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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 <b>THE ROBERT LEMELSON AND SUSAN MORSE LEMELSON FAMILY FOUNDATION</b>		A Employer identification number <b>95-4774899</b>
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite <b>17411 REVELLO DR</b>		B Telephone number <b>(310) 454-5904</b>
	City or town, state, and ZIP code <b>PACIFIC PALISADES, CA 90272</b>		C If exemption application is pending, check here <input type="checkbox"/>
	H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>582,933.</b>		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"/>

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))		(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				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		95.	95.		STATEMENT 1
4 Dividends and interest from securities		18,237.	18,237.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-13,629.			
b Gross sales price for all assets on line 8a		254,927.			
7 Capital gain net income (from Part IV, line 2)			0.		
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		4,703.	18,332.		
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		4,750.	0.		0.
c Other professional fees					
17 Interest					
18 Taxes		1,210.	1,200.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		5,379.	5,379.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		11,339.	6,579.		0.
25 Contributions, gifts, grants paid		212,050.			212,050.
26 Total expenses and disbursements. Add lines 24 and 25		223,389.	6,579.		212,050.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-218,686.			
b Net investment income (if negative, enter -0-)			11,753.		
c Adjusted net income (if negative, enter -0-)				N/A	

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<b>Part II Balance Sheets</b>		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		
<b>Assets</b>	1 Cash - non-interest-bearing					
	2 Savings and temporary cash investments		93,611.	47,104.	47,104.	
	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					
	b Investments - corporate stock <b>STMT 6</b>	578,024.	494,167.	535,579.		
	c Investments - corporate bonds	88,572.				
	11 Investments - land, buildings, and equipment basis ▶					
Less: accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other						
14 Land, buildings, and equipment: basis ▶						
Less: accumulated depreciation ▶						
15 Other assets (describe ▶ <b>STATEMENT 7</b> )	0.	250.	250.			
16 <b>Total assets</b> (to be completed by all filers)	760,207.	541,521.	582,933.			
<b>Liabilities</b>	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 <b>Total liabilities</b> (add lines 17 through 22)	0.	0.			
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds	0.	0.			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.			
29 Retained earnings, accumulated income, endowment, or other funds	760,207.	541,521.				
30 <b>Total net assets or fund balances</b>	760,207.	541,521.				
31 <b>Total liabilities and net assets/fund balances</b>	760,207.	541,521.				

**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	760,207.
2 Enter amount from Part I, line 27a	2	-218,686.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	541,521.
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	541,521.

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**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.)
<b>1a PUBLICLY TRADED SECURITIES - GS #11261</b>	<b>P</b>	<b>VARIOUS</b>	<b>VARIOUS</b>
<b>b PUBLICLY TRADED SECURITIES - GS #11261</b>	<b>P</b>	<b>VARIOUS</b>	<b>VARIOUS</b>
<b>c PUBLICLY TRADED SECURITIES - GS #36624</b>	<b>P</b>	<b>VARIOUS</b>	<b>VARIOUS</b>
<b>d PUBLICLY TRADED SECURITIES - GS #36624</b>	<b>P</b>	<b>VARIOUS</b>	<b>VARIOUS</b>
<b>e</b>			

(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)
<b>a 7,689.</b>		<b>7,343.</b>	<b>346.</b>
<b>b 156,946.</b>		<b>163,754.</b>	<b>-6,808.</b>
<b>c 12,145.</b>		<b>13,612.</b>	<b>-1,467.</b>
<b>d 78,147.</b>		<b>83,847.</b>	<b>-5,700.</b>
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
<b>a</b>			<b>346.</b>
<b>b</b>			<b>-6,808.</b>
<b>c</b>			<b>-1,467.</b>
<b>d</b>			<b>-5,700.</b>
<b>e</b>			

<b>2 Capital gain net income or (net capital loss)</b>	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	<b>2</b>	<b>-13,629.</b>
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b>	{ If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }	<b>3</b>	<b>N/A</b>

**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	140,336.	706,243.	.198708
2007	178,508.	1,078,898.	.165454
2006	150,394.	1,334,230.	.112720
2005	56,060.	968,307.	.057895
2004	40,907.	843,329.	.048507

<b>2 Total of line 1, column (d)</b>	<b>2</b>	<b>.583284</b>
<b>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</b>	<b>3</b>	<b>.116657</b>
<b>4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5</b>	<b>4</b>	<b>681,475.</b>
<b>5 Multiply line 4 by line 3</b>	<b>5</b>	<b>79,499.</b>
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>	<b>6</b>	<b>118.</b>
<b>7 Add lines 5 and 6</b>	<b>7</b>	<b>79,617.</b>
<b>8 Enter qualifying distributions from Part XII, line 4</b>	<b>8</b>	<b>212,050.</b>

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.

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**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)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	118.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	118.
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	118.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	489.	
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	489.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	371.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input checked="" type="checkbox"/> 371. Refunded <input type="checkbox"/>	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b 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. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" 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 checked="" type="checkbox"/> \$ 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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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) <input checked="" type="checkbox"/> 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

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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 ► <b>N/A</b>	13	X	
14	The books are in care of ► <b>ROBERT LEMELSON &amp; SUSAN MORSE</b> Telephone no. ► <b>(310) 454-5904</b> Located at ► <b>17411 REVELLO DR, PACIFIC PALISADES, CA</b> ZIP+4 ► <b>90272</b>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ► <b>15</b> <b>N/A</b>			

**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 <b>N/A</b> ► <input type="checkbox"/>	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____		
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.) <b>N/A</b>	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
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.) <b>N/A</b>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

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

☐ 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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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?

N/A

7b

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

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

(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
ROBERT LEMELSON, PH.D. 17411 REVELLO DR PACIFIC PALISADES, CA 90272	PRESIDENT 0.00	0.	0.	0.
SUSAN MORSE LEMELSON 17411 REVELLO DR PACIFIC PALISADES, CA 90272	SECRETARY & TREASURER/CFO 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

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

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b> Average monthly fair market value of securities	<b>1a</b>	633,969.
<b>b</b> Average of monthly cash balances	<b>1b</b>	57,884.
<b>c</b> Fair market value of all other assets	<b>1c</b>	
<b>d</b> Total (add lines 1a, b, and c)	<b>1d</b>	691,853.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	691,853.
<b>4</b> Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	10,378.
<b>5</b> Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	681,475.
<b>6</b> Minimum investment return. Enter 5% of line 5	<b>6</b>	34,074.

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

<b>1</b> Minimum investment return from Part X, line 6		<b>1</b>	34,074.
<b>2a</b> Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	118.	
<b>b</b> Income tax for 2009. (This does not include the tax from Part VI.)	<b>2b</b>		
<b>c</b> Add lines 2a and 2b		<b>2c</b>	118.
<b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1		<b>3</b>	33,956.
<b>4</b> Recoveries of amounts treated as qualifying distributions		<b>4</b>	0.
<b>5</b> Add lines 3 and 4		<b>5</b>	33,956.
<b>6</b> Deduction from distributable amount (see instructions)		<b>6</b>	0.
<b>7</b> Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		<b>7</b>	33,956.

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

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b> Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	212,050.
<b>b</b> Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b> Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b> Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	212,050.
<b>5</b> Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	118.
<b>6</b> Adjusted qualifying distributions Subtract line 5 from line 4	<b>6</b>	211,932.

**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.

Form 990-PF (2009)

**THE ROBERT LEMELSON AND SUSAN MORSE  
LEMELSON FAMILY FOUNDATION**

95-4774899

Page 9

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
<b>1</b> Distributable amount for 2009 from Part XI, line 7				<b>33,956.</b>
<b>2</b> Undistributed income, if any, as of the end of 2009				
<b>a</b> Enter amount for 2008 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2009:				
<b>a</b> From 2004				
<b>b</b> From 2005				
<b>c</b> From 2006				52,220.
<b>d</b> From 2007				124,907.
<b>e</b> From 2008				105,302.
<b>f</b> Total of lines 3a through e	282,429.			
<b>4</b> Qualifying distributions for 2009 from Part XII, line 4: ► \$				212,050.
<b>a</b> Applied to 2008, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2009 distributable amount				33,956.
<b>e</b> Remaining amount distributed out of corpus	178,094.			
<b>5</b> Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	460,523.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	460,523.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2005				
<b>b</b> Excess from 2006				52,220.
<b>c</b> Excess from 2007				124,907.
<b>d</b> Excess from 2008				105,302.
<b>e</b> Excess from 2009				178,094.

Form 990-PF (2009)

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

- 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**

<b>Part XV</b>		<b>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.)</b>
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- ## 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 8

- 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:

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



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




<p><b>1</b> Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p><b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p><b>b</b> Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p><b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p><b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.</p>		<b>Yes</b>	<b>No</b>
	<b>1a(1)</b>		<b>X</b>
	<b>1a(2)</b>		<b>X</b>
	<b>1b(1)</b>		<b>X</b>
	<b>1b(2)</b>		<b>X</b>
	<b>1b(3)</b>		<b>X</b>
	<b>1b(4)</b>		<b>X</b>
	<b>1b(5)</b>		<b>X</b>
	<b>1b(6)</b>		<b>X</b>
	<b>1c</b>		<b>X</b>

[illegible]

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

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Sign Here	 Signature of officer or trustee		1/10, 12, 11 Date		 Title	
	Paid Preparer's Use Only Preparer's signature 	Date		Check if self-employed <input type="checkbox"/>		Preparer's identifying number
	Firm's name (or yours if self-employed), address, and ZIP code <b>MANN, GELON, GLODNEY &amp; AUGENSTEIN, APC</b> <b>1880 CENTURY PARK EAST, SUITE 950</b> <b>LOS ANGELES, CA 90067</b>				EIN <b>13-1703201</b> Phone no. <b>(310) 277-3633</b>	

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

SOURCE	AMOUNT
GOLDMAN SACHS #11261	40.
GOLDMAN SACHS #36624	25.
NORTHERN TRUST	30.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	95.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GOLDMAN SACHS #11261	9,928.	0.	9,928.
GOLDMAN SACHS #36624	8,309.	0.	8,309.
TOTAL TO FM 990-PF, PART I, LN 4	18,237.	0.	18,237.

## FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,750.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	4,750.	0.		0.

## FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	1,200.	1,200.		0.
STATE TAX	10.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,210.	1,200.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	5,379.	5,379.		0.
TO FORM 990-PF, PG 1, LN 23	5,379.	5,379.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GS #11261 -SCHEDULE ATTACHED	119,846.	106,288.
GS #36624 -SCHEDULE ATTACHED	374,321.	429,291.
TOTAL TO FORM 990-PF, PART II, LINE 10B	494,167.	535,579.

FORM 990-PF	OTHER ASSETS	STATEMENT	7
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
REIMBURSEMENT RECEIVABLE	0.	250.	250.
TO FORM 990-PF, PART II, LINE 15	0.	250.	250.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	8
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## NAME OF MANAGER

ROBERT LEMELSON, PH.D.  
SUSAN MORSE LEMELSON





Statement Detail  
**LEMELSON FAMILY FOUNDATION GS. EQUITY**  
Holdings

Period Ended November 30, 2010

**CASH, DEPOSITS & MONEY MARKET FUNDS**

CASH	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
US DOLLAR	93.12	1.0000	93.12		93.12			
<b>DEPOSITS &amp; MONEY MARKET FUNDS</b>								
DEPOSITS								
GOLDMAN SACHS BANK DEPOSIT (BDA) <sup>14</sup>	4,887.98	1.0000	4,887.98	1.0000	4,887.98	0.00	0.1600	7.82
<b>TOTAL CASH, DEPOSITS &amp; MONEY MARKET FUNDS</b>			<b>4,981.10</b>		<b>4,981.10</b>			<b>7.82</b>

**PUBLIC EQUITY**

US EQUITY	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
GS US EQUITY DIVIDEND AND PREMIUM FUND								
GOLDMAN SACHS U.S. EQUITY DIVID & PREMIUM FD - INSTL (GSPKX)	11,929.048	8.9100	106,287.82		119,845.60		2.0763	2,206.87
<b>TOTAL PORTFOLIO</b>			<b>111,268.92</b>		<b>124,826.70</b>	<b>0.00</b>		<b>2,214.70</b>

<sup>6</sup> Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable. Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization. Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions.

<sup>14</sup> This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account. Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit. Not a Deposit. Not FDIC Insured. May Lose Value (Excluding Goldman Sachs Bank Deposit Account, Term Deposits and Certificates of Deposit).

Brokerage and securities services provided by Goldman, Sachs & Co. Bank Deposit Account, Certificate of Deposit Account and Term Deposit Account offered by Goldman Sachs Bank USA, Member FDIC.

Statement Detail  
**LEMELSON FAMILY FOUNDATION - THORNBURG**  
Holdings

Period Ended November 30, 2010

**PUBLIC EQUITY**

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
<b>NON-US EQUITY</b>								
<b>THORNBURG NON-US EQUITY</b>								
U S DOLLAR	71.04	1.0000	71.04		71.04			
GOLDMAN SACHS BANK DEPOSIT (BDA) (*BDAFCB) <sup>14</sup>	22,532.40	1.0000	22,532.40	1.0000	22,532.40		0.1715	38.64
CARNIVAL CORPORATION CMN (CCL)	329.00	41.3100	13,590.99	41.6937	13,717.23	(126.24)	0.9683	131.60
			32.90					
LULULEMON ATHLETICA INC CMN (LULU)	65.00	53.6200	3,485.30	41.4874	2,696.68	788.62		
SCHLUMBERGER LTD CMN (SLB)	143.00	77.3400	11,059.62	57.6818	8,248.50	2,811.12	1.0861	120.12
			30.03					
SOUTHERN COPPER CORPORATION CMN (SCCO)	109.00	41.9300	4,570.37	25.1124	2,737.26	1,833.11	4.1021	187.48
AMERICA MOVIL SAB DE CV SPONSORED ADR CMN SERIES L (AMX)	142.00	58.4600	8,017.32	56.6738	8,047.68	(30.36)	0.9030	72.40
			36.88					
ARM HOLDINGS PLC SPON ADR SPONSORED ADR CMN (ARMH)	261.00	18.7500	4,893.75	7.0524	1,840.67	3,053.08	0.5541	27.12
ASSA ABLOY AB UNSPONSORED ADR (SWEDEN) (ASAZY)	352.00	13.4230	4,724.90	13.5515	4,770.14	(45.24)	1.4368	67.89
BG GROUP PLC SPON ADR ADR CMN (BRGY)	89.00	90.4430	8,049.43	84.6808	7,536.59	512.84	1.0757	86.59
BNP PARIBAS SPONSORED ADR CMN (BNPOY)	314.00	29.6800	9,319.52	37.9229	11,907.80	(2,588.28)	2.3251	216.69
BRITISH SKY BROADCASTING GROUP PLC AMERICAN DEPOSITARY SHARES (1 ADS = 4 ORDS) (BSYBY)	156.00	44.8830	7,001.75	30.1603	4,705.01	2,296.74	2.6744	187.25
CANADIAN NATIONAL RAILWAY CO CMN (CNI)	158.00	63.9500	10,104.10	56.7059	8,959.53	1,144.57	1.6495	166.66
CANADIAN NATURAL RESOURCES CMN (CNO)	168.00	38.4600	6,461.28	29.6465	4,980.61	1,480.67	0.7779	50.26
CANON INC ADR ADR CMN (CAJ)	183.00	47.0600	8,611.98	38.1326	6,978.27	1,633.71	2.4226	208.63
CHINA MERCHANTS HOLDINGS (INTE UNSPONSORED ADR CMN (CMHHY)	202.00	39.4690	7,972.74	33.8326	6,834.18	1,138.56	1.7570	140.08
			61.00					
CNOOC LTD SPONSORED ADR CMN (CEO)	45.00	215.3000	9,688.50	141.6833	6,375.75	3,312.75	2.2032	213.46

<sup>14</sup> This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account. Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit. Not a Deposit. Not FDIC Insured. May Lose Value (Excluding Goldman Sachs Bank Deposit Account, Term Deposits and Certificates of Deposit). Brokerage and securities services provided by Goldman Sachs & Co. Bank Deposit Account. Certificate of Deposit Account and Term Deposit Account offered by Goldman Sachs Bank USA, Member FDIC.

# LEMELSON FAMILY FOUNDATION - THORNBURG Holdings (Continued)

Period Ended November 30, 2010

## PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
<b>NON-US EQUITY</b>								
<b>THORNBURG NON-US EQUITY</b>								
COCA-COLA HELLENIC BOTTLING CO SPONSORED ADR CMN (CCH)	153.00	25.4800	3,898.44	32.3044	4,942.57	(1,044.13)	1.3050	50.88
DASSAULT SYSTEMES SA SPONSORED ADR CMN (DASTY)	80.00	68.6150	5,489.20	52.1999	4,175.99	1,313.21	0.6318	34.68
EMBRAER-BRAZILIAN AVIATION ADR PFD ONE ADR = 4 COMMON SHARES (ERJ)	257.00	29.1200	7,483.84	36.3266	9,335.94	(1,852.10)	0.5866	43.90
			15.20					
FANUC LTD JAPAN UNSPONSORED ADR CMN (FANUY)	120.00	71.5650	8,587.80	36.7322	4,407.86	4,179.94	0.9135	78.45
			53.75					
FLSMIDTH & CO A/S SPONSORED ADR CMN (FLIDY)	612.00	8.2440	5,045.33	5.4873	3,358.25	1,687.08	0.6574	33.17
FRESENIUS MEDICAL CARE AG & CO KGAA SPONSORED ADR CMN (FMS)	180.00	57.9800	10,436.40	40.0819	7,214.74	3,221.66	0.9238	96.41
GAZPROM ADR SPONSORED ADR CMN (OGZPY)	241.00	21.8840	5,274.04	41.4998	10,001.45	(4,727.41)	1.0903	57.50
HANG LUNG PPTYS LTD SPONSORED ADR CMN (HLPY)	266.00	23.2760	6,191.42	16.3627	4,352.48	1,838.94	1.8246	112.97
HENNES & MAURITZ AB ADR CMN (HNNMY)	1,670.00	6.7510	11,274.17	5.3499	8,934.37	2,339.80	2.4251	273.41
HONG KONG EXCHANGES & CLEARING UNSPONSORED ADR CMN (HKXCY)	346.00	22.9090	7,926.51	8.2549	2,856.20	5,070.32	2.0488	162.40
INDUSTRIAL & COMMERCIAL BANK O ADR CMN (IDCBY)	182.00	38.8890	7,077.80	32.7714	5,964.40	1,113.40	2.8367	200.78
INFOSYS TECHNOLOGIES SPON ADR SPONSORED ADR CMN - (INFY)	70.00	66.1500	4,630.50	26.8137	1,876.96	2,753.54	0.7661	35.48
INTESA SANPAOLO SPONSORED ADR CMN (ISNPY)	265.00	15.6600	4,149.90	23.6086	6,256.28	(2,106.38)	2.5976	107.80
KINGFISHER PLC SPONSORED ADR CMN (KGFHY)	1,235.00	7.3190	9,038.97	9.0130	11,131.03	(2,092.06)	2.0173	182.34
KOMATSU LTD ADR (NEW) SPONSORED GDS CMN (KMTUY)	390.00	27.6710	10,791.69	18.7449	7,310.53	3,481.16	0.2215	23.90
			73.46					
LAFARGE SPONSORED ADR CMN (LFRGY)	485.00	13.6850	6,637.23	16.9536	8,222.48	(1,585.25)	3.3039	219.29
LOGITECH INTERNATIONAL SA ORD CMN (LOGI)	451.00	19.3200	8,713.32	21.5510	9,719.49	(1,006.17)		
LVMH MOET HENNESSY LOUIS VUITTON S A ADR CMN (LVMUY)	398.00	30.4220	12,107.96	11.0410	4,394.31	7,713.64	1.2397	150.10
MAN GROUP PLC UNSPONSORED ADR CMN (MNGPY)	1,471.00	4.1250	6,067.88	3.6366	5,349.50	718.38	7.9309	481.23
MITSUBISHI UFJ FINL GROUP, INC SPONSORED ADR CMN (MTU)	1,315.00	4.7100	6,193.65	6.2092	8,165.09	(1,971.44)	2.6312	162.97
NESTLE SA SPONSORED ADR (REP 1/20 CHF 10 REGD SHS) (NSRGY)	176.00	54.7310	9,632.66	38.0945	6,704.62	2,928.03	1.6382	157.81
NEW ORIENTAL ED & TECH GRP SPONSORED ADR CMN (EDU)	56.00	105.8000	5,924.80	75.0227	4,201.27	1,723.53		

# LEMELSON FAMILY FOUNDATION - THORNBURG Holdings (Continued)

Period Ended November 30, 2010

## PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
<b>NON-US EQUITY</b>								
THORNBURG NON-US EQUITY								
NOVARTIS AG-ADR SPONSORED ADR CMN (NVS)	188 00	53 4100	10,041 08	52 2217	9,817 68	223 40	3 0942	310 69
NOVO-NORDISK A/S ADR CMN (NVO)	108 00	99 4200	10,737 36	43 1838	4,663 85	6,073 51	0 9843	105 69
POTASH CORP OF SASKATCHEWAN CMN (POT)	42 00	143 7500	6,037 50	99 9545	4,198 09	1,839 41		
PUBLICIS GROUPE SA SPONSORED ADR CMN (PUBGY)	278 00	22 4060	6,228 87	21 9022	6,088 81	140 06	1 3221	82 35
RECKITT BENCKISER GROUP PLC SLOUGH UNSPONSORED ADR (UK) (RBGPY)	1,046 00	10 5900	11,077 14	8 9315	9,342 31	1,734 83	2 7628	306 04
SABMILLER PLC SPONSORED ADR (SBMRY)	183 00	31 6760	5,796 71	25 3378	4,636 81	1,159 90	2 1335	123 67
SAP AG (SPON ADR) (SAP)	261 00	46 9300	12,248 73	46 2844	12,080 24	168 49	0 8943	109 54
SMITH & NEPHEW PLC ADR CMN (SNN)	124 00	45 4900	5,640 76	50 9910	6,322 88	(682 12)	1 5751	88 85
TELEFONICA S A ADR SPONSORED ADR CMN (TEF)	144 00	64 0000	9,216 00	71 1100	10,239 84	(1,023 84)	6 5245	601 30
TENCENT HOLDINGS LIMITED UNSPONSORED ADR CMN (TCEHY)	234 00	22 2390	5,203 93	20 2257	4,732 81	471 12	0 1860	9 68
TESCO PLC (SPONSORED) ADR SPONSORED ADR CMN (TSCDY)	519 00	19 3560	10,045 76	19 8643	10,309 59	(263 83)	3 0254	303 93
TEVA PHARMACEUTICAL IND LTD ADS (TEVA)	258 00	50 0400	12,910 32	37 0513	9,559 23	3,351 09	1 3333	172 13
			36 79					
TOYOTA MOTOR CORPORATION SPON ADR (TM)	131 00	77 6900	10,177 39	98 9640	12,964 28	(2,786 89)	1 2259	124 76
			57 30					
TURKIYE GARANTI BANKASI AS GDS CMN (TKGBY)	1,488 00	5 5330	8,233 10	4 2976	6,394 89	1,838 21	1 3495	111 10
VESTAS WIND SYSTEMS A/S ADR CMN (VWDY)	420 00	9 5040	3,991 68	28 6329	12,025 81	(8,034 13)		
WAL-MART DE MEXICO SAB DE CV SPONSORED ADR REPSTG SER V SHS (WMMVY)	322 00	28 2640	9,101 01	11 4770	3,695 58	5,405 42	2 0268	184 46
ITAU UNIBANCO BANCO HDNG S A SPONSORED ADR PFD USD0.0815 (ITUB)	256 00	23 3300	5,972 48	15 3938	3,940 82	2,031 66	0 3493	20 86



**Statement Detail**  
**LEMELSON FAMILY FOUNDATION - THORNBURG**  
**Holdings (Continued)**

Period Ended November 30, 2010

PUBLIC EQUITY (Continued)									
	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income	
NON-US EQUITY									
THORNBURG NON-US EQUITY									
VOLKSWAGEN AG, WOLFSBURG SPONSORED ADR PFD USD0.3249 (VLKPY)	189.00	32.3720	6,108.86	21.6731	4,096.22	2,012.64	1.0052	61.41	
TOTAL THORNBURG NON-US EQUITY			451,497.18 397.31		396,924.89	54,572.27	1.7239	7,296.78	
TOTAL PORTFOLIO									
LESS CASH AND MONEY MARKET FUNDS			(22,603.44)		(22,603.44)				
CORPORATE STOCK			429,291.05		374,321.45				

<sup>6</sup> Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable. Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization. Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions.

FORM 990-PF

GRANTS AND CONTRIBUTIONS  
PAID DURING THE YEAR

STATEMENT 9

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
A-MAN, INC. 6709 LA TIJERA BLVD., #920 LOS ANGELES, CA 90045	NONE GENERAL FUNDS	PUBLIC CHARITY	1,000.
AMERICAN ANTHROPOLOGICAL ASSOCIATION 2200 WILSON BOULEVARD, SUITE 600 ARLINGTON, VA 22201-3357	NONE GENERAL FUNDS	PUBLIC CHARITY	50,000.
CROSSROADS SCHOOL FOR ARTS & SCIENCES 1714 21ST STREET SANTA MONICA, CA 90404	NONE GENERAL FUNDS	PUBLIC CHARITY	81,000.
L.A. YOUTH 5967 W THIRD STREET, SUITE 301 LOS ANGELES, CA 90036	NONE GENERAL FUNDS	PUBLIC CHARITY	500.
OPERATION USA 3617 HAYDEN AVENUE, SUITE A CULVER CITY, CA 90232	NONE GENERAL FUNDS	PUBLIC CHARITY	3,000.
PLANNED PARENTHOOD OF LOS ANGELES 400 WEST 30TH STREET LOS ANGELES, CA 90007	NONE GENERAL FUNDS	PUBLIC CHARITY	450.
TRUSTEES OF HAMPSHIRE COLLEGE 893 WEST STREET AMHERST, MA 01002	NONE GENERAL FUNDS	PUBLIC CHARITY	1,000.
UCLA REGENTS INTERNATIONAL INSTITUTE 11343 BUNCHE HALL, PO BOX 951487 LOS ANGELES, CA 90095-1487	NONE GENERAL FUNDS	PUBLIC CHARITY	75,000.

THE ROBERT LEMELSON AND SUSAN MORSE LEME

95-4774899

UNION RESCUE MISSION  
545 S SAN PEDRO STREET LOS ANGELES, CA 90013

NONE  
GENERAL FUNDS

PUBLIC  
CHARITY

100.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

212,050.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

<b>Part II</b>		<b>Additional (Not Automatic) 3-Month Extension of Time.</b> Only file the original (no copies needed)	
Type or print  File by the extended due date for filing your return. See instructions	Name of exempt organization <b>THE ROBERT LEMELSON AND SUSAN MORSE LEMELSON FAMILY FOUNDATION</b>		Employer identification number <b>95-4774899</b>
	Number, street, and room or suite no. If a P.O. box, see instructions <b>17411 REVELLO DR</b>		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>PACIFIC PALISADES, CA 90272</b>		

Enter the Return code for the return that this application is for (file a separate application for each return)

**0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in the care of **▶ ROBERT LEMELSON & SUSAN MORSE - 17411 REVELLO DR - PACIFIC PALISADES, CA 90272**  
Telephone No **▶ (310) 454-5904** FAX No **▶**
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) **\_\_\_\_\_**. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until **OCTOBER 15, 2011.**
- 5 For calendar year **\_\_\_\_\_**, or other tax year beginning **DEC 1, 2009**, and ending **NOV 30, 2010**.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return  
☐ Change in accounting period
- 7 State in detail why you need the extension  
**THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.**

<b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	<b>8a</b>	\$	<b>118.</b>
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	<b>8b</b>	\$	<b>489.</b>
<b>c</b> <b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	<b>8c</b>	\$	<b>0.</b>

### Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **▶**  Title **▶** **CPA** Date **▶** **7/13/11**

Form 8868 (Rev 1-2011)