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

2010

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 **2010**, or tax year beginning **2010**, and ending **2010**

G Check all that apply. Initial return Initial Return of a former public charity Final return
 Amended return Address change Name change

The Marclad Foundation
435 Pacific Avenue, Suite 200
San Francisco, CA 94133

A Employer identification number
20-0595609

B Telephone number (see the instructions)
(415) 346-5757

C If exemption application is pending, check here

D 1 Foreign organizations, check here
2 Foreign organizations meeting the 85% test, check here and attach computation

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

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 71,705,556.

J Accounting method Cash Accrual
 Other (specify) Modified Cash
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc. received (att sch)				
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	854,310.	854,310.	N/A	
	4 Dividends and interest from securities	466,853.	466,853.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	-684,626.			
	b Gross sales price for all assets on line 6a	13,789,709.			
	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/(loss) (att sch)					
11 Other income (attach schedule) See Statement 1	85,898.	85,898.			
12 Total. Add lines 1 through 11	* 722,435.	1,407,061.			
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc.	129,213.			129,213.
	14 Other employee salaries and wages	81,167.			80,463.
	15 Pension plans, employee benefits	24,246.			33,286.
	16a Legal fees (attach schedule) See St	37,484.			34,602.
	b Accounting fees (attach sch) See St	16,190.	8,095.		11,095.
	c Other prof fees (attach sch) See St	333,072.	251,153.		71,386.
	17 Interest				
	18 Taxes (attach schedule) (see instr)	94,927.	6,263.		
	19 Depreciation (attach sch) and depletion	8,936.			
	20 Occupancy	42,860.			42,860.
21 Travel, conferences, and meetings	23,427.			25,557.	
22 Printing and publications	1,316.			1,316.	
23 Other expenses (attach schedule) See Statement 6	69,450.			72,257.	
24 Total operating and administrative expenses. Add lines 13 through 23	862,288.	265,511.		502,035.	
25 Contributions, gifts, grants paid Part XV	2,860,500.			2,870,500.	
26 Total expenses and disbursements. Add lines 24 and 25	* 3,722,788.	265,511.		3,372,535.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-3,000,353.				
b Net investment income (if negative, enter 0)		1,141,550.			
c Adjusted net income (if negative, enter 0)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end of year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash – non-interest-bearing		1,032,866.	1,627,140.	1,627,140.
	2	Savings and temporary cash investments		6,004,001.	3,584,108.	3,584,108.
	3	Accounts receivable	2,700.			
		Less: allowance for doubtful accounts			2,700.	2,700.
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)				
	7	Other notes and loans receivable (attach sch)	538,037.	Statement 7		
		Less: allowance for doubtful accounts			289,000.	538,037.
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges			4,432.	12,807.
	10a	Investments – U.S. and state government obligations (attach schedule)		Statement 8	1,211,374.	1,491,447.
	b	Investments – corporate stock (attach schedule)		Statement 9	13,733,296.	13,848,198.
	c	Investments – corporate bonds (attach schedule)		Statement 10	2,297,558.	2,218,834.
	11	Investments – land, buildings, and equipment, basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments – mortgage loans					
13	Investments – other (attach schedule)		Statement 11	45,736,432.	48,273,736.	
14	Land, buildings, and equipment, basis	93,692.				
	Less: accumulated depreciation (attach schedule)	32,998.	See Stmt 12	9,369.	60,694.	
15	Other assets (describe)		See Statement 13	6,727.	47,855.	
16	Total assets (to be completed by all filers – see instructions. Also, see page 1, item I)			70,325,055.	71,705,556.	
LIABILITIES	17	Accounts payable and accrued expenses		21,243.	29,212.	
	18	Grants payable		125,000.	115,000.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)		See Statement 14		65,669.
	23	Total liabilities (add lines 17 through 22)			146,243.	209,881.
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			<input checked="" type="checkbox"/>		
	24	Unrestricted		70,178,812.	71,495,675.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			<input type="checkbox"/>		
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see the instructions)			70,178,812.	71,495,675.	
31	Total liabilities and net assets/fund balances (see the instructions)			70,325,055.	71,705,556.	

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	70,178,812.
2	Enter amount from Part I, line 27a	2	-3,000,353.
3	Other increases not included in line 2 (itemize) ▶ See Statement 15	3	5,067,216.
4	Add lines 1, 2, and 3	4	72,245,675.
5	Decreases not included in line 2 (itemize) ▶ See Statement 16	5	750,000.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	71,495,675.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a Sale of Publicly Traded Securities	P	Various	Various
b Sale of R/E & Syndicate Interests	D	Various	Various
c Capital Gain Distributions	P	Various	Various
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 13,223,467.		13,887,897.	-664,430.
b 413,500.		586,438.	-172,938.
c 152,742.			152,742.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-664,430.
b			-172,938.
c			152,742.
d			
e			

2 Capital gain net income or (net capital loss) [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	-684,626.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8]	3	0.

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009	* 2,160,683.	* 63,464,728.	0.034045
2008	* 4,635,578.	* 66,915,715.	0.069275
2007	* 3,014,701.	* 65,994,399.	0.045681
2006	1,038,066.	18,562,846.	0.055922
2005	679,180.	16,713,402.	0.040637

2 Total of line 1, column (d) *See Statement 21	2	0.245560
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.049112
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	69,428,597.
5 Multiply line 4 by line 3	5	3,409,777.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	11,416.
7 Add lines 5 and 6	7	3,421,193.
8 Enter qualifying distributions from Part XII, line 4	8	3,432,798.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary – see instr.)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	11,416.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3 Add lines 1 and 2	3	11,416.
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	11,416.
6 Credits/Payments.		
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	38,551.
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	38,551.
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	27,135.
11 Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> 27,135. Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XIV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) CA DE		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (Continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>www.marclied.org</u>	13	X	
14	The books are in care of <u>Claire Solot</u> Telephone no <u>(415) 346-5757</u> Located at <u>435 Pacific Avenue, Suite 200 San Francisco</u> ZIP + 4 <u>94133</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	N/A
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country	16	Yes	No X

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? Pt VIII & Stmt 19 <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see the instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__ , 20__ , 20__ , 20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 2010 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 2010)	3b	X
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 2010?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** **X**

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? Yes No
 If 'Yes,' attach the statement required by Regulations section 53.4945-5(d) See Statement 17

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** **X**
 If 'Yes' to 6b, file Form 8870.

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** **N/A**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Claire Solot 435 Pacific Avenue, Suite 200 San Francisco, CA 94133	Pres/Dir 40.00	82,800.	6,413.	0.
Mary Bianco 435 Pacific Avenue, Suite 200 San Francisco, CA 94133	Sec'tary/Dir 5.00	20,000.	0.	0.
Edwin Solot, Jr. 435 Pacific Avenue, Suite 200 San Francisco, CA 94133	Tres/Dir 5.00	20,000.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Baker Street Adviosrs, LLC 455 Market Street San Francisco, CA 94105	Investment Advisory	150,413.
Nancy Wiltsek 3607 Baker Street San Francisco, CA 94123	Consulting	57,570.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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

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

BAA

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	55,801,861.
b Average of monthly cash balances	1b	11,474,332.
c Fair market value of all other assets (see instructions)	1c	3,209,692.
d Total (add lines 1a, b, and c)	1d	70,485,885.
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	70,485,885.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	1,057,288.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	69,428,597.
6 Minimum investment return. Enter 5% of line 5	6	3,471,430.

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	3,471,430.
2a Tax on investment income for 2010 from Part VI, line 5	2a	11,416.
b Income tax for 2010 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	11,416.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	3,460,014.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	3,460,014.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,460,014.

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	3,372,535.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	60,263.
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	3,432,798.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	11,416.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,421,382.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				3,460,014.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008	262,347.	Statement 22		
e From 2009	46,031.	Statement 22		
f Total of lines 3a through e	308,378.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 3,432,798.				
a Applied to 2009, 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 2010 distributable amount				3,432,798.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	27,216.			27,216.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	281,162.			
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 2009 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	281,162.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008	235,131.			
d Excess from 2009	46,031.			
e Excess from 2010				

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 2010, 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)

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

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test – enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter.					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

None

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

None

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:**

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc, (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed.

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a Paid during the year See Statement 18</p>				
Total				▶ 3a 2,870,500.
<p>b Approved for future payment Children's Hospital of LA 4650 Sunset Boulevard, #29 Los Angeles, CA 90027</p> <p>Bookends 6520 Platt Avenue, Suite 331 West Hills, CA 91307</p>	<p>N/A</p> <p>N/A</p>	<p>509 (a) (1)</p> <p>509 (a) (1)</p>	<p>General Operating Expenses</p> <p>General Operating Expenses</p>	<p>100,000.</p> <p>15,000.</p>
Total				▶ 3b 115,000.

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Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Revenue	\$ 43,629.	43,629.	
Rental Income	42,269.	42,269.	
Total	\$ 85,898.	85,898.	0.

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal Fees	\$ 37,484.			\$ 34,602.
Total	\$ 37,484.	\$ 0.		\$ 34,602.

Statement 3
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Audit Fees	\$ 12,000.	\$ 6,000.		\$ 7,500.
Tax Preparation	4,190.	2,095.		3,595.
Total	\$ 16,190.	\$ 8,095.		\$ 11,095.

Statement 4
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Fees	\$ 251,153.	\$ 251,153.		
IT & HTML	6,094.			\$ 6,094.
Other Professional Consultants	75,825.			65,292.
Total	\$ 333,072.	\$ 251,153.		\$ 71,386.

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Statement 5
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise Taxes	\$ 88,664.			
Foreign Withholding on Dividends	6,263.	\$ 6,263.		
Total	<u>\$ 94,927.</u>	<u>\$ 6,263.</u>		<u>\$ 0.</u>

Statement 6
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Annual Filings & Licenses	\$ 658.			\$ 658.
Bank Charges	175.			175.
Bookkeeping	19,072.			18,639.
Computer Expense	187.			187.
Dues & Subscriptions	7,253.			10,313.
Equipment Leasing	2,999.			2,999.
Furniture	10,043.			10,043.
Insurance	5,126.			5,126.
Misc Expense	480.			480.
Moving & Repair	2,206.			2,206.
Office Incidentals	3,485.			3,485.
Office Supplies	6,565.			6,700.
Payroll Expense	2,228.			2,228.
Postage and Shipping	705.			705.
Telecommunications	6,187.			6,232.
Web Hosting	335.			335.
Wiring	1,746.			1,746.
Total	<u>\$ 69,450.</u>	<u>\$ 0.</u>		<u>\$ 72,257.</u>

Statement 7
Form 990-PF, Part II, Line 7
Other Notes and Loans Receivable

Other Notes and Loans	Book Value	Fair Market Value	Doubtful Accounts Allowance
C T Chandonnet	\$ 318,279.	\$ 318,279.	\$ 0.
J K Shah	33,278.	33,278.	0.
J K Shah, LLC	186,480.	186,480.	0.
Total	<u>\$ 538,037.</u>	<u>\$ 538,037.</u>	
		Allowance for Doubtful Accounts	\$ 0.
		Net Other Notes/Loans Rec. - Book Value	<u>\$ 538,037.</u>

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Statement 8
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

U.S. Government Obligations				Valuation Method	Book Value	Fair Market Value
Fed Natl Mtg Assn	2.750%	299,000	Sh	Mkt Val	\$ 312,446.	\$ 312,446.
Fed Natl Mtg Assn	1.000%	117,000	Sh	Mkt Val	117,768.	117,768.
US Treas Nte	1.375% 01/15/13	298,000	Sh	Mkt Val	302,539.	302,539.
US Treas Nte	1.750% 07/31/15	385,000	Sh	Mkt Val	383,768.	383,768.
US Treas Nte	1.250% 10/31/15	79,000	Sh	Mkt Val	76,457.	76,457.
US Treas Nte	1.875% 08/31/17	119,000	Sh	Mkt Val	113,599.	113,599.
US Treas Nte	2.625% 08/15/20	195,000	Sh	Mkt Val	184,870.	184,870.
					\$ 1,491,447.	\$ 1,491,447.
Total					<u>\$ 1,491,447.</u>	<u>\$ 1,491,447.</u>

Statement 9
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks				Valuation Method	Book Value	Fair Market Value
Berkshire Hathaway A		10	Sh	Mkt Val	\$ 1,204,500.	\$ 1,204,500.
Alexander & Baldwin Inc		2,426	Sh	Mkt Val	97,113.	97,113.
Alexandria Real Estate		1,974	Sh	Mkt Val	144,615.	144,615.
American Campus Cmmtys Inc		4,701	Sh	Mkt Val	149,304.	149,304.
Boston Properties Inc		709	Sh	Mkt Val	61,045.	61,045.
Corporate Offices Ppty Inc		1,994	Sh	Mkt Val	69,690.	69,690.
DCT Industrial Trust Inc		11,043	Sh	Mkt Val	58,638.	58,638.
Essex Property Trust Inc		820	Sh	Mkt Val	93,660.	93,660.
SL Green Realty		1,050	Sh	Mkt Val	70,885.	70,885.
Taubman Centers Inc		671	Sh	Mkt Val	33,872.	33,872.
Ventas Inc		1,371	Sh	Mkt Val	71,950.	71,950.
American Movil		781	Sh	Mkt Val	44,783.	44,783.
China Life Ins		516	Sh	Mkt Val	31,564.	31,564.
Cnooc Ltd Ads		190	Sh	Mkt Val	45,290.	45,290.
Fomento Economico Mexicano		383	Sh	Mkt Val	21,417.	21,417.
Gerdau SA Spon		1,995	Sh	Mkt Val	27,910.	27,910.
Icici Bank Ltd		563	Sh	Mkt Val	28,510.	28,510.
Alumina Ltd		3,194	Sh	Mkt Val	32,515.	32,515.
Anglogold Ashanti Ltd Lvl 1		1,256	Sh	Mkt Val	61,833.	61,833.
Barrick Gold Corp		1,589	Sh	Mkt Val	84,503.	84,503.
Dai Nippon Prtg Ltd		3,446	Sh	Mkt Val	46,993.	46,993.
Fujifilm Hldgs Corp		1,401	Sh	Mkt Val	50,716.	50,716.
Impala Platinum Hldgs		910	Sh	Mkt Val	32,044.	32,044.
Korea Electric Power		2,707	Sh	Mkt Val	36,572.	36,572.
Newcrest Mining Ltd		1,242	Sh	Mkt Val	51,485.	51,485.
Nippon Telegraph & Telephone		3,959	Sh	Mkt Val	90,819.	90,819.
Royal Dutch Shell		1,005	Sh	Mkt Val	67,003.	67,003.
Sekisui House Ltd		3,920	Sh	Mkt Val	39,682.	39,682.
Shiseido Ltd		2,402	Sh	Mkt Val	52,539.	52,539.
Swisscom AG ADR		1,171	Sh	Mkt Val	51,647.	51,647.
Telecom Italia Spa		6,008	Sh	Mkt Val	65,728.	65,728.
Vodafone		2,232	Sh	Mkt Val	59,014.	59,014.
Wacoal		644	Sh	Mkt Val	46,722.	46,722.
Amazon Com Inc		290	Sh	Mkt Val	52,200.	52,200.

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Statement 9 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks		Valuation Method	Book Value	Fair Market Value
Apple Inc	341 Sh	Mkt Val	\$ 109,993.	\$ 109,993.
AT&T Inc	1,403 Sh	Mkt Val	41,220.	41,220.
Google Inc-CL A	75 Sh	Mkt Val	44,548.	44,548.
Petroleo Brasileiro SA ADR	960 Sh	Mkt Val	32,803.	32,803.
Procter & Gamble	399 Sh	Mkt Val	25,668.	25,668.
AXA ADS	830 Sh	Mkt Val	13,863.	13,863.
BASF SE ADR	790 Sh	Mkt Val	63,600.	63,600.
BHP Billiton Ltd	1,625 Sh	Mkt Val	150,995.	150,995.
British Amer Tob ADR	870 Sh	Mkt Val	67,599.	67,599.
Brookfield Asset Mgmt Inc	805 Sh	Mkt Val	26,798.	26,798.
Canadian Natl Railways Co	1,045 Sh	Mkt Val	69,461.	69,461.
Canadian Natural Resources	2,095 Sh	Mkt Val	93,060.	93,060.
Cooper Industries PLC	1,615 Sh	Mkt Val	94,138.	94,138.
Core Laboratories N V	420 Sh	Mkt Val	37,401.	37,401.
Diageo ADR	935 Sh	Mkt Val	69,499.	69,499.
Ensign Energy Services	645 Sh	Mkt Val	9,756.	9,756.
Ingersoll Rand Co PLC	1,670 Sh	Mkt Val	78,640.	78,640.
Manulife Financial Corp	760 Sh	Mkt Val	13,057.	13,057.
Nabors Industries Ltd	5,015 Sh	Mkt Val	117,652.	117,652.
Nestle SA Spon	2,077 Sh	Mkt Val	121,999.	121,999.
Noble Corp	3,645 Sh	Mkt Val	130,382.	130,382.
Novartis AG ADR	1,125 Sh	Mkt Val	66,319.	66,319.
Partnerre Hldgs	405 Sh	Mkt Val	32,542.	32,542.
Potash Corp of Saskatchewan	113 Sh	Mkt Val	17,496.	17,496.
Rio Tinto ADR	285 Sh	Mkt Val	81,692.	81,692.
Schlumberger Ltd	307 Sh	Mkt Val	25,634.	25,634.
Suncor Energy Inc	1,990 Sh	Mkt Val	76,197.	76,197.
Talisman Energy Inc	1,240 Sh	Mkt Val	27,516.	27,516.
Teck Resources Ltd	1,170 Sh	Mkt Val	72,341.	72,341.
Tenaris S A	1,890 Sh	Mkt Val	92,572.	92,572.
Transocean Ltd	1,448 Sh	Mkt Val	100,650.	100,650.
Trican Well Svcs Co	270 Sh	Mkt Val	5,473.	5,473.
UBS AG	2,356 Sh	Mkt Val	38,803.	38,803.
Unilever NV	2,025 Sh	Mkt Val	63,585.	63,585.
Weatherford Intl Ltd	5,620 Sh	Mkt Val	128,136.	128,136.
Yara Intl ASA Spons ADR	115 Sh	Mkt Val	6,677.	6,677.
Amgen Inc	850 Sh	Mkt Val	46,665.	46,665.
Cisco Sys Inc	882 Sh	Mkt Val	17,843.	17,843.
Comcast Corp CL A Spec	2,231 Sh	Mkt Val	46,427.	46,427.
Conocophillips	1,691 Sh	Mkt Val	115,157.	115,157.
EMC Corp Mass	1,087 Sh	Mkt Val	24,892.	24,892.
Freeport McMoran CP & Gld	547 Sh	Mkt Val	65,689.	65,689.
Honeywell Intl Inc	923 Sh	Mkt Val	49,067.	49,067.
Molson Coors Brewing Co	430 Sh	Mkt Val	21,582.	21,582.
Oracle Corp	2,140 Sh	Mkt Val	66,982.	66,982.
United Technologies Corp	204 Sh	Mkt Val	16,059.	16,059.
Visa Inc CL A	266 Sh	Mkt Val	18,721.	18,721.
Wal Mart Stores Inc	1,182 Sh	Mkt Val	63,745.	63,745.
Wells Fargo & Co New	3,044 Sh	Mkt Val	94,334.	94,334.
Adobe Systems	697 Sh	Mkt Val	21,454.	21,454.
Canadian Natural Resources	879 Sh	Mkt Val	39,045.	39,045.
Danaher Corp	406 Sh	Mkt Val	19,151.	19,151.
Lowes Companies Inc	416 Sh	Mkt Val	10,433.	10,433.
Range Resources Corp	308 Sh	Mkt Val	13,854.	13,854.
3M Company	364 Sh	Mkt Val	31,413.	31,413.

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Statement 9 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks		Valuation Method	Book Value	Fair Market Value
Amgen Inc	341 Sh	Mkt Val	\$ 18,721.	\$ 18,721.
Caterpillar Inc	304 Sh	Mkt Val	28,473.	28,473.
Citrix Systems Inc	734 Sh	Mkt Val	50,213.	50,213.
Corning Inc	1,136 Sh	Mkt Val	21,947.	21,947.
EMC Corp Mass	1,819 Sh	Mkt Val	41,655.	41,655.
Emerson Electric Co	340 Sh	Mkt Val	19,438.	19,438.
Intel Corp	3,386 Sh	Mkt Val	71,208.	71,208.
Johnson & Johnson	587 Sh	Mkt Val	36,306.	36,306.
JP Morgan Chase & Co	513 Sh	Mkt Val	21,761.	21,761.
Mead Johnson Nutrition Co	382 Sh	Mkt Val	23,779.	23,779.
Parker Hannifin Corp	269 Sh	Mkt Val	23,215.	23,215.
Southwestern Energy Co	303 Sh	Mkt Val	11,341.	11,341.
Target Corp	409 Sh	Mkt Val	24,593.	24,593.
Teva Pharmaceuticals ADR	645 Sh	Mkt Val	33,624.	33,624.
UnitedHealth GP Inc	841 Sh	Mkt Val	30,368.	30,368.
Allergan Inc	389 Sh	Mkt Val	26,713.	26,713.
China Pete & Chem Corp	411 Sh	Mkt Val	39,329.	39,329.
Global X China Financials	2,611 Sh	Mkt Val	34,857.	34,857.
iShares MCSI Turkey	366 Sh	Mkt Val	24,233.	24,233.
ITAU Unibanco Hldgs	3,216 Sh	Mkt Val	77,216.	77,216.
JSC MMC Norilsk Nickel	1,049 Sh	Mkt Val	24,127.	24,127.
KB Financial Grp Inc	926 Sh	Mkt Val	48,976.	48,976.
Las Vegas Sands Corp	677 Sh	Mkt Val	31,108.	31,108.
Melco Crown Entertainment	4,789 Sh	Mkt Val	30,458.	30,458.
Mobile Telesystems OJSC	1,076 Sh	Mkt Val	35,604.	35,604.
Gazprom OAO Spon	1,113 Sh	Mkt Val	28,103.	28,103.
Lukoil Oil Co	1,048 Sh	Mkt Val	59,107.	59,107.
Petroleo Bras SA ADS	869 Sh	Mkt Val	32,883.	32,883.
Posco ADR	536 Sh	Mkt Val	57,722.	57,722.
Shinhan Financial Grp	525 Sh	Mkt Val	49,255.	49,255.
Southern Copper Corp	526 Sh	Mkt Val	25,637.	25,637.
Taiwan Smcndctr Mfg Co	3,036 Sh	Mkt Val	38,071.	38,071.
Vale SA	2,400 Sh	Mkt Val	82,968.	82,968.
Yanzhou Coal Mining	1,535 Sh	Mkt Val	46,971.	46,971.
Vivo Particip SA ADR	728 Sh	Mkt Val	23,726.	23,726.
Infosys Tech Ltd	488 Sh	Mkt Val	37,127.	37,127.
Alcatel-Lucent ADS	11,942 Sh	Mkt Val	35,348.	35,348.
Axis Capital Hldngs	1,195 Sh	Mkt Val	42,877.	42,877.
Cameco Corp	1,664 Sh	Mkt Val	67,192.	67,192.
Carrefour Unsp ADR	6,387 Sh	Mkt Val	52,865.	52,865.
Centrais Elec Bras SP	651 Sh	Mkt Val	8,951.	8,951.
Daiwa House Ind Ltd	302 Sh	Mkt Val	37,161.	37,161.
Embraer Empresa Bras	1,079 Sh	Mkt Val	31,723.	31,723.
Gold Fields Ltd SP	4,089 Sh	Mkt Val	74,134.	74,134.
Hachijuni Bank Ltd	403 Sh	Mkt Val	22,559.	22,559.
Kao Corp Spon ADR	2,270 Sh	Mkt Val	61,238.	61,238.
Kinross Gold Corp New	3,168 Sh	Mkt Val	60,065.	60,065.
Magna Intl A Com	250 Sh	Mkt Val	13,000.	13,000.
Nexen Inc	2,984 Sh	Mkt Val	68,334.	68,334.
Nintendo Co Ltd ADR	1,152 Sh	Mkt Val	42,309.	42,309.
Panasonic Corp	2,696 Sh	Mkt Val	38,014.	38,014.
Rohm Co Ltd Unsp	1,198 Sh	Mkt Val	39,143.	39,143.
Sanofi Aventis ADS	1,720 Sh	Mkt Val	55,436.	55,436.
Seven & Hldngs Co Ltd	1,111 Sh	Mkt Val	59,451.	59,451.
Siemens Aktiengesellschaft	468 Sh	Mkt Val	58,149.	58,149.

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Statement 9 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks		Valuation Method	Book Value	Fair Market Value
SK Telecom Co Ltd	4,040 Sh	Mkt Val	\$ 75,265.	\$ 75,265.
Societe Generale SP ADR	1,906 Sh	Mkt Val	20,568.	20,568.
Sumitomo TR & BK Co	5,584 Sh	Mkt Val	35,252.	35,252.
UBS AG	1,955 Sh	Mkt Val	32,199.	32,199.
Wolters Kluwer NV Spon	2,265 Sh	Mkt Val	49,832.	49,832.
Nokia OYJ ADR	4,179 Sh	Mkt Val	43,127.	43,127.
AMB Property Corp	1,390 Sh	Mkt Val	44,077.	44,077.
Digital Realty Trust Inc	2,595 Sh	Mkt Val	133,746.	133,746.
Douglas Emmett Inc	5,889 Sh	Mkt Val	97,757.	97,757.
Forest CY Enterprise A	12,798 Sh	Mkt Val	213,599.	213,599.
Lasalle Hotel Properties	1,779 Sh	Mkt Val	46,966.	46,966.
Regency Centers Corp	2,377 Sh	Mkt Val	100,404.	100,404.
Simon Ppty Group Inc	831 Sh	Mkt Val	82,676.	82,676.
Vornado Realty TR SBI	1,066 Sh	Mkt Val	88,830.	88,830.
Agrium Inc	895 Sh	Mkt Val	82,116.	82,116.
Bunge Ltd	565 Sh	Mkt Val	37,019.	37,019.
Fibria Celulose SA Spon	222 Sh	Mkt Val	3,552.	3,552.
Potash Corp of Saskatchewan	885 Sh	Mkt Val	137,025.	137,025.
Vale S.A.	2,855 Sh	Mkt Val	98,697.	98,697.
Apple Inc	167 Sh	Mkt Val	53,868.	53,868.
Ball Corporation	527 Sh	Mkt Val	35,862.	35,862.
Cisco Sys Inc	1,834 Sh	Mkt Val	37,102.	37,102.
Dover Corp	497 Sh	Mkt Val	29,050.	29,050.
Emerson Electric Co	732 Sh	Mkt Val	41,848.	41,848.
EOG Resources Inc	233 Sh	Mkt Val	21,299.	21,299.
Intl Business Machines	646 Sh	Mkt Val	94,807.	94,807.
JP Morgan Chase Co	482 Sh	Mkt Val	20,446.	20,446.
Life Technologies	178 Sh	Mkt Val	9,879.	9,879.
Mastercard Inc CL A	87 Sh	Mkt Val	19,498.	19,498.
McDonalds Corp	396 Sh	Mkt Val	30,397.	30,397.
Merck & Co Inc	1,477 Sh	Mkt Val	53,231.	53,231.
Microsoft Corp	1,658 Sh	Mkt Val	46,275.	46,275.
Oracle Corp	2,097 Sh	Mkt Val	65,636.	65,636.
Pepsico Inc NC	287 Sh	Mkt Val	18,750.	18,750.
Pfizer Inc	5,319 Sh	Mkt Val	93,136.	93,136.
Raytheon Co	387 Sh	Mkt Val	17,934.	17,934.
Starbucks Corp	1,011 Sh	Mkt Val	32,483.	32,483.
United Parcel Svc	315 Sh	Mkt Val	22,863.	22,863.
United Technologies Corp	925 Sh	Mkt Val	72,816.	72,816.
Walgreen Company	2,034 Sh	Mkt Val	79,245.	79,245.
Centrais Electric Bras Pref	2,394 Sh	Mkt Val	39,884.	39,884.
Covidien PLC	362 Sh	Mkt Val	16,529.	16,529.
Check Point Software Tech	642 Sh	Mkt Val	29,699.	29,699.
Allegheny Tech Inc	687 Sh	Mkt Val	37,909.	37,909.
American Tower Corp	704 Sh	Mkt Val	36,355.	36,355.
Boeing Co	542 Sh	Mkt Val	35,371.	35,371.
Borgwarner Inc	328 Sh	Mkt Val	23,734.	23,734.
CME Group Inc	53 Sh	Mkt Val	17,053.	17,053.
Cameron Intl Corp Co	415 Sh	Mkt Val	21,053.	21,053.
Celgene Corp	432 Sh	Mkt Val	25,548.	25,548.
Coach Inc	304 Sh	Mkt Val	16,814.	16,814.
Coca Cola Co	737 Sh	Mkt Val	48,472.	48,472.
Colgate-Palmolive Co	208 Sh	Mkt Val	16,717.	16,717.
CTrip.com International Ltd	348 Sh	Mkt Val	14,077.	14,077.
Cummins Inc	311 Sh	Mkt Val	34,213.	34,213.

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Statement 9 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks		Valuation Method	Book Value	Fair Market Value
Denbury Res Inc	463 Sh	Mkt Val	\$ 8,839.	\$ 8,839.
Express Scripts Inc	332 Sh	Mkt Val	17,945.	17,945.
F5 Networks Inc	100 Sh	Mkt Val	13,016.	13,016.
Juniper Networks Inc	465 Sh	Mkt Val	17,168.	17,168.
Laboratory Corp Amer Hldgs	238 Sh	Mkt Val	20,925.	20,925.
NetApp Inc	453 Sh	Mkt Val	24,897.	24,897.
Netflix	241 Sh	Mkt Val	42,344.	42,344.
Nordstrom Inc	412 Sh	Mkt Val	17,461.	17,461.
Precision Castparts Corp	219 Sh	Mkt Val	30,487.	30,487.
Priceline.com Inc	70 Sh	Mkt Val	27,968.	27,968.
Rockwell Collins Inc	456 Sh	Mkt Val	26,567.	26,567.
Salesforce.com Inc	218 Sh	Mkt Val	28,776.	28,776.
Sandisk Corp	343 Sh	Mkt Val	17,102.	17,102.
Texas Instruments Inc	547 Sh	Mkt Val	17,777.	17,777.
V F Corp	238 Sh	Mkt Val	20,511.	20,511.
Carefusion Corp	378 Sh	Mkt Val	9,715.	9,715.
Chevron Corp	857 Sh	Mkt Val	78,201.	78,201.
City National Corp	531 Sh	Mkt Val	32,582.	32,582.
Coca Cola Co	591 Sh	Mkt Val	38,870.	38,870.
Devon Energy Corp	255 Sh	Mkt Val	20,020.	20,020.
Gap Inc	1,468 Sh	Mkt Val	32,502.	32,502.
General Mills Inc	496 Sh	Mkt Val	17,653.	17,653.
Illinois Tool Works	596 Sh	Mkt Val	31,826.	31,826.
Mattel Inc	1,240 Sh	Mkt Val	31,533.	31,533.
McDonalds Corp	255 Sh	Mkt Val	19,574.	19,574.
Monsanto Co	342 Sh	Mkt Val	23,817.	23,817.
Morgan Stanley	883 Sh	Mkt Val	24,026.	24,026.
Newell Rubbermaid Inc	1,123 Sh	Mkt Val	20,416.	20,416.
PNC Finl Svcs Group	591 Sh	Mkt Val	35,886.	35,886.
T Rowe Price Group Inc	273 Sh	Mkt Val	17,619.	17,619.
Qualcomm Inc	417 Sh	Mkt Val	20,637.	20,637.
Schlumberger Ltd	447 Sh	Mkt Val	37,324.	37,324.
TJX Companies Inc	552 Sh	Mkt Val	24,503.	24,503.
Allianz SE ADR	2,039 Sh	Mkt Val	24,333.	24,333.
Astrazeneca ADR	1,112 Sh	Mkt Val	51,363.	51,363.
Electricite De France ADR	4,349 Sh	Mkt Val	36,475.	36,475.
Finmeccanica SPA Unsp ADR	8,151 Sh	Mkt Val	46,501.	46,501.
GlaxoSmithKline ADR	1,202 Sh	Mkt Val	47,142.	47,142.
MS&AD Ins GP Hldgs ADR	4,070 Sh	Mkt Val	51,058.	51,058.
Statoil ASA Spon	1,204 Sh	Mkt Val	28,619.	28,619.
Takeda Pharmaceutical Co	524 Sh	Mkt Val	12,906.	12,906.
Toyota Motor Corp	526 Sh	Mkt Val	41,359.	41,359.
American Tower Corp	1,314 Sh	Mkt Val	67,855.	67,855.
Brookdale Sr Living Inc.	2,204 Sh	Mkt Val	47,188.	47,188.
CB Richard Ellis Gp Inc	1,435 Sh	Mkt Val	29,389.	29,389.
Coresite Realty Corp	6,590 Sh	Mkt Val	89,888.	89,888.
Crown Castle Intl Corp	1,930 Sh	Mkt Val	84,592.	84,592.
SBA Communications Corp	1,875 Sh	Mkt Val	76,762.	76,762.
Toll Bros Inc.	1,559 Sh	Mkt Val	29,621.	29,621.
Cogdell Spencer Inc.	7,150 Sh	Mkt Val	41,470.	41,470.
DuPont Fabros Technology	5,440 Sh	Mkt Val	115,709.	115,709.
Eastgroup Properties Inc	1,348 Sh	Mkt Val	57,047.	57,047.
Entertainment Pptys Trust	1,683 Sh	Mkt Val	77,839.	77,839.
Federal Realty Invst Tr	1,121 Sh	Mkt Val	87,360.	87,360.
Highwoods Properties Inc	2,121 Sh	Mkt Val	67,554.	67,554.

The Marclad Foundation

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Statement 9 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks		Valuation Method	Book Value	Fair Market Value
UDR Inc	1,710 Sh	Mkt Val	\$ 40,219.	\$ 40,219.
Canadian Pacific Railways Co	1,375 Sh	Mkt Val	89,114.	89,114.
Schlumberger Ltd	1,425 Sh	Mkt Val	118,987.	118,987.
Suncor Energy Inc	1,514 Sh	Mkt Val	57,971.	57,971.
Cosan Ltd	1,321 Sh	Mkt Val	17,992.	17,992.
Anglo Platinum Ltd	1,821 Sh	Mkt Val	31,908.	31,908.
China Construction Bank	760 Sh	Mkt Val	13,628.	13,628.
CTrip.com Intl Ltd	985 Sh	Mkt Val	39,843.	39,843.
Gafisa SA	1,229 Sh	Mkt Val	17,857.	17,857.
Gazprom OAO Spon	1,191 Sh	Mkt Val	30,073.	30,073.
Global X Fds China Materials	1,954 Sh	Mkt Val	28,919.	28,919.
HDFC Bank	42 Sh	Mkt Val	7,019.	7,019.
Keppel Corp Spon	451 Sh	Mkt Val	7,971.	7,971.
Mechel OAO	770 Sh	Mkt Val	22,507.	22,507.
MTN Group Ltd	1,360 Sh	Mkt Val	27,632.	27,632.
Naspers ADR	410 Sh	Mkt Val	24,042.	24,042.
Sinopec Shanghai Petro	302 Sh	Mkt Val	15,574.	15,574.
Standard Bank Gp Ltd	929 Sh	Mkt Val	30,205.	30,205.
Tenaris SA Spon	432 Sh	Mkt Val	21,159.	21,159.
Turkiye Garanti Bankasi	2,744 Sh	Mkt Val	13,942.	13,942.
Caterpillar Inc	136 Sh	Mkt Val	12,738.	12,738.
		Total	\$ 13,848,198.	\$ 13,848,198.

Statement 10
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

Corporate Bonds		Valuation Method	Book Value	Fair Market Value
Verizon	5.50% 02/01/14, 68,000 Sh	Mkt Val	\$ 74,984.	\$ 74,984.
Vodafone Gp	4.15% 06/10/14 71,000 Sh	Mkt Val	74,634.	74,634.
Wachovia Corp	5.50% 05/01/13 74,000 Sh	Mkt Val	80,527.	80,527.
Xerox Corp	4.25% 02/15/15 74,000 Sh	Mkt Val	77,431.	77,431.
PNC Fnding	4.25% 09/21/15 73,000 Sh	Mkt Val	76,625.	76,625.
Pepsico Inc	5.00% 06/01/18 108,000 Sh	Mkt Val	119,221.	119,221.
Cisco Sys	4.95% 02/15/19 70,000 Sh	Mkt Val	76,283.	76,283.
Burlington NSF	4.70% 04/01/19 73,000 Sh	Mkt Val	76,294.	76,294.
TimeWarner	5.00% 02/01/20 75,000 Sh	Mkt Val	77,186.	77,186.
GMAC LLC	2.20% 12/19/12 107,000 Sh	Mkt Val	110,053.	110,053.
Deutsche Bnk	2.38% 01/11/13 111,000 Sh	Mkt Val	112,637.	112,637.
Shell Intl	1.88% 03/25/13 115,000 Sh	Mkt Val	116,734.	116,734.
U.S. Bancorp	2.00% 06/14/13 114,000 Sh	Mkt Val	115,700.	115,700.
Barclays Bk	0.88% 11/24/13 117,000 Sh	Mkt Val	116,830.	116,830.
JPMorgan Chase	4.75% 09/15/14 105,000 Sh	Mkt Val	111,727.	111,727.
Goldman Sachs	0.89% 09/29/14 81,000 Sh	Mkt Val	79,237.	79,237.
Novartis	2.90% 04/24/15 113,000 Sh	Mkt Val	116,083.	116,083.
AT&T Inc	2.50% 08/15/15 75,000 Sh	Mkt Val	74,737.	74,737.
Amer Express	2.75% 09/15/15 79,000 Sh	Mkt Val	77,712.	77,712.
WalMart Stores	1.50% 10/25/15 120,000 Sh	Mkt Val	114,942.	114,942.
Statoil ASA	3.13% 08/17/17 75,000 Sh	Mkt Val	74,268.	74,268.
Kraft Foods	5.38% 02/10/20 72,000 Sh	Mkt Val	77,491.	77,491.
GE Cap Corp	4.38% 09/16/20 115,000 Sh	Mkt Val	113,178.	113,178.

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Statement 10 (continued)
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

Corporate Bonds	Valuation Method	Book Value	Fair Market Value
United Parcel 3.12% 01/15/21 80,000 Sh	Mkt Val	\$ 74,320.	\$ 74,320.
	Total	\$ 2,218,834.	\$ 2,218,834.

Statement 11
Form 990-PF, Part II, Line 13
Investments - Other

Other Investments	Valuation Method	Book Value	Fair Market Value
West Palm Beach Venture	Mkt Val	\$ 461,258.	\$ 461,258.
Total Other Investments		\$ 461,258.	\$ 461,258.

Other Publicly Traded Securities

Ivy Glob Natl Resources 127,683 Sh	Mkt Val	2,812,847.	2,812,847.
Vanguard Bd Index Fd ST Bnd 56,000 Sh	Mkt Val	4,505,760.	4,505,760.
Vanguard Bd Index Ttl Bnd Mkt 8,997 Sh	Mkt Val	722,189.	722,189.
Vanguard Ind Fds Ttl Stk Mkt 80,630 Sh	Mkt Val	5,235,306.	5,235,306.
Fidelity Instl Mmkt Port 1,380,000 Sh	Mkt Val	1,380,500.	1,380,500.
Dimensional Adv One Yr Fxd 485,437 Sh	Mkt Val	5,009,709.	5,009,709.
Pimco Total Rtrn Instl 185,185 Sh	Mkt Val	2,009,258.	2,009,258.
Vanguard Bnd Index Ttl Mkt 181,653 Sh	Mkt Val	1,925,519.	1,925,519.
Franklin Adj US Govt 221,257 Sh	Mkt Val	1,962,547.	1,962,547.
Ivy Asset Strategy 132,397 Sh	Mkt Val	3,258,293.	3,258,293.
Ivy Limited Term Bd 229,357 Sh	Mkt Val	2,543,573.	2,543,573.
JP Morgan Core Bnd 234,924 Sh	Mkt Val	2,694,577.	2,694,577.
MFS Govt Securities A 250,500 Sh	Mkt Val	2,545,085.	2,545,085.
MFS Limited Maturity A 413,222 Sh	Mkt Val	2,557,846.	2,557,846.
Vanguard Tax Managed Fd 17,682 Sh	Mkt Val	639,204.	639,204.
Vanguard Emerg Mkts 13,994 Sh	Mkt Val	673,755.	673,755.
Vanguard Index Fds REIT 40,535 Sh	Mkt Val	2,244,423.	2,244,423.
Vanguard Index Fds Sm Cap 18,995 Sh	Mkt Val	1,379,607.	1,379,607.
Mutual Series European 29,007 Sh	Mkt Val	610,891.	610,891.
Templeton Global Bd Adv 77,250 Sh	Mkt Val	1,047,510.	1,047,510.
Total Other Publicly Traded Securities		\$ 45,758,399.	\$ 45,758,399.

Other Securities

Argin Realty Co, Inc	Mkt Val	670,000.	670,000.
Kesmar Realty Co, Inc	Mkt Val	153,334.	153,334.
Darb Realty Co	Mkt Val	125,632.	125,632.
17 West Orange Realty	Mkt Val	479,613.	479,613.
26 East Realty Co, Inc	Mkt Val	625,500.	625,500.
Total Other Securities		\$ 2,054,079.	\$ 2,054,079.

Total \$ 48,273,736. \$ 48,273,736.

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Statement 12
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

<u>Category</u>	<u>Basis</u>	<u>Accum. Deprec.</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Furniture and Fixtures	\$ 68,724.	\$ 19,953.	\$ 48,771.	\$ 48,771.
Machinery and Equipment	24,968.	13,045.	11,923.	11,923.
Total	<u>\$ 93,692.</u>	<u>\$ 32,998.</u>	<u>\$ 60,694.</u>	<u>\$ 60,694.</u>

Statement 13
Form 990-PF, Part II, Line 15
Other Assets

	<u>Book Value</u>	<u>Fair Market Value</u>
Art Work	\$ 6,727.	\$ 6,727.
Deposit	24,700.	24,700.
Security Transactions Pending Settlement	16,428.	16,428.
Total	<u>\$ 47,855.</u>	<u>\$ 47,855.</u>

Statement 14
Form 990-PF, Part II, Line 22
Other Liabilities

Deferred Excise Tax	\$ 65,669.
Total	<u>\$ 65,669.</u>

Statement 15
Form 990-PF, Part III, Line 3
Other Increases

Adjustment of Realized Losses	\$ 105,339.
FMV Adj of Investments	4,961,877.
Total	<u>\$ 5,067,216.</u>

Statement 16
Form 990-PF, Part III, Line 5
Other Decreases

Endowment Grant to The Moca Foundation	\$ 750,000.
Total	<u>\$ 750,000.</u>

The Marclad Foundation

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Statement 17
Form 990-PF, Part VII-B, Line 5c
Expenditure Responsibility

Grantee Name: The Moca Foundation
Address: 435 Pacific Avenue, Suite 200
Address: San Francisco, CA 94133
Grant Date: 11/09/2010
Grant Amount: \$ 200000
Grant Purpose: 2010 Pass Through Grant
Amt. Expended by Grantee: \$ 200000
Any Diversion by Grantee: No
Dates of Reports by Grantee: Due 12/31/2011
Date of Verification:
Results of Verification: Reports are not due from Grantee until 12/31/2011

Grantee Name: The Moca Foundation
Address: 435 Pacific Avenue, Suite 200
Address: San Francisco, CA 94133
Grant Date: 12/08/2010
Grant Amount: \$ 200000
Grant Purpose: 2010 Pass Through Grant
Amt. Expended by Grantee: \$ 12043
Any Diversion by Grantee: No
Dates of Reports by Grantee: Due 12/31/2011
Date of Verification:
Results of Verification: Reports are not due from Grantee until 12/31/2011

Grantee Name: Bigglesworth Family Foundation
Address: 435 Pacific Avenue, Suite 200
Address: San Francisco, CA 94133
Grant Date: 11/18/2010
Grant Amount: \$ 125000
Grant Purpose: 2010 Pass Through Grant
Amt. Expended by Grantee: \$ 97039
Any Diversion by Grantee: No
Dates of Reports by Grantee: Due 12/31/2011
Date of Verification:
Results of Verification: Reports are not due from Grantee until 12/31/2011

Grantee Name: Ctr of Research&Exchange for Family
Address: 435 Pacific Avenue, Suite 200
Address: San Francisco, CA 94133
Grant Date: 11/16/2010
Grant Amount: \$ 300000
Grant Purpose: General Operating Expenses
Amt. Expended by Grantee: \$ 4442
Any Diversion by Grantee: No
Dates of Reports by Grantee: Due 12/31/2011
Date of Verification:
Results of Verification: Reports are not due from Grantee until 12/31/2011

The Marclad Foundation

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Statement 18
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Cedars-Sinai Med Ctr 8770 Beverly Blvd, Suite 2416 Los Angeles, CA 90048	N/A	509(a)(1)	Research on IBS, Research Fellow in Cardiothoracic Surgery	\$ 130,000.
Cuesta College P.O. Box 8106 San Luis Obispo, CA 93493	N/A	509(a)(1)	General Operating Expenses	25,000.
Jewish Community Center of SF 3200 California St. San Francisco, CA 94118	N/A	509(a)(1)	Teen Programs	20,000.
Jewish Family & Children Service 2150 Post St San Francisco, CA 94115	N/A	509(a)(1)	Youth First	90,000.
Legal Aid of Marin 30 N. San Pedro Rd., Ste 220 San Rafael, CA 94801	N/A	509(a)(1)	General Operating Expenses	25,000.
Children's Hospital of LA 4650 Sunset Boulevard, #29 Los Angeles, CA 90027	N/A	509(a)(1)	Endocrinology Fellowship	50,000.
LA Regional Food Bank 1734 East 41st Street Los Angeles, CA 90058	N/A	509(a)(1)	Backpack Program	90,000.
French Hospital 1911 Johnson Ave San Luis Obispo, CA 93401	N/A	509(a)(1)	Osteoporosis Center	68,000.
Guiding Eyes for the Blind 611 Granite Springs Rd Yorktown Heights, NY 10598	N/A	509(a)(1)	Sights on College	25,000.
International Community Foundation 2505 N. Avenue National City, CA 91950	N/A	509(a)(1)	Liga M.A.C.	12,500.
NARAL Pro-Choice CA Foundation 111 Pine Street San Francisco, CA 94111	N/A	509(a)(1)	General Operating Expenses	10,000.

The Marclad Foundation

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Statement 18 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
San Francisco Suicide Prevention P.O. Box 191350 San Francisco, CA 94119	N/A	509(a)(1)	General Operating Expenses	\$ 25,000.
UCSF Foundation 220 Montgomery St, 5th Floor San Francisco, CA 94104	N/A	509(a)(1)	Pediatric Multiple Sclerosis, Watch Clinic	55,000.
Do Something, Inc 24-32 Union Square East, 4th Floor New York, NY 10003	N/A	509(a)(1)	General Operating Expenses	35,000.
Food Bank Coalition of San Luis Obispo P.O. Box 2070 Paso Robles, CA 93447	N/A	509(a)(1)	General Operating Expenses	40,000.
Planned Parenthood of SBVSLO 518 Garden Street Santa Barbara, CA 93101	N/A	509(a)(1)	General Operating Expenses for Santa Maria & SLO Communities	25,000.
Redwood Empire Food Bank 3320 Industrial Dr Santa Rosa, CA 95403	N/A	509(a)(1)	General Operating Expenses	40,000.
San Francisco Food Bank 900 Pennsylvania Ave San Francisco, CA 94107	N/A	509(a)(1)	General Operating Expenses	60,000.
SERT P.O. Box 2028 Moorpark, CA 93020	N/A	509(a)(1)	General Operating Expenses	35,000.
SF Bar Association of VLSP 301 Battery Street, Third Floor San Francisco, CA 94111	N/A	509(a)(1)	General Operating Expenses	15,000.
Bay Area Legal Aid 1735 Telegraph Avenue Oakland, CA 94612	N/A	509(a)(1)	General Operating Expenses	40,000.
Bet Tzedek 145 S. Fairfax Ave, Ste 200 Los Angeles, CA 90036	N/A	509(a)(2)	General Operating Expenses	20,000.

The Marclad Foundation

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Statement 18 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Harriet Buhai Center for Family Law 3250 Wilshire Blvd, Ste 710 Los Angeles, CA 90010	N/A	509(a)(1)	General Operating Expenses	\$ 15,000.
Legal Aid of Santa Barbara Cnty 301 E Canon Perdido St. Santa Barbara, CA 93101	N/A	509(a)(1)	General Operating Expenses	10,000.
Legal Aid of Napa Valley 1001 2nd Street, #225 Napa, CA 94559	N/A	509(a)(1)	General Operating Expenses	10,000.
Legal Aid Fnd of Los Angeles 1102 Crenshaw Blvd Los Angeles, CA 90019	N/A	509(a)(1)	General Operating Expenses	30,000.
Legal Aid of Sonoma County 1105 N Dutton Ave, Suite B Santa Rosa, CA 94501	N/A	509(a)(2)	General Operating Expenses	20,000.
The Alliance for Children's Rights 3333 Wilshire Blvd, Ste 550 Los Angeles, CA 90010	N/A	509(a)(1)	General Operating Expenses	25,000.
Watsonville Law Center 315 Main Street, Suite 207 Watsonville, CA 95076	N/A	509(a)(1)	Economic Justice Project	10,000.
Lighthouse for the Blind 214 Van Ness Avenue San Francisco, CA 94102	N/A	509(a)(1)	General Operating Expenses	20,000.
Public Interest Clearinghouse 433 California Street, Suite 815 San Francisco, CA 94104	N/A	509(a)(1)	Legal Management Service Fellows Program	85,000.
Earth Island Institute 2301 Broadway, Suite B Oakland, CA 94612	N/A	509(a)(1)	Bay Area Wilderness Training	15,000.
Beth Israel Medical Center 10 Union Square East, Suite 5K New York, NY 10003	N/A	509(a)(1)	Parkinson's Research	35,000.

The Marclad Foundation

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Statement 18 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
YMCA of San Francisco 1426 Fillmore Street, #204 San Francisco, CA 94115	N/A	509(a) (1)	YMCA Urban Services	\$ 20,000.
The Moca Foundation 435 Pacific Avenue, Suite 200 San Francisco, CA 94133	N/A	Pvt Fdn	Pass Through Grant	400,000.
Fidelity Investment Charitable Gift Fund 200 Seaport Boulevard Ze7 Boston, MA 02210	N/A	509(a) (1)	Donor Advised Fund	575,000.
Schwab Investment Charitable Gift Fund 200 Seaport Boulevard Ze7 Boston, MA 02210	N/A	509(a) (1)	Donor Advised Fund	225,000.
Bookends 6520 Platt Avenue, Suite 331 West Hills, CA 91307	N/A	509(a) (1)	General Operating Expenses	15,000.
Bigglesworth Family Foundation 435 Pacific Avenue, Suite 200 San Francisco, CA 94133	N/A	Pvt Fdn	Pass Through Grant	125,000.
Ctr of Research&Exchange for Family Phil 435 Pacific Avenue, Suite 200 San Francisco, CA 94133	N/A	Oper Fdn	General Operating Expenses	300,000.

Total \$ 2,870,500.

Statement 20
Form 990-PF
Additional Information

During 2007, the Marclied Foundation received a significant disposition of assets from a "Parent Foundation." As a result of being a recipient of a significant disposition of assets under Treasury Regulation §1.507-3(a)(1), the successor foundation, as transferee organization, is treated as possessing those attributes and characteristics of the transferor which are described in Treasury Regulation §1.507-3(a)(2), (3), and (4). For Marclied's 2008 Form 990-PF, \$13,136,642 from the Parent Foundation is included in Marclied's calculation of the non-charitable use assets and \$669,320 from the Parent Foundation is included in Marclied's adjusted qualifying distributions. Marclied also assumed \$264,509 of the Parent Foundation's excess distribution carryover to 2008.

During 2008, the Marclied Foundation received an additional disposition of assets from the "Parent Foundation." As a result, Marclied will inherit the successor foundation's excess distribution carryover of \$2,176,537 and will include the successor's \$2,478,884 adjusted qualifying distributions and \$6,079,703 net value of non-charitable use assets in the calculation of its 2010 excise tax rate.

During 2009, the Marclied Foundation received the final disposition of assets from the "Parent Foundation." As a result, Marclied will inherit the successor foundation's excess distribution carryover of \$46,031 and will include the successor's \$20,736 adjusted qualifying distributions and \$56,179 net value of non-charitable use assets in the calculation of its 2010 excise tax rate.

The Marclad Foundation

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No.	Description	Date Acquired	Date Sold	Cost/ Basis	Bus. Pct.	Cur 179/ SDA	Prior 179/ SDA/ Depr.	Method	Life	Current Depr.
Form 199										
Furniture and Fixtures										
1	Desk	2/22/06		1,214			941	S/L MQ	5	243
2	Furniture	3/27/06		216			167	S/L MQ	5	43
6	Furniture	12/11/06		5,184			3,241	S/L MQ	5	1,037
7	Furniture	12/13/06		3,324			2,078	S/L MQ	5	665
8	Persian Bakhtari Carpet	3/01/05		7,650			5,283	S/L	7	1,093
9	Persian Tabriz Carpet	3/01/05		3,073			2,122	S/L	7	439
15	Rug & Installation	8/01/10		10,975				S/L	4	1,143
16	Workstations	8/01/10		17,517				S/L	10	730
17	Workstations	8/01/10		13,609				S/L	10	567
18	Table	10/12/10		5,962				S/L	10	161
Total Furniture and Fixtures				68,724		0	13,832			6,121
Machinery and Equipment										
3	Printer	4/11/06		1,826			1,323	S/L MQ	5	365
4	Laptop	4/24/06		2,820			2,045	S/L MQ	5	564
5	Computer	10/24/06		2,784			1,741	S/L MQ	5	557
10	Toshiba 32" TV	3/06/05		2,866			2,770	S/L	5	96
11	Computer	3/21/05		2,474			2,351	S/L	5	123
12	Telephone System	8/01/10		6,083				S/L	4	634
13	Computer	8/01/10		5,085				S/L	5	424
14	Computer	9/21/10		1,030				S/L	5	52
Total Machinery and Equipment				24,968		0	10,230			2,815
Total Depreciation				<u>93,692</u>		<u>0</u>	<u>24,062</u>			<u>8,936</u>
Grand Total Depreciation				<u>93,692</u>		<u>0</u>	<u>24,062</u>			<u>8,936</u>

Marbled Foundation

Statement 21
Form 990-PF
Part V Qualification Under Section 4940(e)
Adjusted Qualifying Distributions

Calendar Year	Virginia & Leonard Marx Foundation	The Marbled Foundation	Total to Part V
2009	20,736	2,139,947	2,160,683
2008	2,478,884	2,156,694	4,635,578
2007	669,320	2,345,381	3,014,701

Noncharitable-Use Assets

Calendar Year	Virginia & Leonard Marx Foundation	The Marbled Foundation	Total to Part V
2009	56,179	63,408,549	63,464,728
2008	6,079,703	60,836,012	66,915,715
2007	13,136,642	52,857,757	65,994,399

Statement 22
Form 990-PF
Part XIII Undistributed Income
Excess Distribution

Calendar Year	Virginia & Leonard Marx Foundation	The Marbled Foundation	Total to Part XIII
2008	262,347	-	262,347
2009	46,031	-	46,031

Statement 23
Form 990-PF
Supplemental Information

Reconciliation of Revenue per Audited Financial Statements with Revenue Reported on Form 990-PF, Return of Private Foundation	
Total revenue per audited financial statements	5,338,337
Amounts included in the revenue of the audited financial statements but not included in line 12, column (a), Form 990-PF:	
Investment advisory fees netted against investment income	251,153
Interest Income from CORE	(105)
Net unrealized gains on investment	(4,961,877)
Foreign Tax Withholding on Dividends	6,263
Provision for Federal Excise Tax	88,664
Total revenue per line 12, column (a), Form 990-PF	722,435

Reconciliation of Expenses per Audited Financial Statements with Expenses Reported on Form 990-PF, Return of Private Foundation	
Total expenses per audited financial statements	3,833,849
Amounts included in the audited financials statements but not included in line 26, column (a), Form 990-PF:	
Endowment Grant to The Moca Foundation	(750,000)
Expenses for CORE	(7,141)
Amounts included in line 26, column (a), Form 990-PF but not included in the audited financial statements.	
Pass Through Grant to CORE	300,000
Investment advisory fees netted against investment income	251,153
Foreign Withholding on Dividends	6,263
Provision for Excise Tax	88,664
Total expenses per line 26, column (a), Form 990-PF	3,722,788

Form **4562**

**Depreciation and Amortization
(Including Information on Listed Property)**

OMB No 1545 0172

2010

Attachment
Sequence No **67**

Department of the Treasury
Internal Revenue Service (99)

▶ See separate instructions. ▶ Attach to your tax return.

Name(s) shown on return
The Marbled Foundation

Identifying number
20-0595609

Business or activity to which this form relates

Form **990/990-PF**

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0- If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2009 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2011 Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	5,462.

Part III MACRS Depreciation (Do not include listed property.) (See instructions)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2010	17	3,474.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

Section B — Assets Placed in Service During 2010 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only — see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs	MM	S/L	
			27.5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C — Assets Placed in Service During 2010 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property Enter amount from line 28	21	
22	Total Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations — see instructions	22	8,936.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

BAA For Paperwork Reduction Act Notice, see separate instructions.

FDIZ0812L 10/29/10

Form **4562** (2010)

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization	Employer identification number
	The Marclad Foundation	20-0595609
File by the due date for filing your return. See instructions	Number, street, and room or suite number. If a P O box, see instructions	COPY
	435 Pacific Avenue, Suite 200	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	San Francisco, CA 94133	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
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 (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► Claire Solot -----

Telephone No ► (415) 346-5757 ----- 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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 11, to file the exempt organization return for the organization named above. The extension is for the organization's return for.

- calendar year 20 10 or
- tax year beginning _____, 20 _____, and ending _____, 20 _____.

2 If the tax year entered in line 1 is for less than 12 months, check reason Initial return Final return Change in accounting period

3a 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	3a	\$	38,551.
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	3b	\$	38,551.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

BAA For Paperwork Reduction Act Notice, see Instructions.

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

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Type or print	Name of exempt organization	Employer identification number
	The Marclad Foundation	20-0595609
File by the extended due date for filing the return See instructions	Number, street, and room or suite number If a P O box, see instructions	
	435 Pacific Avenue, Suite 200	
	City, town or post office state and ZIP code For a foreign address, see instructions	
	San Francisco, CA 94133	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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 (section 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 care of Claire Solot
Telephone No (415) 346-5757 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

- I request an additional 3-month extension of time until 11/15, 2011
- For calendar year 2010, or other tax year beginning _____, 20____, and ending _____, 20____
- If the tax year entered in line 5 is for less than 12 months, check reason Initial return Final return Change in accounting period
- State in detail why you need the extension The Organization requires additional time to gather the information necessary to file a complete and accurate return.

8a 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	8a	\$	0.
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	8b	\$	27,551.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	\$	0.

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 Carril Duggan Title CPA Date 8/11/11

BAA FIFZ0502L 11/15/10 Form 8868 (Rev 1-2011)

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