 1615 E. 17th Street, Suite 100 Santa Ana, CA 92705	N/A	EXEMPT	To fund mentoring and social programs to foster youths	5,000
Start the Adventure in Reading 1545 State Street New Orleans, LA 70118	N/A	EXEMPT	Funding to support the 07-08 school year for children in Greater New Orleans	10,000

370,662

STATEMENT 7