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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , and ending

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

Name of foundation Sally and Dick Roberts Coyote Foundation		A Employer identification number 20-5970941
Number and street (or P O box number if mail is not delivered to street address) 7222 Cirrus Way	Room/suite	B Telephone number (see page 10 of the instructions) (213) 507-5389
City or town, state, and ZIP code West Hills CA 91307		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) \$ 6,423,658	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	20	20		
	4 Dividends and interest from securities	143,503	143,503		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	89,721			
	b Gross sales price for all assets on line 6a	3,376,524			
	7 Capital gain net income (from Part IV, line 2)		89,721		
	8 Net short-term capital gain				
Operating and Administrative Expenses	9 Income modifications				
	10 a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	233,244	233,244		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	68,269	37,041	31,228	
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	5,503	5,103		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	4,726		4,726	
22 Printing and publications					
23 Other expenses (attach schedule)	30,259	720	29,539		
24 Total operating and administrative expenses. Add lines 13 through 23	108,757	42,864	65,493		
25 Contributions, gifts, grants paid	295,512		295,512		
26 Total expenses and disbursements. Add lines 24 and 25	404,269	42,864	361,005		
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-171,025				
b Net investment income (if negative, enter -0-)		190,380			
c Adjusted net income (if negative, enter -0-)					

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

(HTA)

Form **990-PF** (2010)

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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	83,907	133,961	133,961
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)	1,023,026	923,358	954,565
	b Investments—corporate stock (attach schedule)	3,859,829	4,003,048	4,645,140
	c Investments—corporate bonds (attach schedule)			
Liabilities	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	843,589	578,959	689,992
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	5,810,351	5,639,326	6,423,658
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	5,810,351	5,639,326	
Net Assets or Fund Balances	30 Total net assets or fund balances (see page 17 of the instructions)	5,810,351	5,639,326	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	5,810,351	5,639,326	

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	5,810,351
2 Enter amount from Part I, line 27a	2	-171,025
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	5,639,326
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,639,326

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Publicly-traded Securities				
b GS HEDGE FUND OPP, LTD CLASS A, SERIES 13		P	1/1/2007	7/1/2010
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 3,076,524		3,022,173	54,351	
b 300,000		264,630	35,370	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a			54,351	
b			35,370	
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	89,721
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8 }			3	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	363,383	5,574,340	0.065189
2008	418,242	6,277,726	0.066623
2007	304,318	7,977,911	0.038145
2006	0	308,393	0.000000
2005			0.000000
2 Total of line 1, column (d)			2 0.169957
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 0.042489
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 5,969,656
5 Multiply line 4 by line 3			5 253,645
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,904
7 Add lines 5 and 6			7 255,549
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18			8 361,005

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ 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 ☒ and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments

a 2010 estimated tax payments and 2009 overpayment credited to 2010

b Exempt foreign organizations—tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be Credited to 2011 estimated tax 232 Refunded

1	1,904
2	0
3	1,904
4	
5	1,904
6a	2,136
6b	
6c	0
6d	
7	2,136
8	0
9	0
10	232
11	0

Part VII-A Statements Regarding Activities

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?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
(1) On the foundation \$ (2) On foundation managers \$

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities

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

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T

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?

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

8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) CA

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

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 on page 27)?

If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b	N/A	
5		X
6	X	
7	X	
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address None				
14	The books are in care of Foundation Source	Telephone no	(800) 839-1754	
Located at 501 Silverside Road, Suite 123 Wilmington DE		ZIP+4	19809-1377	
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		
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?	16	Yes	No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country				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?	<input type="checkbox"/> Yes	<input checked="" 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 page 22 of 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 22 of 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 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 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		N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		X
4b			X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?

Organizations relying on a current notice regarding disaster assistance check here

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

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**6b** X**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes," to 6b, file Form 8870☐ Yes ☒ No**7b** N/A**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

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

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

**Part IX-A Summary of Direct Charitable Activities**

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

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
	0
Total. Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	5,085,012
b	Average of monthly cash balances	1b	135,971
c	Fair market value of all other assets (see page 25 of the instructions)	1c	839,581
d	Total (add lines 1a, b, and c)	1d	6,060,564
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	6,060,564
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	90,908
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,969,656
6	Minimum investment return. Enter 5% of line 5	6	298,483

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

1	Minimum investment return from Part X, line 6	1	298,483
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,904
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	1,904
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	296,579
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	296,579
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	296,579

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	361,005
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
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	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	361,005
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	1,904
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	359,101

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

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

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				296,579
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	0			
b From 2006	0			
c From 2007	0			
d From 2008	1,764			
e From 2009	87,128			
f Total of lines 3a through e	88,892			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 361,005				
a Applied to 2009, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2010 distributable amount				296,579
e Remaining amount distributed out of corpus	64,426			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	153,318			
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				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the 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 page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	153,318			
10 Analysis of line 9				
a Excess from 2006	0			
b Excess from 2007	0			
c Excess from 2008	1,764			
d Excess from 2009	87,128			
e Excess from 2010	64,426			

Part XIV Private Operating Foundations (see page 27 of the 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	
0				0
0	0	0	0	0
0				0
				0
0	0	0	0	0

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

Richard F Roberts

Sally Roberts

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

NONE

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

- c** Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Grants and Contributions Paid During the Year or Approved for Future Payment		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
Recipient	Name and address (home or business)				
a	<i>Paid during the year</i>				
	BEACON SLOOP CLUB INC PO BOX 527 BEACON NY 12508	N/A	509(a)(1)	General & Unrestricted	5,000
	CENTER FOR CREATIVE EDUCATION 20 THOMAS ST KINGSTON NY 12401	N/A	509(a)(2)	General & Unrestricted	30,000
	CENTER FOR CREATIVE EDUCATION 20 THOMAS ST KINGSTON NY 12401	N/A	509(a)(2)	International Youth Festival Documentary	5,000
	CENTER FOR CREATIVE EDUCATION 20 THOMAS ST KINGSTON NY 12401	N/A	509(a)(2)	3 Day Institute on Project Based Learning	3,466
	CHILDREN INTERNATIONAL 2000 E RED BRIDGE RD KANSAS CITY MO 64131	N/A	509(a)(1)	Establishment of Center, Monitoring, Evaluation and Curriculum	19,740
	DIOCESE OF S C PROTESTANT EPISCOPAL PO BOX 20127 CHARLESTON SC 29413	N/A	509(a)(1)	Canterbury House Program	8,728
	INSTITUTE FOR POLICY STUDIES 733 15TH ST NW APT 1020 WASHINGTON DC 20005	N/A	509(a)(1)	General & Unrestricted	20,000
	LOS ANGELES COUNTY EDUCATION FDN 9300 IMPERIAL HWY RM 106 DOWNEY CA 90242	N/A	509(a)(1)	Blue Sky Meadow Program	5,000
	LOS ANGELES COUNTY EDUCATION FDN 9300 IMPERIAL HWY RM 106 DOWNEY CA 90242	N/A	509(a)(1)	Blue Sky Meadow Summer Science Camp 2010 Program	5,000
	LOS ANGELES PHILHARMONIC ASSOCIATION 151 S GRAND AVE LOS ANGELES CA 90012	N/A	509(a)(2)	Youth Orchestra L A Program	25,000
	LOS ANGELES UNIFIED SCHOOL DISTRICT 333 S BEAUDRY LOS ANGELES CA 90017	N/A	509(a)(1)	Beyond the Bell -- All District H S Honor Band Program	15,000
Total See Attached Statement				► 3a	295,512
b	<i>Approved for future payment</i>				
Total				► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	20	
4	Dividends and interest from securities			14	143,503	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	89,721	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e)		0		233,244	0
13	Total. Add line 12, columns (b), (d), and (e)				13	233,244

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

[illegible]

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

TOTAL:				68,269	37,041	0	31,228
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose		
1	Investment Management Services	37,041	37,041		0		
2	Administrative Services	30,000	0		30,000		
3	After-School Program Consult Services	1,228			1,228		
4							
5							
6							
7							
8							
9							
10							

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

TOTAL:		5,503	5,103	0	0
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	Estimated tax for 2010	400	0		0
2	Foreign Tax Paid	5,103	5,103		0
3					
4					
5					
6					
7					
8					
9					
10					

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

TOTAL:		30,259	720	0	29,539
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	Administrative Fees	29,435	0	0	29,435
2	Bank Charges	720	720		0
3	Equipment Purchase and Maintenance	104	0		104
4					
5					
6					
7					
8					
9					
10					

Form 990-PF, Part II, Line 10a - Investments: US & State Government Obligations

TOTAL:				875,000	923,358	954,565
	Description/Symbol/CUSIP Number	Shares	Book Value	Fair Market Value	(c)	
1	FHLB - 3 875% - 06/14/2013 (31339X2M5)	100,000	100,848	107,135		
2	FHLB - 4 875% - 11/18/2011 (3133XHPH9)	100,000	100,870	103,887		
3	FHLB - 5 250% - 06/18/2014 (3133X7FK5)	200,000	216,014	226,242		
4	FHLMC - 3.000% - 07/28/2014 (3137EACD9)	175,000	176,130	184,219		
5	FHLMC - 4 750% - 11/17/2015 (3134A4VG6)	100,000	110,940	111,576		
6	FNMA - 5 250% - 09/15/2016 (31359MW41)	100,000	113,331	114,350		
7	FNMA - 5 750% - 05/15/2012 (3133MNVV0)	100,000	105,225	107,156		
8						
9						
10						

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

		TOTAL:		4,003,048		4,645,140	
	Description/Symbol/CUSIP Number	Shares	Book Value	(b)	Fair Market Value	(c)	
1	ADIDAS-SALOMON AG (ADYY PK)	246	6,937		8,044		
2	ADOBE SYSTEMS, INC (ADBE)	699	19,707		21,515		
3	AETNA INC NEW (AET)	638	19,787		19,465		
4	AFLAC INC (AFL)	368	15,090		20,766		
5	AIR PRODS & CHEM INC. (APD)	278	19,469		25,284		
6	ALCON INC (ACL)	122	18,413		19,935		
7	AMAZON COM (AMZN)	131	14,114		23,580		
8	AMERICA MOVIL SA (AMX)	390	19,737		22,363		
9	AMERICAN ELECTRIC POWER INC. (AEP)	564	18,797		20,293		
10	APPLE INC. (AAPL)	158	19,356		50,964		
11	ARCHER DANIELS MDLND (ADM)	535	14,302		16,093		
12	ARM HLDGS PLC SPD ADR (ARMHY PK)	325	1,385		6,744		
13	ASSA ABLOY UNSP/ADR (ASAZY PK)	593	8,164		8,421		
14	BANCO BRADESCO S.A. SPONS ADR NEW (BBD)	452	7,591		9,171		
15	BANCO ITAU HOLDING FINANCIERA (ITUB)	319	4,930		7,659		
16	BANK NEW YORK MELLON CORP COM (BK)	1,293	36,270		39,049		
17	BANK OF AMERICA CORP (BAC)	2,601	29,282		34,697		
18	BAXTER INTERNATIONAL INC (BAX)	532	27,845		26,930		
19	BAYER A G SPONSORED ADR (BAYRY PK)	76	4,948		5,575		
20	BAYERISCHE MOTOREN WERKE (BAMXY PK)	313	5,011		8,166		
21	BG GROUP PLC ADS (BRGY PK)	189	15,830		19,278		
22	BHP BILLITON LIMITED (BHP)	209	16,958		19,420		
23	BIOGEN IDEC INC (BIIB)	367	17,414		24,607		
24	BNP PARIBAS SPONS ADR (BNPQY.PK)	609	21,349		19,458		
25	BOEING CO (BA)	632	40,369		41,244		
26	BORG WARNER INC (BWA)	420	19,447		30,391		
27	BRITISH AMERICAN TOBACCO PLC (BTI)	91	6,305		7,071		
28	BRITISH SKY BROADCASTING ADR (BSYBY PK)	194	5,876		9,011		
29	BUNZL PLC SPONSORED ADR NEW (BZLFY PK)	139	8,247		7,942		
30	CANADIAN NATL RAILWAY CO (CNI)	270	14,649		17,947		
31	CANADIAN NATURAL RESOURCES LTD (CNQ)	210	6,132		9,328		
32	CANON INC. (CAJ)	363	14,281		18,636		
33	CARNIVAL CORP (CCL)	410	14,635		18,905		
34	CBS CORP CL B (CBS)	1,221	20,566		23,260		
35	CENOVUS ENERGY INC (CVE)	95	2,822		3,158		
36	CENTRICA PLC S/ADR (CPYYY.PK)	436	7,786		8,999		
37	CHEUNG KONG HLDGS LTD ADR (CHEUY PK)	582	7,869		8,963		
38	CHINA MERCH HDG ADR (CMHHY PK)	252	8,551		9,987		
39	CISCO SYSTEMS INC (CSCO)	1,374	31,339		27,796		
40	CNOOC LTD ADS (CEO)	125	20,105		29,796		
41	COCA-COLA AMATIL LTD ADR (CCLAY PK)	274	5,954		6,121		

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

		TOTAL:				
	Description/Symbol/CUSIP Number	Shares	Book Value	(b)	Fair Market Value	(c)
42	COCA-COLA HELLEN ADS (CCH)	397	10,724		10,282	4,645,140
43	COMCAST CORP CL A (CMCSA)	1,896	36,910		41,655	
44	COMPASS GROUP PLC ADR (CMPGY PK)	1,266	10,478		11,799	
45	CONSOL ENERGY INC. (CNX)	456	19,467		22,225	
46	COVIDIEN LTD (COV)	441	16,329		20,136	
47	CSL LTD UNSP ADR (CMXHY PK)	530	8,936		10,017	
48	CSX CORP (CSX)	361	18,986		23,324	
49	CVS CAREMARK CORP (CVS)	676	23,384		23,505	
50	DASSAULT SYS SA SPN ADR (DASTY.PK)	91	4,453		6,963	
51	DELL INC (DELL)	793	10,898		10,745	
52	DENSO CORP ADR (DNZOY PK)	280	4,057		4,802	
53	DISH NETWORK CORP (DISH)	982	16,021		19,306	
54	DOW CHEMICAL PV (DOW)	860	23,716		29,360	
55	EMBRAER EMPRESA BR (ERJ)	326	8,202		9,584	
56	EMC CORP-MASS (EMC)	2,357	45,559		53,975	
57	EMERSON ELECTRIC CO (EMR)	569	22,133		32,530	
58	ENCANA CORP (ECA)	95	3,035		2,766	
59	ENTERGY CORP (ETR)	247	22,197		17,495	
60	ERICSSON L M TEL CO (ERIC)	309	3,376		3,563	
61	FANUC LIMITED UNSPONSORED (FANUY PK)	867	14,107		22,230	
62	FEDEX CORPORATION COMMON STOCK (FDX)	310	25,166		28,833	
63	FLSMIDTH & CO A/S S/ADR (FLIDY PK)	765	4,242		7,344	
64	FOMENTO ECONOMICO MEXICANO (FMX)	69	3,256		3,858	
65	FORD MOTOR COMPANY (F)	1,215	16,897		20,400	
66	FRANKLIN RES INC (BEN)	184	11,776		20,463	
67	FREEPORT-MCMORAN COPPER & GOLD INC. (FCX)	89	7,471		10,688	
68	FRESENIUS MED CAR AG (FMS)	309	13,655		17,826	
69	GENERAL ELECTRIC CO (GE)	3,892	65,329		71,185	
70	GENERAL MILLS (GIS)	678	23,973		24,130	
71	GENERAL MOTORS (GM)	302	10,621		11,132	
72	GILEAD SCIENCES INC (GILD)	490	16,927		17,758	
73	GOLD CORP INC NEW (GG)	410	17,871		18,952	
74	GOLDMAN SACHS HIGH YIELD FUND INSTITUTIONAL SHARES (GSHIX)	34,153	212,300		249,320	
75	GOODRICH CORPORATION (GR)	303	15,744		26,685	
76	GOOGLE INC CL A (GOOG)	93	44,004		55,239	
77	GRUPE DANONE ADS (DANOY PK)	519	7,081		6,565	
78	GRUPO TELEvisa (ADR) (TV)	344	8,661		8,920	
79	GS CORE FIXED INC A (GCFIX)	70,247	667,215		688,416	
80	GS LOCAL EMERGING MARKETS DEBT FUND CLA (GAMDX)	1,691	16,000		16,101	
81	HALLIBURTON COMPANY (HAL)	555	14,173		22,661	
82	HANG LUNG PROPERTIES-SP ADR (HLPPY.PK)	332	4,160		7,852	

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

TOTAL:				4,003,048	4,645,140
	Description/Symbol/CUSIP Number	Shares	Book Value	Fair Market Value	
83	HARTFORD FINANCIAL SERVICES GROUP (HIG)	932	21,791	24,689	
84	HENNES & MAURITZ AB (HNNMY PK)	2,024	9,162	13,581	
85	HEWLETT PACKARD CO (HPQ)	486	19,397	20,461	
86	HONEYWELL INTERNATIONAL INC (HON)	1,141	43,015	60,656	
87	HONG KONG EX&CL UNSP/ADR (HKXCY PK)	466	3,878	10,648	
88	HUTCHISON WHAMPOA LTD ADR (HUWHY PK)	183	6,689	9,408	
89	ILLUMINA INC COM (ILMN)	259	5,471	16,405	
90	IMPERIAL TOBACCO GRO (ITYBY PK)	197	12,163	12,165	
91	INDUSTRIAL & COM UNSP/ADR (IDCBY PK)	1,127	16,409	17,638	
92	INFOSYS TECH LTD SPD ADR (INFY)	223	10,847	16,966	
93	INTEL CORP (INTC)	769	16,105	16,172	
94	INTERNATIONAL BUSINESS MACHINES (IBM)	111	15,347	16,290	
95	INTERNATIONAL POWER (IPRPY PK)	215	11,128	14,846	
96	ISHARES MSCI EMERGING MARKETS INDEX FD (EEM)	1,637	62,103	77,987	
97	ISHARES MSCI-JAPAN (EWJ)	5,545	59,941	60,496	
98	ISHARES RUSSELL 2000 (IWM)	1,910	149,943	149,438	
99	ISHARES S&P GLOBAL ENERGY SECTOR (IXC)	1,695	62,492	66,207	
100	JOHNSON CONTROLS INC (JCI)	547	12,536	20,895	
101	JP MORGAN CHASE & CO (JPM)	1,190	51,563	50,480	
102	JULIUS BAER GROUP LTD (JBAXY.PK)	967	5,642	9,109	
103	KBW BANK ETF (KBE)	2,367	60,003	61,329	
104	KEPPEL CORP LTD ADR (KPELY PK)	541	7,228	9,549	
105	KINGFISHER PLC (KGFHY PK)	2,475	16,096	20,196	
106	KOMATSU LTD (KMTUY PK)	805	12,956	24,528	
107	KONINKLIJKE AHOLD (AHONY PK)	435	6,064	5,738	
108	LAFARGE ADS (LFRGY PK)	605	10,232	9,535	
109	LAS VEGAS SANDS CORP (LVS)	529	15,184	24,308	
110	LOGITECH INTERNATIONAL (LOGI)	564	8,219	10,462	
111	LULULEMON ATHLETICA INC (LULU)	63	2,642	4,310	
112	LVMH MOET HENUNSP (LVMUY PK)	496	5,487	16,442	
113	MAN GROUP PLC UNSPON ADR (MNGPY PK)	1,828	6,606	8,573	
114	MANULIFE FIN CORP (MFC)	1,234	16,876	21,200	
115	MARVELL TECH GROUP (MRVL)	1,088	19,415	20,182	
116	MERCK & CO INC. (MRK)	1,092	40,500	39,356	
117	MITSUBISHI TOKYO FIN (MTU)	1,555	9,727	8,413	
118	NATL OILWELL VARCO (NOV)	403	10,450	27,102	
119	NESTLE S A (NSRGY PK)	458	17,418	26,940	
120	NEW ORIENTAL ED & TECHNOLOGY GROUP INCSPONSORED AD (EDU)	75	5,623	7,892	
121	NEWFIELD EXPLORATION CO (NFX)	416	19,761	29,998	
122	NIDEC CORPORATION ADR (NJ)	502	12,837	12,645	
123	NIKE INC-CL B (NKE)	314	23,510	26,822	

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

		TOTAL:		4,003,048		4,645,140	
	Description/Symbol/CUSIP Number	Shares	Book Value	Fair Market Value			
124	NOVARTIS AG ADR (NVS)	440	21,691	25,938			
125	NOVO NORDISK A S (NVO)	235	11,182	26,454			
126	OAD GAZPROM SPONS GDR (OGZPY PK)	534	16,513	13,585			
127	OCCIDENTAL PETE CORP (OXY)	566	37,977	55,526			
128	ORACLE CORP (ORCL)	1,004	19,985	31,425			
129	PEABODY ENERGY CORP (BTU)	381	15,507	24,376			
130	PEPSICO INC (PEP)	360	22,587	23,519			
131	PETROLEO BRASILEIRO (PBR)	146	6,386	5,525			
132	PG & E CORP (PCG)	532	24,279	25,451			
133	PHILIPPINE LONG DISTANCE ADR (PHI)	145	8,148	8,449			
134	POTASH CORPORATION OF SASKATCHEWAN INC (POT)	53	4,475	8,206			
135	PRICELINE COM INCORPORATED (PCLN)	27	11,106	10,788			
136	PRUDENTIAL FINCL INC (PRU)	555	28,937	32,584			
137	PUBLICIS GROUPE S A (PUBGY PK)	533	11,853	13,954			
138	QUALCOMM INC (QCOM)	466	18,502	23,062			
139	RANGE RESOURCES CORP DEL (RRR)	539	25,649	24,244			
140	RECKITT BENCKISER GRP PLC ADR (RBGPY PK)	1,302	11,588	14,608			
141	REED ELSEVIER PLC (RUK)	221	7,210	7,417			
142	ROCHE HOLDING LTD ADR (RHHBY PK)	366	15,239	13,414			
143	ROYAL DUTCH SHELL PLC SPONS ADR B (RDS-B)	106	6,217	7,067			
144	ROYAL KPN N.V. (KKPNY PK)	402	5,670	5,897			
145	SABMILLER PLC S/ADR (SBMRY PK)	244	4,322	8,701			
146	SAP AKTIENGESSELL ADS (SAP)	497	20,840	25,153			
147	SCHLUMBERGER LTD (SLB)	378	24,391	31,563			
148	SHARP CORP ADR (SHCAY PK)	480	7,044	4,877			
149	SHIRE PHARMACEUTICALS, INC (SHIPGY PK)	157	10,393	11,364			
150	SLM CORP (SLM)	1,755	25,693	22,095			
151	SMITH & NEPHEW PLC ADR (SNN)	224	10,903	11,771			
152	SOUTHERN COPPER CORP (SCCO)	136	3,431	6,629			
153	SPRINT NATEL CP (S)	6,410	35,694	27,114			
154	SUNCOR ENERGY INC (SU)	601	16,117	23,012			
155	SUNTRUST BKS INC (STI)	580	16,087	17,116			
156	SYNGENTA AG ADS (SYT)	112	5,637	6,583			
157	TAIWAN SEMICONDUCTOR MFG CO LTD (TSM)	865	9,221	10,847			
158	TALISMAN ENERGY INC (TLM)	188	3,252	4,172			
159	TARGET CORPORATION (TGT)	450	16,657	27,059			
160	TELEFONICA S A ADR (TEF)	180	11,936	12,316			
161	TENCENT HOLDINGS LIMITED (TCEHY PK)	292	5,904	6,404			
162	TESCO PLC ADR (TSCDY PK)	1,251	25,859	25,245			
163	TEVA PHARMECEUTICAL SP ADR (TEVA)	1,027	52,221	53,538			
164	TNT N.V. ADS (TNTTY PK)	226	6,954	5,957			

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

		TOTAL:			
	Description/Symbol/CUSIP Number	Shares	Book Value	Fair Market Value	(c)
165	TOTAL FINA ELF S A (TOT)	97	5,953	5,188	4,645,140
166	TOYOTA MTR CORP (TMI)	234	18,865	18,399	
167	TRANSCANADA CORP (TRP)	224	8,386	8,521	
168	TRAVELERS COMPANIES INC (THE) (TRV)	269	11,829	14,986	
169	TREND MICRO INCORPORATED - AMERICAN DEPOSITARY SHA (TMICY PK)	120	4,328	3,980	
170	TURKIYE GARANTI BANK (TKGBY PK)	2,110	9,435	10,867	
171	UNILEVER N V N Y (UN)	186	4,495	5,840	
172	UNITED TECHNOLOGIES CORP (UTX)	349	24,447	27,473	
173	US BANCORP DEL NEW (USB)	1,234	28,818	33,281	
174	VESTAS WIND SYS UNSP/ADR (VWDRY.PK)	517	12,026	5,444	
175	VIACOM INC CL B (VIA-B)	578	14,533	22,895	
176	VIMPELCOM LTD (VIP)	283	4,969	4,256	
177	VODAFONE GROUP PLC (VOD)	390	9,005	10,312	
178	VOLKSWAGEN AG (VLKPY PK)	235	5,093	7,746	
179	VOLVO AB ADR B (VOLVY PK)	185	3,005	3,258	
180	WAL-MART DE MEX V SP/ADR (WMMVY.PK)	400	4,394	11,432	
181	WALT DISNEY HOLDINGS CO (DIS)	711	21,362	26,670	
182	WARNER CHILCOTT PLC IRELAND SHS-A (WCRX)	926	24,089	20,891	
183	WEATHERFORD INTL NEW (WFT)	1,984	37,034	45,235	
184	WELLPOINT INC (WLP)	373	14,846	21,209	
185	WELLS FARGO & CO. (WFC)	613	15,868	18,997	
186	WPP GROUP PLC (WPPGY PK)	140	7,446	8,676	

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

TOTAL:			578,959	689,992
	Asset Description	(b) Book Value	(c) Fair Market Value	
1	GS HEDGE FUND OPP, LTD CLASS A, SERIES 13 (GSHFA13)	578,959	689,992	
2				
3				
4				
5				
6				
7				
8				
9				
10				

Form 990-PF, Part VIII, Line 1 - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Street	City	State	Zip Code	Title	Avg Hrs	Comp.	Benefits	Expense Account
1	Sally Roberts	7222 Cirrus Way	West Hills	CA	91307	Co-Chairman / Director	1	0	0	0
2	Terry Lloyd	7222 Cirrus Way	West Hills	CA	91307	Director / Secretary / Treasurer	1	0	0	0
3	Jon-Paul Cowen	7222 Cirrus Way	West Hills	CA	91307	Director / Vice-Chairman	1	0	0	0
4	Richard F Roberts	7222 Cirrus Way	West Hills	CA	91307	President / Chairman / Director	1	0	0	0
5										
6										
7										
8										
9										
10										

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

NEW VISION PARTNERS INC

Street

2750 NEW YORK DR

City

PASADENA

State

CA

Zip Code

91107

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Women Initiative Network in Malawi

Amount

13,356

Name

NEW VISION PARTNERS INC

Street

2750 NEW YORK DR

City

PASADENA

State

CA

Zip Code

91107

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Institute for Healing of Memories

Amount

40,000

Name

REGENTS UNIVERSITY OF CALIFORNIA LOS ANGELES

Street

10920 WILSHIRE BLVD STE 620

City

LOS ANGELES

State

CA

Zip Code

90024

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

High Tech High School

Amount

20,000

Name

THE AFTER-SCHOOL CORPORATION

Street

1440 BROADWAY FL 16

City

NEW YORK

State

NY

Zip Code

10018

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Chicago Meeting

Amount

16,075

Name

THE U C DAVIS FOUNDATION

Street

550 ALUMNI LN UC DAVIS CONF CTR 2ND

City

DAVIS

State

CA

Zip Code

95616

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

High Tech High School

Amount

20,000

Name

VERDUGO YOUNG MUSICIANS A CALIFORNIA NON-PROFIT CORP

Street

PO BOX 8343

City

LA CRESCENTA

State

CA

Zip Code

91224

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

VYMA Music Project at Longfellow Elementary School

Amount

20,000

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

VISTA DEL MAR CHILD AND FAMILY SERVICES

Street

3200 MOTOR AVE

City

LOS ANGELES

State

CA

Zip Code

90034

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Home Safe for My Friends Place

Amount

24,147

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

0

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

0

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

0

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

0

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

0