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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 **DEC 1, 2009**, and ending **NOV 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 THE RALLIS FOUNDATION Number and street (or P O box number if mail is not delivered to street address) Room/suite PO BOX 1219 City or town, state, and ZIP code NEWPORT BEACH, CA 92659	A Employer identification number 33-0590516 B Telephone number 949-759-5730
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	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"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16)	J Accounting method: <input checked="" type="checkbox"/> Cash <input 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"/>
	\$ 989,180. (Part I, column (d) must be on cash basis)	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	30,000.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	6,473.	6,473.		STATEMENT 1
4 Dividends and interest from securities	15,602.	15,602.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	144,756.			
b Gross sales price for all assets on line 6a	553,909.			
7 Capital gain net income (from Part IV, line 2)		144,756.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	196,831.	166,831.		
13 Compensation of Officers, Directors, Trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 3	2,167.	2,167.		0.
c Other professional fees STMT 4	4,363.	4,363.		0.
17 Interest				
18 Taxes				
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 5	269.	269.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	6,799.	6,799.		0.
25 Contributions, gifts, grants paid	66,000.			66,000.
26 Total expenses and disbursements. Add lines 24 and 25	72,799.	6,799.		66,000.
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements	124,032.			
b Net investment income (if negative, enter -0-)		160,032.		
c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		5,721.	27,555.	27,555.
	2	Savings and temporary cash investments		9,500.	3,082.	3,082.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 6		49,296.	50,000.	48,650.
	b	Investments - corporate stock STMT 7		567,057.	612,181.	717,316.
	c	Investments - corporate bonds STMT 8		75,547.	140,962.	148,083.
11	Investments - land, buildings and equipment basis ▶					
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 9		37,730.	35,103.	44,494.	
14	Land, buildings, and equipment: basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		744,851.	868,883.	989,180.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		744,851.	868,883.	
	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		744,851.	868,883.		
31	Total liabilities and net assets/fund balances		744,851.	868,883.		

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	744,851.
2	Enter amount from Part I, line 27a	2	124,032.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	868,883.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	868,883.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENTS				
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	553,909.	409,153.	144,756.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			144,756.	
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	144,756.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	36,000.	742,197.	.048505
2007	76,500.	809,177.	.094541
2006	84,656.	1,093,350.	.077428
2005	87,500.	884,530.	.098923
2004	279,241.	943,494.	.295965

2 Total of line 1, column (d)	2	.615362
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	.123072
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	829,381.
5 Multiply line 4 by line 3	5	102,074.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,600.
7 Add lines 5 and 6	7	103,674.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	66,000.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)	<table border="1"> <tr><td>6a</td><td>603.</td></tr> <tr><td>6b</td><td></td></tr> <tr><td>6c</td><td></td></tr> <tr><td>6d</td><td></td></tr> </table>	6a	603.	6b		6c		6d		1	3,201.
6a		603.									
6b											
6c											
6d											
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		2	0.								
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		3	3,201.								
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.								
3 Add lines 1 and 2		5	3,201.								
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)											
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-											
6 Credits/Payments:											
7 Total credits and payments. Add lines 6a through 6d	7	603.									
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	2,598.									
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11										

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 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. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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 instructions) CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14	The books are in care of ► JOHN RALLIS Telephone no. ► 949-759-5730 Located at ► PO BOX 1219, NEWPORT BEACH, CA ZIP+4 ► 92659		
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	15	N/A

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

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

	Yes	No
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	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?		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 ►	<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 instructions.)	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. ►		
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)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

If "Yes" to 6b, file Form 8870

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOHN RALLIS PO BOX 1219 NEWPORT BEACH, CA 92659	PRESIDENT/DIRECTOR 0.00	0.	0.	0.
MARY LYNN BERGMAN-RALLIS PO BOX 1219 NEWPORT BEACH, CA 92659	VP/DIRECTOR 0.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

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

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

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

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 THE ONLY ACTIVITY OF THE RALLIS FOUNDATION IS TO MAKE GRANTS TO OTHER ORGANIZATION THAT ARE (A) EXEMPT ORGANIZATIONS AND (B) NOT PRIVATE FOUNDATIONS,	66,000.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
3 All other program-related investments See instructions.	
Total. Add lines 1 through 3 ▶	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	825,373.
b	Average of monthly cash balances	1b	16,638.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	842,011.
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	842,011.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	12,630.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	829,381.
6	Minimum investment return. Enter 5% of line 5	6	41,469.

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	41,469.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	3,201.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,201.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	38,268.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	38,268.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	38,268.

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	66,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:			
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	66,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	66,000.

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				38,268.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	233,584.			
b From 2005	43,650.			
c From 2006				
d From 2007	36,827.			
e From 2008				
f Total of lines 3a through e	314,061.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$	66,000.			
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				38,268.
e Remaining amount distributed out of corpus	27,732.			
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:	341,793.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a Taxable amount - see instr.			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	233,584.			
9 Excess distributions carryover to 2010 Subtract lines 7 and 8 from line 6a	108,209.			
10 Analysis of line 9:				
a Excess from 2005	43,650.			
b Excess from 2006				
c Excess from 2007	36,827.			
d Excess from 2008				
e Excess from 2009	27,732.			

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

N/A

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

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

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

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

SEE STATEMENT 10

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

NONE

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

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

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization

THE RALLIS FOUNDATION

Employer identification number

33-0590516

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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

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

Name of organization THE RALLIS FOUNDATION	Employer identification number 33-0590516
--	---

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	JOHN RAQLLIS <hr/> PO BOX 1219 <hr/> NEWPORT BEACH, CA 92659 <hr/>	\$ 30,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization THE RALLIS FOUNDATION	Employer identification number 33-0590516
--	---

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	

Name of organization THE RALLIS FOUNDATION	Employer identification number 33-0590516
--	---

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once See instructions.) ▶ \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

THE RALLIS FOUNDATION

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 FOAMEX PUT	P	11/30/92	04/09/10
b PETRO BRASIL	P	01/01/08	11/08/10
c PETRO BRASIL	P	06/30/10	11/08/10
d TRAVELERS	P	01/01/08	11/08/10
e APPLE	P	01/01/08	10/22/10
f BANK NEW YORK	P	01/01/08	10/26/10
g I SHARES JAPAN	P	01/01/08	10/29/10
h L3	P	01/01/08	10/26/10
i MORGAN STANLEY	P	01/01/08	10/18/10
j PIMCO	P	01/01/08	10/26/10
k DU PONT	P	10/01/08	09/24/10
l SYSCO	P	06/30/10	09/30/10
m ATT	P	10/01/08	08/02/10
n DIAMOND HILL	P	06/30/10	08/25/10
o HUSSMAN	P	10/01/08	08/25/10

(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 125,934.			125,934.
b 4,034.		1,920.	2,114.
c 723.		887.	<164.>
d 1,338.		1,097.	241.
e 3,733.		1,580.	2,153.
f 5,645.		6,038.	<393.>
g 1,313.		1,669.	<356.>
h 3,772.		3,716.	56.
i 5,484.		5,489.	<5.>
j 9,256.		7,825.	1,431.
k 29,355.		24,912.	4,443.
l 4,236.		3,966.	270.
m 1,365.		1,428.	<63.>
n 10,000.		10,046.	<46.>
o 10,000.		9,814.	186.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col (h)) Gains (excess of col. (h) gain over col (k), but not less than "-0-")
a			125,934.
b			2,114.
c			<164.>
d			241.
e			2,153.
f			<393.>
g			<356.>
h			56.
i			<5.>
j			1,431.
k			4,443.
l			270.
m			<63.>
n			<46.>
o			186.

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
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3

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 PGE	P	10/01/08	08/02/10
b PLUM CREEK	P	06/30/10	08/27/10
c POTASH	P	10/01/08	08/20/10
d QUEST	P	10/01/08	07/20/10
e MCD	P	05/28/10	06/03/10
f WF ST	P	06/16/10	06/17/10
g PETRO BRASIL	P	10/10/08	05/25/10
h PFIZER	P	10/10/08	05/04/10
i VODAFONE	P	10/10/08	05/25/10
j XOM	P	01/10/10	07/02/10
k XOM	P	10/10/08	07/12/10
l XOM	P	10/01/08	07/21/10
m JNJ	P	10/01/08	07/27/10
n MSFT	P	10/01/08	07/12/10
o PFIZER	P	10/01/08	07/21/10

(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 3,320.		2,918.	402.
b 11,482.		12,559.	<1,077.>
c 6,173.		4,191.	1,982.
d 3,921.		3,648.	273.
e 2,078.		1,943.	135.
f 25,000.		25,058.	<58.>
g 2,945.		1,426.	1,519.
h 5,478.		8,031.	<2,553.>
i 1,862.		2,812.	<950.>
j 28.		32.	<4.>
k 1,919.		1,952.	<33.>
l 3,947.		3,527.	420.
m 1,774.		1,932.	<158.>
n 3,611.		4,437.	<826.>
o 2,818.		3,390.	<572.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col (h)) Gains (excess of col. (h) gain over col (k), but not less than "-0-")
a			402.
b			<1,077.>
c			1,982.
d			273.
e			135.
f			<58.>
g			1,519.
h			<2,553.>
i			<950.>
j			<4.>
k			<33.>
l			420.
m			<158.>
n			<826.>
o			<572.>

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
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3

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 INTEL	P	10/10/08	04/20/10
b PETRO BRASIL	P	10/10/08	04/15/10
c PETRO BRASIL	P	10/10/08	04/15/10
d WALMART	P	10/01/08	04/19/10
e POTASH	P	10/01/08	01/27/10
f QUEST	P	10/10/08	01/27/10
g STATE STREET	P	10/10/08	01/15/10
h THERMO	P	10/10/08	01/27/10
i TRAVELERS	P	10/10/08	01/27/10
j US T NOTE	P	10/10/08	01/25/10
k VISA	P	10/01/08	01/27/10
l VODAFONE	P	10/01/08	01/27/10
m WALMART	P	10/01/08	01/27/10
n I SHARES	P	01/01/08	03/26/10
o CARNIVAL	P	01/01/08	05/25/10

(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 4,380.		3,678.	702.
b 3,181.		1,141.	2,040.
c 908.		329.	579.
d 5,017.		5,247.	<230.>
e 1,781.		1,536.	245.
f 5,710.		5,091.	619.
g 1,920.		1,972.	<52.>
h 4,902.		5,134.	<232.>
i 5,131.		4,841.	290.
j 23,508.		24,445.	<937.>
k 2,339.		1,788.	551.
l 564.		759.	<195.>
m 1,701.		1,839.	<138.>
n 8,013.		6,295.	1,718.
o 4,147.		3,949.	198.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			702.
b			2,040.
c			579.
d			<230.>
e			245.
f			619.
g			<52.>
h			<232.>
i			290.
j			<937.>
k			551.
l			<195.>
m			<138.>
n			1,718.
o			198.

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

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 CVS	P	10/10/08	05/04/10
b HALLIBURTON	P	10/01/08	05/13/10
c I SHARES	P	10/01/08	05/28/10
d APPLE	P	01/01/08	12/31/09
e MONSANTO	P	01/01/08	12/17/09
f MOODYS	P	01/01/08	12/18/09
g PETRO BRASIL	P	01/01/08	12/18/09
h ACCENTURE	P	01/01/08	01/27/10
i APPLE	P	01/01/08	01/27/10
j ATT	P	01/01/08	01/27/10
k AVALON	P	01/01/08	01/27/10
l BANK NEW YORK	P	01/01/08	01/27/10
m BERKSHIRE	P	01/01/08	01/27/10
n CAL BONDS	P	01/01/08	01/27/10
o CELGENE	P	01/01/08	01/27/10

(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 5,078.		3,919.	1,159.
b 5,673.		6,074.	<401.>
c 11,718.		8,897.	2,821.
d 4,677.		2,896.	1,781.
e 7,460.		11,463.	<4,003.>
f 6,290.		8,305.	<2,015.>
g 7,489.		2,425.	5,064.
h 1,552.		1,437.	115.
i 610.		395.	215.
j 4,961.		6,656.	<1,695.>
k 2,837.		2,627.	210.
l 2,569.		2,886.	<317.>
m 1,836.		1,745.	91.
n 25,097.		24,851.	246.
o 4,118.		3,675.	443.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			1,159.
b			<401.>
c			2,821.
d			1,781.
e			<4,003.>
f			<2,015.>
g			5,064.
h			115.
i			215.
j			<1,695.>
k			210.
l			<317.>
m			91.
n			246.
o			443.

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
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3

THE RALLIS FOUNDATION

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 CHEVRON	P	01/01/08	01/27/10
b COMCAST	P	01/01/08	01/27/10
c CVS	P	01/01/08	01/27/10
d EII	P	01/01/08	01/27/10
e FIRST SOLAR	P	01/01/08	01/25/10
f GE	P	01/22/05	01/27/10
g GENZYME	P	01/10/08	01/15/10
h GS	P	01/01/08	01/13/10
i HALLIBURTON	P	01/01/08	01/27/10
j HP	P	01/01/08	01/27/10
k I SHARES	P	01/01/10	01/27/10
l I SHARES	P	01/01/10	01/27/10
m JNJ	P	01/01/10	01/27/10
n JPM	P	01/01/10	01/27/10
o KOHLS	P	01/01/10	01/27/10

(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 1,360.		1,274.	86.
b 2,278.		1,842.	436.
c 4,342.		4,712.	<370.>
d 2,890.		2,511.	379.
e 10,000.		9,761.	239.
f 3,236.		6,839.	<3,603.>
g 7,466.		10,182.	<2,716.>
h 6,799.		5,003.	1,796.
i 1,012.		985.	27.
j 4,116.		2,880.	1,236.
k 603.		488.	115.
l 4,448.		3,408.	1,040.
m 3,176.		3,139.	37.
n 5,945.		5,491.	454.
o 665.		642.	23.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			86.
b			436.
c			<370.>
d			379.
e			239.
f			<3,603.>
g			<2,716.>
h			1,796.
i			27.
j			1,236.
k			115.
l			1,040.
m			37.
n			454.
o			23.

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

THE RALLIS FOUNDATION

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 L3	P	01/10/08	01/27/10
b MSFT	P	01/10/08	01/27/10
c MONSANTO	P	01/10/08	01/15/10
d NOVARTIS	P	01/01/08	01/27/10
e ORACLE	P	01/01/08	01/15/10
f PEARSON	P	01/01/08	01/27/10
g PFIZER	P	01/01/08	01/27/10
h PGE	P	01/01/08	01/27/10
i PM	P	01/01/08	01/27/10
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 8,832.		7,820.	1,012.
b 6,927.		6,365.	562.
c 6,658.		8,116.	<1,458.>
d 860.		897.	<37.>
e 5,597.		4,632.	965.
f 2,244.		1,864.	380.
g 458.		660.	<202.>
h 1,096.		990.	106.
i 5,190.		4,114.	1,076.
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	
a			1,012.
b			562.
c			<1,458.>
d			<37.>
e			965.
f			380.
g			<202.>
h			106.
i			1,076.
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	144,756.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
WELLS FARGO	6,473.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	6,473.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WELLS FARGO	15,602.	0.	15,602.
TOTAL TO FM 990-PF, PART I, LN 4	15,602.	0.	15,602.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SLGG	2,167.	2,167.		0.
TO FORM 990-PF, PG 1, LN 16B	2,167.	2,167.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ASSET MANAGEMENT FEES-WELLS FARGO	4,363.	4,363.		0.
TO FORM 990-PF, PG 1, LN 16C	4,363.	4,363.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
SECRETARY OF STATE FEE	10.	10.			0.
FOREIGN TAX	259.	259.			0.
TO FORM 990-PF, PG 1, LN 23	269.	269.			0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	6
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
US TREASURY NOTE	X		0.		0.
CA BONDS		X	0.		0.
NUVEEN MUNI		X	50,000.		48,650.
TOTAL U.S. GOVERNMENT OBLIGATIONS					
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			50,000.		48,650.
TOTAL TO FORM 990-PF, PART II, LINE 10A			50,000.		48,650.

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
CMCSA	3,966.	4,899.		
KSS	3,206.	5,078.		
CVS	4,775.	5,518.		
PM	0.	0.		
PG	5,647.	5,985.		
WMT	5,453.	5,734.		
HAL	3,412.	3,595.		
PBRA	0.	0.		
BK	0.	0.		
GS	4,686.	6,402.		
JPM	4,404.	5,610.		
MCO	0.	0.		
TRV	3,108.	3,833.		
STT	0.	0.		
WFC	5,826.	5,442.		

GENZ	0.	0.
JNJ	5,684.	5,786.
NVS	0.	0.
PFE	0.	0.
DGX	0.	0.
TMO	0.	0.
EMR	9,235.	11,014.
FSLR	0.	0.
GE	11,886.	6,364.
LLL	0.	0.
ADBE	0.	0.
AAPL	922.	2,178.
CSCO	9,261.	9,829.
MSFT	5,702.	5,607.
MON	0.	0.
VOD	7,506.	8,746.
FPL	0.	0.
PCG	5,710.	7,086.
I SHARES JAPAN	15,148.	21,577.
I SHARES JAPAN	23,472.	21,844.
I SHARES 2000	10,175.	16,290.
I SHARES 400	26,236.	32,992.
I SHARES 400	17,045.	24,341.
I SHARES 600	22,282.	27,506.
I SHARES GOLD	21,059.	38,917.
CVX	0.	0.
XTO	0.	0.
PSO	0.	0.
BRKB	4,395.	5,896.
MS	0.	0.
TEVA	6,745.	5,955.
CELG	4,075.	5,344.
I SHARES CDA	7,444.	8,506.
I SHARES EMU	12,011.	12,933.
HP	4,822.	5,796.
ORACLE	3,278.	3,245.
VISA	6,566.	7,016.
POTASH	0.	0.
AT&T	3,954.	4,280.
HUSSMAN	15,186.	15,002.
I SHARES KOREA	7,489.	8,258.
I SHARES	10,226.	20,580.
HCP INC	13,128.	17,025.
EII	15,239.	17,350.
I SHARES INDIA	2,469.	2,896.
MCD	4,495.	5,638.
APA	5,396.	5,705.
BHI	5,605.	6,676.
CVX	11,646.	13,279.
AFL	3,968.	4,069.
MHS	3,668.	4,231.
TMO	5,641.	6,714.
UNH	4,426.	5,003.
FIDELITY EMERG MKTS	25,000.	26,396.

IRM	3,782.	3,665.
EMC	5,388.	6,597.
GOOG'	5,157.	6,113.
INTC	6,763.	7,130.
ECL	6,616.	6,981.
NEE	3,340.	4,100.
ACC	7,781.	8,751.
BHP	2,673.	2,637.
COOPER	5,283.	6,867.
DIAGEO	4,621.	4,801.
NESTLE	2,264.	2,572.
NOVARTIS	4,755.	4,860.
PEARSON	4,035.	4,959.
I SHARES-600	1,086.	1,300.
I SHARES SOUTH AFRICA	4,636.	5,471.
I SHARES CHILE	1,692.	2,222.
I SHARES GERMANY	4,444.	4,934.
I SHARES UK	8,086.	8,193.
I SHARES TAIWAN	5,880.	6,650.
MAINSTAY	22,500.	25,325.
I SHARES CHINA	1,188.	1,214.
DIAMOND HILL	14,954.	15,396.
MERGER FUND	15,000.	15,180.
POWERSHARES	15,101.	17,681.
PUBLIC STORAGE	20,000.	19,952.
SPDR	12,478.	13,799.
TOTAL TO FORM 990-PF, PART II, LINE 10B	612,181.	717,316.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
PINMCO BOND FUND	17,175.	19,208.	
DU PONT BONDS	0.	0.	
GE BONDS	25,635.	26,022.	
I SHARES BOND	53,210.	55,060.	
PRIN PEF	25,000.	27,667.	
WELLS FARGO BON	19,942.	20,126.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	140,962.	148,083.	

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BAKERSFIELD BOND	COST	24,801.	26,510.
AVALON	COST	10,302.	17,984.
TOTAL TO FORM 990-PF, PART II, LINE 13		35,103.	44,494.

FORM 990-PF PART XV - LINE 1A STATEMENT 10
 LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

JOHN RALLIS
 MARY LYNN BERGMAN-RALLIS