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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2009**Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning 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.	THE JUDITH MCBEAN FOUNDATION 660 CAMINO AGUAJITO #300 MONTEREY, CA 93940		A Employer identification number 77-0138294
			B Telephone number (see the instructions) 831-647-8055
			C If exemption application is pending, check here <input type="checkbox"/>
			D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 6,085,101.		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	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 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 <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	53,311.	53,311.	53,311.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	1,433,855.			
	b Gross sales price for all assets on line 6a	3,553,821.			
	7 Capital gain net income (from Part IV, line 2)		1,433,855.		
	8 Net short-term capital gain			245,951.	
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	886.	886.			
13 Compensation of officers, directors, trustees, etc	1,488,052.	1,488,052.	299,262.		
14 Other employee salaries and wages	0.				
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach sch) SEE ST 2	21,047.	10,523.		10,524.	
c Other prof fees (attach sch) SEE ST 3	625.	625.			
17 Interest					
18 Taxes (attach schedule)(see instr) SEE STM 4	35.	35.			
19 Depreciation (attach sch) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) SEE STATEMENT 5	308.	308.			
24 Total operating and administrative expenses. Add lines 13 through 23	22,015.	11,491.		10,524.	
25 Contributions, gifts, grants paid PART XV	58,600.			58,600.	
26 Total expenses and disbursements. Add lines 24 and 25	80,615.	11,491.	0.	69,124.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	1,407,437.				
b Net investment income (if negative, enter -0-)		1,476,561.			
c Adjusted net income (if negative, enter -0-)			299,262.		

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing	2,171.	4,191.	4,191.
	2 Savings and temporary cash investments	2,657.	3,539,027.	3,539,027.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)			
	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 6	2,074,239.	2,594,506.	2,541,883.	
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)	2,079,067.	6,137,724.	6,085,101.	
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. <input checked="" type="checkbox"/>			
	24 Unrestricted	2,079,067.	6,137,724.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	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			
	30 Total net assets or fund balances (see the instructions)	2,079,067.	6,137,724.	
	31 Total liabilities and net assets/fund balances (see the instructions)	2,079,067.	6,137,724.	

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	2,079,067.
2 Enter amount from Part I, line 27a	2	1,407,437.
3 Other increases not included in line 2 (itemize) SEE STATEMENT 7	3	2,651,220.
4 Add lines 1, 2, and 3	4	6,137,724.
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	6,137,724.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 8				
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			(i) 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)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	1,433,855.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8 </div>		3	245,951.

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	358,845.	1,810,332.	0.198221
2007	286,077.	2,165,947.	0.132079
2006	188,308.	2,469,322.	0.076259
2005	215,308.	2,386,566.	0.090217
2004	170,343.	2,342,679.	0.072713

2 Total of line 1, column (d)	2	0.569489
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	0.113898
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,016,465.
5 Multiply line 4 by line 3	5	229,671.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	14,766.
7 Add lines 5 and 6	7	244,437.
8 Enter qualifying distributions from Part XII, line 4	8	69,124.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary - see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	29,531.
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	29,531.
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	29,531.
6 Credits/Payments:			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a		
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	0.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	12.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	29,543.	
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file 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 <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) N/A		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities Continued

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>HAYASHI & WAYLAND</u> Telephone no. <u>(831) 647-8055</u> Located at <u>660 CAMINO AGUAJITO, MONTEREY, CA</u> ZIP + 4 <u>93940</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		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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(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? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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. <u>20__ , 20__ , 20__ , 20__</u>		
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	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

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Part VII-E 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 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
JUDITH MCBEAN C/O HAYASHI & WAYLAND MONTEREY, CA 93940	TRUSTEE 0	0.	0.	0.
NATASHA HUNT C/O HAYASHI & WAYLAND MONTEREY, CA 93940	TRUSTEE 0	0.	0.	0.

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

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

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.

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Form 990-PF (2009)

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	1,881,258.
b Average of monthly cash balances	1b	165,915.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	2,047,173.
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	2,047,173.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	30,708.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,016,465.
6 Minimum investment return. Enter 5% of line 5	6	100,823.

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	100,823.
2a Tax on investment income for 2009 from Part VI, line 5	2a	29,531.	
b Income tax for 2009. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	29,531.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	71,292.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	71,292.
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	71,292.

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	69,124.
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	69,124.
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	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	69,124.

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				71,292.
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	170,617.			
b From 2005	215,550.			
c From 2006	189,512.			
d From 2007	287,332.			
e From 2008	269,116.			
f Total of lines 3a through e	1,132,127.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 69,124.				
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				69,124.
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).)	2,168.			2,168.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,129,959.			
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)	168,449.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	961,510.			
10 Analysis of line 9				
a Excess from 2005	215,550.			
b Excess from 2006	189,512.			
c Excess from 2007	287,332.			
d Excess from 2008	269,116.			
e Excess from 2009				

BAA

Form 990-PF (2009)

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

N/A

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 ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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:

SEE STATEMENT 9

b The form in which applications should be submitted and information and materials they should include:

SEE STATEMENT FOR LINE 2A

c Any submission deadlines:

SEE STATEMENT FOR LINE 2A

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

SEE STATEMENT FOR LINE 2A

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
<i>a</i> Paid during the year U S SPORTMEN'S ALLIANCE FOUNDATION 801 KINGSMILL PARKWAY COLUMBUS, OH 43299	NONE	EXEMPT	GENERAL	20,000.
CENTER FOR VISUAL MUSIC 3021 OLK AVENUE LONG BEACH, CA 90808	NONE	EXEMPT	GENERAL	12,600.
MASTERS OF FOXHOUNDS ASSOC P. O. BOX 363 MILLWOOD, VA 22646	NONE	EXEMPT	GENERAL	1,000.
THE KERULOS CENTER P.O. BOX 1446 JACKSONVILLE, OR 97530	NONE	EXEMPT	GENERAL	10,000.
LITTLE GLOBE INC 223 N. GUADALUPE, #427 SANTA FE, NM 87501	NONE	EXEMPT	GENERAL	15,000.
Total			3a	58,600.
<i>b</i> Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14		
4 Dividends and interest from securities			14	53,311.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,433,855.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a FEDERAL TAX REFUND					886.
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				1,487,166.	886.
13 Total. Add line 12, columns (b), (d), and (e)				13	1,488,052.

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

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

[illegible]

2009

FEDERAL STATEMENTS

PAGE 1

CLIENT 105001

THE JUDITH MOOREAN FOUNDATION

77-0135294

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STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FEDERAL TAX REFUND	\$ 886.	\$ 886.	
TOTAL	\$ 886.	\$ 886.	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	\$ 16,317.	\$ 8,158.		\$ 8,159.
TAX PREPARATION	4,730.	2,365.		2,365.
TOTAL	\$ 21,047.	\$ 10,523.	\$ 0.	\$ 10,524.

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
ASSET MANAGEMENT	\$ 625.	\$ 625.		
TOTAL	\$ 625.	\$ 625.	\$ 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
STATE TAXES	\$ 35.	\$ 35.		
TOTAL	\$ 35.	\$ 35.	\$ 0.	\$ 0.

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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
BANK CHARGES	\$ 308.	\$ 308.		
TOTAL	\$ 308.	\$ 308.	\$ 0.	\$ 0.

STATEMENT 6
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS			
3,492.862 DFA EMERG MKT SMALL CAP	COST	\$ 57,613.	\$ 81,488.
2,168.688 DFA EMERG MKT VALUE PORTFOLIO	COST	57,817.	76,056.
4,369.207 DFA INT'L SMALL CAP	COST	86,564.	68,465.
5,994.303 DFA INT'L SMALL COMPANY	COST	109,560.	93,092.
4,307.768 DFA INT'L VALUE	COST	88,492.	74,094.
4,735.053 DFA LARGE CAP INT'L	COST	103,563.	88,735.
4,205.727 DFA REAL ESTATE SECURITIES	COST	111,546.	85,334.
4,525.238 DFA US LARGE CAP VALUE	COST	103,719.	81,092.
3,762.889 DFA US SMALLCAP VALUE	COST	110,246.	81,241.
9,722.849 DFA US LARGE CO	COST	98,586.	87,506.
6,934.24 DFA US MICRO CAP	COST	110,746.	81,408.
5,094.045 PIMCO COMMODITY	COST	71,587.	41,873.
1,188 SPDR GOLD TRUST	COST	122,972.	151,957.
TOTAL OTHER INVESTMENTS		\$ 1,233,011.	\$ 1,092,341.
OTHER SECURITIES			
8,522 ABERDEEN ASIA PAC INCM	COST	45,005.	59,313.
5,681 TEMPLETON GLOBAL INCM FD	COST	45,002.	61,241.
22,202.936 DFA SHORT TERM EXTENDED	COST	226,304.	241,790.
18,377.676 VANGUARD GNMA FUND	COST	196,857.	202,522.
12595.678 VANGUARD INTERMEDIATE BOND	COST	131,166.	147,621.
21,856.4190 VANGUARD SHORT TERM BOND	COST	225,825.	234,082.
750 BECTON DICKENSON & CO	COST	50,420.	55,575.
256 ISHARES TR BARCLAYS TIPS BD FD	COST	25,627.	27,919.
223 SPDR BARCLAYS CAP ITL TREASURY BD	COST	11,307.	13,371.
180 SPDR SERIES TRUST ETF DB INTL	COST	8,451.	10,577.
4 HANCOCK TIMBERLAND VIII	COST	295,064.	295,064.
773.8367 SELECT INV SERIES	COST	80,467.	80,467.
MSREV	COST	20,000.	20,000.
TOTAL OTHER SECURITIES		\$ 1,361,495.	\$ 1,449,542.
TOTAL		\$ 2,594,506.	\$ 2,541,883.

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STATEMENT 7
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

CONTRIBUTION FROM MCBEAN FAMILY FDN UPON ITS TERMINATION
 PRIOR PERIOD ADJUSTMENT

\$ 2,650,220.
 1,000.
TOTAL \$ 2,651,220.

STATEMENT 8
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	773 SHS AT & T INC	DONATED	12/18/2008	9/27/2010
2	727 SHS ABBOT LAB	DONATED	1/17/2003	9/27/2010
3	784 SHS AMAZON COM	DONATED	10/07/2009	9/27/2010
4	837 SHS AMERN TOWER CORP	DONATED	12/01/2008	9/27/2010
5	516 SHS APPLE INC.	DONATED	12/01/2008	9/27/2010
6	2,500 SHS ATHEROS COMMUNICATIONS	DONATED	7/05/2006	9/27/2010
7	934 SHS BAIDU INC	DONATED	VARIOUS	9/27/2010
8	7,210 SHS BANK OF AMERICA CORP	DONATED	6/02/1999	9/27/2010
9	666 SHS BERKSHIRE HATHAWAY B	DONATED	VARIOUS	9/27/2010
10	1,500 SHS CSX CORP	DONATED	3/31/2009	9/27/2010
11	1,402 SHS CAMERON INTL CORP	DONATED	VARIOUS	9/27/2010
12	257 SHS CATERPILLAR	DONATED	VARIOUS	9/27/2010
13	1,477 SHS CELGENE CORP	DONATED	3/26/2002	9/27/2010
14	167 SHS CHEVRON CORP	DONATED	3/31/1998	9/27/2010
15	3,333 SHS CISCO SYSTEMS INC	DONATED	1/18/1996	9/27/2010
16	976 SHS COCA COLA COMPANY	DONATED	4/20/2009	9/27/2010
17	773 SHS CONOCOPHILLIPS	DONATED	1/01/1997	9/27/2010
18	1,666 SHS CROWN CASTLE INTL CORP	DONATED	2/23/2005	9/27/2010
19	1,524 SHS DOLLAR GENERAL CORP	DONATED	VARIOUS	9/27/2010
20	1,797 SHS DOLLAR TREE INC	DONATED	VARIOUS	9/27/2010
21	3,933 SHS EBAY INC	DONATED	VARIOUS	9/27/2010
22	1,710 SHS EXPRESS SCRIPTS INC	DONATED	VARIOUS	9/27/2010
23	834 SHS FEDEX CORP	DONATED	8/27/2002	9/27/2010
24	616 SHS FIRST SOLAR INC.	DONATED	2/25/2009	9/27/2010
25	5,000 SHS GENSWORTH FINANCIAL INC	DONATED	VARIOUS	9/27/2010
26	2,000 SHS GILEAD SCIENCES INC	DONATED	8/31/2006	9/27/2010
27	230 SHS GOOGLE INC	DONATED	2/10/2005	9/27/2010
28	2,500 SHS INTEL CORP	DONATED	12/01/1992	9/27/2010
29	1,000 SHS ISHARES TRUST INDEX FD CHINA	DONATED	1/12/2005	9/27/2010
30	2,000 SHS JP MORGAN CHASE & CO	DONATED	7/14/2008	9/27/2010
31	2,560 SHS MACYS	DONATED	VARIOUS	9/27/2010
32	1,190 SHS MOSAIC COMPANY	DONATED	1/10/2008	9/27/2010
33	3,000 SHS ORACLE CORP	DONATED	8/27/2002	9/27/2010
34	1,167 SHS PEABODY ENERGY CORP	DONATED	1/12/1995	9/27/2010
35	1,350 SHS PENNEY JC CO INC	DONATED	4/03/2009	9/27/2010
36	900 SHS PEPSICO INC.	DONATED	11/22/2002	9/27/2010
37	999 SHS POTASH CORP	DONATED	7/08/2009	9/27/2010
38	1,200 SHS QUALCOMM INC	DONATED	4/30/2003	9/27/2010
39	80 SHS AUSTRALIAN DOLLAR RYDEX TR	DONATED	4/20/2009	9/27/2010
40	70 SHS CANADIAN DOLLAR RYDEX TR	DONATED	4/20/2009	9/27/2010
41	2,322 SHS SCHLUMBERGER LTD	DONATED	6/12/2003	9/27/2010
42	3,333 SHS SUNCOR ENERGY INC	DONATED	5/24/2009	9/27/2010
43	1,090 SHS TARGET CORP	DONATED	7/02/2010	9/27/2010
44	1,266 SHS TRANSOCEAN INC	DONATED	8/27/2002	9/27/2010
45	1,887 SHS UNITED STATES STEEL CORP	DONATED	4/29/2009	9/27/2010

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STATEMENT 8 (CONTINUED)
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
46	1,500 SHS UNITED TECHNOLOGIES CORP	DONATED	11/09/2001	9/27/2010
47	1,337 SHS VALE SA ADR	DONATED	VARIOUS	9/27/2010
48	4,749 SHS WEATHERFORD INTL LTD	DONATED	2/12/2009	9/27/2010
49	3,334 SHS WELLS FARGO & CO	DONATED	12/30/2002	9/27/2010
50	1,217 SHS YUM BRANDS INC.	DONATED	VARIOUS	9/27/2010
51	1,855.288 SHS VANGUARD GNMA FUND	PURCHASED	5/14/2009	2/08/2010
52	888.681 SHS VANGUARD GNMA FUND	PURCHASED	5/14/2009	1/13/2010
53	444.84 SHS VANGUARD INTERMEDIATE TERM BD	PURCHASED	5/14/2009	7/09/2010
54	LONG TERM CAPITAL GAIN DISTRIBUTION	PURCHASED	VARIOUS	VARIOUS

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	22,231.		19,534.	2,697.				\$ 2,697.
2	37,868.		26,282.	11,586.				11,586.
3	125,307.		74,020.	51,287.				51,287.
4	43,348.		21,732.	21,616.				21,616.
5	150,999.		59,726.	91,273.				91,273.
6	69,796.		40,760.	29,036.				29,036.
7	95,233.		9,310.	85,923.				85,923.
8	96,603.		64,488.	32,115.				32,115.
9	55,542.		30,926.	24,616.				24,616.
10	84,067.		38,879.	45,188.				45,188.
11	58,793.		54,227.	4,566.				4,566.
12	20,466.		17,667.	2,799.				2,799.
13	85,259.		9,072.	76,187.				76,187.
14	13,423.		5,250.	8,173.				8,173.
15	73,716.		12,499.	61,217.				61,217.
16	57,264.		43,141.	14,123.				14,123.
17	43,418.		18,258.	25,160.				25,160.
18	71,904.		26,763.	45,141.				45,141.
19	43,974.		42,913.	1,061.				1,061.
20	86,752.		69,323.	17,429.				17,429.
21	96,663.		82,827.	13,836.				13,836.
22	83,405.		86,127.	-2,722.				-2,722.
23	70,384.		40,710.	29,674.				29,674.
24	91,381.		67,102.	24,279.				24,279.
25	61,690.		68,936.	-7,246.				-7,246.
26	72,032.		63,271.	8,761.				8,761.
27	122,585.		41,826.	80,759.				80,759.
28	48,190.		5,469.	42,721.				42,721.
29	42,601.		17,517.	25,084.				25,084.
30	78,574.		64,328.	14,246.				14,246.
31	58,307.		46,239.	12,068.				12,068.
32	75,723.		42,116.	33,607.				33,607.
33	80,720.		31,801.	48,919.				48,919.
34	56,947.		20,372.	36,575.				36,575.
35	34,540.		30,846.	3,694.				3,694.
36	59,725.		38,189.	21,536.				21,536.
37	146,759.		95,923.	50,836.				50,836.
38	53,487.		19,373.	34,114.				34,114.
39	7,720.		5,588.	2,132.				2,132.
40	6,776.		5,656.	1,120.				1,120.
41	139,077.		74,547.	64,530.				64,530.
42	104,212.		39,978.	64,234.				64,234.

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STATEMENT 8 (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)
43	59,299.		32,810.	26,489.				\$ 26,489.
44	79,394.		61,002.	18,392.				18,392.
45	80,644.		59,559.	21,085.				21,085.
46	106,507.		42,805.	63,702.				63,702.
47	40,650.		33,872.	6,778.				6,778.
48	80,438.		52,799.	27,639.				27,639.
49	86,043.		79,638.	6,405.				6,405.
50	56,753.		49,944.	6,809.				6,809.
51	19,980.		19,874.	106.				106.
52	9,480.		9,520.	-40.				-40.
53	4,980.		4,632.	348.				348.
54	2,192.		0.	2,192.				2,192.
							TOTAL	\$ 1433855.

STATEMENT 9
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:

NAME:

CARE OF:

STREET ADDRESS:

CITY, STATE, ZIP CODE:

TELEPHONE:

FORM AND CONTENT:

SUBMISSION DEADLINES:

RESTRICTIONS ON AWARDS:

HAYASHI & WAYLAND

660 CAMINO AGUAJITO, STE. 300

MONTEREY, CA 93940

APPLICATIONS SHOULD BE SUBMITTED IN WRITING

2/15 (WITHOUT EXTENSION) FOR FISCAL YEAR ENDING 9/30

GIFTS ARE MADE TO ANY ORGANIZATIONS WITH EXEMPTION STATUS
FROM FEDERAL AND STATE GOVERNMENT.