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: BLOOMFIELD FAMILY FOUNDATION

A Employer identification number: 20-6156014

Number and street (or P O box number if mail is not delivered to street address): 1262 CORSICA DRIVE — Room/suite:

B Telephone number: (310) 454-5571

City or town, state, and ZIP code: PACIFIC PALISADES, CA 90272

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 ▶☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 13,379,795.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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

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))

Section	Line	(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	750,000.		N/A	
	2 Check ▶☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	68,750.	68,750.		STATEMENT 1
	4 Dividends and interest from securities	149,107.	149,107.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	238,620.			
	b Gross sales price for all assets on line 6a 2,816,040.				
	7 Capital gain net income (from Part IV, line 2)		238,620.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	1,206,477.	456,477.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	4,300.	0.		4,300.
	c Other professional fees STMT 4	48,344.	48,344.		0.
	17 Interest				
	18 Taxes STMT 5	4,500.	3,015.		85.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	57,144.	51,359.		4,385.
	25 Contributions, gifts, grants paid	1,065,000.			1,065,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,122,144.	51,359.		1,069,385.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	84,333.			
	b **Net investment income** (if negative, enter -0-)		405,118.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	2,300,416.	1,243,047.	1,243,047.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	8,662,831.	9,946,878.	11,055,023.
	c Investments - corporate bonds STMT 8	1,066,063.	1,065,591.	1,081,725.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	12,029,310.	12,255,516.	13,379,795.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	12,029,310.	12,255,516.	
	30 **Total net assets or fund balances**	12,029,310.	12,255,516.	
	31 **Total liabilities and net assets/fund balances**	12,029,310.	12,255,516.	

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	12,029,310.
2	Enter amount from Part I, line 27a	2	84,333.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	141,873.
4	Add lines 1, 2, and 3	4	12,255,516.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,255,516.

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	MERRILL LYNCH - #37544	P	VARIOUS	VARIOUS
b	MERRILL LYNCH - #37544	P	VARIOUS	VARIOUS
c	MERRILL LYNCH #37672	P	VARIOUS	VARIOUS
d	MERRILL LYNCH #37672	P	VARIOUS	VARIOUS
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	145,312.		146,857.	<1,545.>
b	2,416,778.		2,179,914.	236,864.
c	13,783.		10,375.	3,408.
d	240,167.		240,274.	<107.>
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				<1,545.>
b				236,864.
c				3,408.
d				<107.>
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** 238,620.

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

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	602,036.	9,978,596.	.060333
2008	483,612.	12,026,803.	.040211
2007	343,042.	9,832,179.	.034890
2006	346,608.	7,033,404.	.049280
2005	223,896.	7,190,879.	.031136

2	Total of line 1, column (d)	2	.215850
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	.043170
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	11,829,240.
5	Multiply line 4 by line 3	5	510,668.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,051.
7	Add lines 5 and 6	7	514,719.
8	Enter qualifying distributions from Part XII, line 4	8	1,069,385.

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 instructions)

1a 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 ▶ [X] and enter 1% of Part I, line 27b			1	4,051.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	4,051.
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	4,051.
6 Credits/Payments:				
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	2,113.		
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	2,113.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	1,938.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
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?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ MARGARET BLOOMFIELD Telephone no. ▶ (310) 454-5571
Located at ▶ 1262 CORSICA DRIVE, PACIFIC PALISADES, CA ZIP+4 ▶ 90272

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

			Yes	No
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		X
	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 ▶			

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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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)? ☐ Yes ☒ 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.) ☐ Yes ☒ 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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ 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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)? ☐ Yes ☒ No

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

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

Organizations relying on a current notice regarding disaster assistance check here ▶☐

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870.

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARGARET BLOOMFIELD 1262 CORSICA DRIVE PACIFIC PALISADES, CA 90272	PRESIDENT/DIRECTOR 1.00	0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

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

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

Part IX-B **Summary of Program-Related Investments**

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	10,696,436.
b	Average of monthly cash balances	1b	1,295,613.
c	Fair market value of all other assets	1c	17,332.
d	**Total** (add lines 1a, b, and c)	1d	12,009,381.
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	12,009,381.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	180,141.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,829,240.
6	**Minimum investment return.** Enter 5% of line 5	6	591,462.

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	591,462.
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a: 4,051.		
b	Income tax for 2010. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	4,051.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	587,411.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	587,411.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	587,411.

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	1,069,385.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,069,385.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	4,051.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,065,334.

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				587,411.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			487,003.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 1,069,385.				
a Applied to 2009, but not more than line 2a			487,003.	
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				582,382.
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).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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 instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				5,029.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
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)

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

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

1 **Information Regarding Foundation Managers:**

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

MARGARET BLOOMFIELD

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 ▶ [X] 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
a Paid during the year				
SEE STATEMENT 9				
Total			▶ 3a	1,065,000.
b Approved for future payment				
WESTSIDE FAMILY YMCA 11311 LA GRANGE AVENUE LOS ANGELES, CA 90025	NONE	PUBLIC CHARITY	CHARITABLE	750,000.
Total			▶ 3b	750,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
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	68,750.	
4 Dividends and interest from securities			14	149,107.	
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	238,620.	
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.		456,477.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 456,477.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Margaret M Bloomfield — Signature of officer or trustee; 5/16/11 — Date; President — Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Nazanin Benyamini		5/13/11		
Firm's name ▶ DELOITTE TAX LLP			Firm's EIN ▶	
Firm's address ▶ 350 SOUTH GRAND AVENUE, #200 LOS ANGELES, CA 90071-3462			Phone no. (213) 688-0800	

Schedule B (Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2010

Name of the organization	Employer identification number
BLOOMFIELD FAMILY FOUNDATION	20-6156014

Organization type (check one):

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization	Employer identification number
BLOOMFIELD FAMILY FOUNDATION	20-6156014

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	MARGARET M. BLOOMFIELD 1262 CORSICA DRIVE PACIFIC PALISADES, CA 90272	$ 500,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	JOANNE B. HUNTER 801 PACIFIC AVENUE MANHATTAN BEACH, CA 90266	$ 250,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization: BLOOMFIELD FAMILY FOUNDATION

Employer identification number: 20-6156014

Part II Noncash Property (see instructions)

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

Name of organization	Employer identification number
BLOOMFIELD FAMILY FOUNDATION	20-6156014

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

SOURCE	AMOUNT
MERRILL LYNCH - #37544	68,750.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	68,750.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MERRILL LYNCH - #37544	127,027.	0.	127,027.
MERRILL LYNCH - #37672	22,080.	0.	22,080.
TOTAL TO FM 990-PF, PART I, LN 4	149,107.	0.	149,107.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,300.	0.		4,300.
TO FORM 990-PF, PG 1, LN 16B	4,300.	0.		4,300.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	40,279.	40,279.		0.
ACCOUNT FEES	7,765.	7,765.		0.
CUSTODIAN FEES	300.	300.		0.
TO FORM 990-PF, PG 1, LN 16C	48,344.	48,344.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FRANCHISE TAX BOARD	10.	0.		10.
FOREIGN TAXES	3,015.	3,015.		0.
ESTIMATED TAX PAID	1,400.	0.		0.
REGISTRY OF CHARITABLE TRUSTS	75.	0.		75.
TO FORM 990-PF, PG 1, LN 18	4,500.	3,015.		85.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 6

DESCRIPTION	AMOUNT
PRIOR PERIOD ADJUSTMENT FOR BOND COST BASIS	6,873.
ADJUSTMENT FOR TIMING DIFFERENCE RELATED TO GRANTS PAID	135,000.
TOTAL TO FORM 990-PF, PART III, LINE 3	141,873.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	9,946,878.	11,055,023.
TOTAL TO FORM 990-PF, PART II, LINE 10B	9,946,878.	11,055,023.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	1,065,591.	1,081,725.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,065,591.	1,081,725.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 9

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
CHILDREN'S HOSPITAL LOS ANGELES DEPARTMENT #7924 LOS ANGELES, CA 90084-7924	NONE RESEARCH	PUBLIC CHARITY	60,000.
CONCERN FOUNDATION 1026 S ROBERTSON BLVD STE 300 LOS ANGELES, CA 90035	NONE RESEARCH	PUBLIC CHARITY	40,000.
CRIMINAL JUSTICE LEGAL FOUNDATION 2131 L STREET, SACRAMENTO, SACRAMENTO, CA 95812	NONE RESEARCH	PUBLIC CHARITY	25,000.
EDUCATION AND REFORM FOUNDATION 44542 GUILFORD DR APT 105 ASHBURN, VA 20147	NONE EDUCATION	PUBLIC CHARITY	55,000.
GEORGE W. BUSH FOUNDATION P.O. BOX 600610 DALLAS, TX 75206	NONE CHARITABLE	PUBLIC CHARITY	25,000.
JUNIOR ACHIEVEMENT OF SOUTHERN CALIFORNIA 6250 FOREST LAWN DR LOS ANGELES, CA 90068	NONE EDUCATION	PUBLIC CHARITY	100,000.
LOS ANGELES BIOMEDICAL RESEARCH INSTITUTE AT HARBOR-UCLA MEDICAL CENTER - 1124 WEST CARSON ST TORRANCE, CA 90502	NONE RESEARCH	PUBLIC CHARITY	10,000.
MIND RESEARCH INSTITUTE 3631 S. HARBOR BOULEVARD, SUITE 200 SANTA ANA, CA 92704-6951	NONE RESEARCH	PUBLIC CHARITY	75,000.

NATIONAL PARKINSONS FOUNDATION 1501 N.W. 9TH AVE/BOB HOPE RD. MIAMI, FL 33136-1494	NONE RESEARCH	PUBLIC CHARITY	15,000.
NATIONAL PEDIATRIC CENTER AT SIU SCHOOL OF MEDICINE P.O. BOX 19666 SPRINGFIELD, IL 62794-9666	NONE RESEARCH	PUBLIC CHARITY	10,000.
PROVIDENCE LITTLE COMPANY OF MARY HEALTH FOUNDATION 4101 TORRANCE BOULEVARD TORRANCE, CA 90503	NONE RESEARCH	PUBLIC CHARITY	25,000.
UCLA - JONSSON CANCER CENTER FOUNDATION 8-950 FACTOR BUILDING, BOX 951780 LOS ANGELES, CA	NONE RESEARCH	PUBLIC CHARITY	25,000.
UCLA - OPERATION MEND 10920 WILSHIRE BOULEVARD, SUITE 1400 LOS ANGELES, CA 90024-6516	NONE RESEARCH	PUBLIC CHARITY	50,000.
UCLA FOUNDATION 10920 WILSHIRE BOULEVARD, SUITE 1400 LOS ANGELES, CA 90024-6516	NONE RESEARCH	PUBLIC CHARITY	100,000.
UCLA HOSPITAL 10920 WILSHIRE BOULEVARD, SUITE 1400 LOS ANGELES, CA 90024-6516	NONE RESEARCH	PUBLIC CHARITY	100,000.
UCLA INSTITUTE FOR STEM CELL BIOLOGY/MEDICINE 10920 WILSHIRE BOULEVARD, SUITE 1400 LOS ANGELES, CA 90024-6516	NONE RESEARCH	PUBLIC CHARITY	50,000.
WESTSIDE FAMILY YMCA 11311 LA GRANGE AVENUE LOS ANGELES, CA 90025	NONE CHARITABLE	PUBLIC CHARITY	250,000.
WINGS 793 ASHBURY STREET SAN FRANCISCO, CA 94117	NONE RESEARCH	PUBLIC CHARITY	50,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			1,065,000.

Reed Conner & Birdwell, LLC

REALIZED GAINS AND LOSSES

Bloomfield Family Foundation, Margaret Bloomfield, Trustee

16H37544

1055

From 01-01-10 Through 12-31-10

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
09-04-08	01-22-10	9,100 000	ANNALY CAP MGMT INC COM	132,544 32	156,012 87		23,468 55
05-17-04	02-01-10	1,000 000	BERKSHIRE HATHAWAY CLB	57,761 00	74,870 23		17,109 23
06-08-04	02-01-10	500 000	BERKSHIRE HATHAWAY CLB	29,830 50	37,435 11		7,604 61
06-17-04	02-01-10	500 000	BERKSHIRE HATHAWAY CLB	29,270 50	37,435 11		8,164 61
12-16-04	02-01-10	600 000	BERKSHIRE HATHAWAY CLB	34,260 72	44,922 14		10,661 42
04-10-08	03-12-10	700 000	BOEING CO COM	55,164 78	48,770 66		-6,394 12
02-19-09	04-01-10	8,400 000	CISCO SYS INC COM	127,737 54	218,028 22		90,290 68
01-19-06	05-21-10	4,500 000	SYMANTEC CORP COM	87,127 65	65,845 72		-21,281 93
03-09-06	05-21-10	1,000 000	SYMANTEC CORP COM	16,080 00	14,632 38		-1,447 62
01-17-07	05-21-10	2,000 000	SYMANTEC CORP COM	35,840 00	29,264 77		-6,575 23
02-08-07	05-21-10	1,500 000	SYMANTEC CORP COM	27,150 00	21,948 57		-5,201 43
02-22-07	05-21-10	1,000 000	SYMANTEC CORP COM	17,480 00	14,632 38		-2,847 62
12-12-07	05-21-10	3,000 000	SYMANTEC CORP COM	52,350 00	43,897 15		-8,452 85
02-06-09	05-25-10	2,600	TOTAL SA ADR	140,245 04	114,658 92		-25,586 12
02-17-10	05-25-10	1,400	TOTAL SA ADR	81,603 17	61,739 42	-19,863 75	
05-13-09	06-08-10	400 000	WASHINGTON POST CO	144,030 34	175,703 77		31,673 43
03-18-10	06-21-10	1,000 000	PIONEER NAT RES CO COM	52,868 51	70,410 71	17,542 20	
05-24-07	07-29-10	1,800 000	HALLIBURTON CO COM	66,191 76	54,220 65		-11,971 11
10-18-07	07-29-10	1,000 000	HALLIBURTON CO COM	40,908 50	30,122 58		-10,785 92
12-10-07	07-29-10	300 000	HALLIBURTON CO COM	11,397 00	9,036 77		-2,360 23
01-31-06	07-29-10	1,200 000	3M CO COM	86,684 76	103,932 96		17,248 20
07-12-06	07-29-10	100 000	3M CO COM	7,323 10	8,661 08		1,337 98
05-02-05	08-17-10	1,500 000	PEPSICO INC COM	83,925 00	98,716 03		14,791 03
03-30-07	08-17-10	500 000	PEPSICO INC COM	31,973 00	32,905 34		932 34
05-15-09	08-17-10	800 000	PEPSICO INC COM	40,180 00	52,648 55		12,468 55
02-23-10	08-17-10	200 000	PEPSICO INC COM	12,385 00	13,162 14	777 14	
05-12-08	08-25-10	3,100 000	VULCAN MATLS CO COM	213,901 61	115,646 05		-98,255 56

Reed Conner & Birdwell, LLC

REALIZED GAINS AND LOSSES

Bloomfield Family Foundation, Margaret Bloomfield, Trustee

16H37544

1055

From 01-01-10 Through 12-31-10

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	**Long Term**
06-12-09	08-25-10	4,000 000	VULCAN MATLS CO COM	179,882 88	149,220 72		-30,662 16
12-16-04	09-07-10	700 000	YUM BRANDS INC COM	16,240 00	30,967 57		14,727 57
04-10-06	09-07-10	1,300 000	YUM BRANDS INC COM	31,063 44	57,511 21		26,447 78
07-12-06	10-20-10	1,000 000	3M CO COM	73,231 00	89,463 90		16,232 90
12-15-06	10-20-10	800 000	3M CO COM	62,800 00	71,571 12		8,771 12
03-14-07	10-20-10	100 000	3M CO COM	7,462 00	8,946 39		1,484 39
05-02-05	10-20-10	800 000	BAXTER INTL INC COM	29,464 00	39,175 01		9,711 01
12-15-06	10-20-10	200 000	BAXTER INTL INC COM	9,300 00	9,793 75		493 75
04-10-06	11-12-10	2,100 000	YUM BRANDS INC COM	50,179 40	106,605 90		56,426 51
03-01-07	11-12-10	1,800 000	YUM BRANDS INC COM	51,726 60	91,376 48		39,649 88
12-12-07	11-12-10	1,100 000	YUM BRANDS INC COM	43,230 00	55,841 18		12,611 18
07-21-09	12-16-10	1,200 000	PARKER HANNIFIN CORP	55,977 61	102,357 17		46,379 56
TOTAL GAINS						18,319 34	468,686 27
TOTAL LOSSES						-19,863 75	-231,821 90
				2,326,770.72	**2,562,090.68**	**-1,544.41**	**236,864.37**
TOTAL REALIZED GAIN/LOSS			235,319 96				

Reed Conner & Birdwell, LLC

REALIZED GAINS AND LOSSES

Bloomfield Family Foundation

16H37672

1055A

From 01-01-10 Through 12-31-10

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
01-23-08	01-08-10	1,080	HUTCHISON TELECOM INTL	22,145 83	4,440 76		-17,705 07
12-12-08	01-08-10	2,200	HUTCHISON TELECOM INTL	9,236 92	9,045 99		-190 93
02-14-08	02-09-10	225	ANHEUSER-BUSCH INBEV SA SHS	18,864 00	10,828 12		-8,035 88
01-23-08	02-10-10	1	CHUNGHWA TELECOM CO LTDSHS	25 83	18 61		-7 22
01-23-08	04-07-10	300 000	NII HLDGS INC CL B	11,731 23	12,721 15		989 92
09-29-08	04-07-10	450 000	LIBERTY GLOBAL	12,483 59	13,109 45		625 87
01-23-08	04-13-10	450 000	VIRGIN MEDIA INC COM	6,286 64	7,769 12		1,482 48
01-23-08	05-11-10	400	KONINKLIJKE PHILIPS ELECTRS NV	14,839 04	12,792 00		-2,047 04
01-23-08	06-10-10	240	TOTAL SA ADR	16,744 80	11,089 20		-5,655 60
01-23-08	06-10-10	4,530	MITSUBISHI UFJ FINL GROUP INC ADR	39,407 83	20,964 93		-18,442 90
03-17-09	06-10-10	500	MITSUBISHI UFJ FINL GROUP INC ADR	2,432 45	2,314 01		-118 44
01-23-08	07-14-10	900	ERICSSON CO ADR	9,787 50	10,434 13		646 63
01-23-08	07-29-10	465 000	VIRGIN MEDIA INC COM	6,496 19	9,704 49		3,208 30
05-11-09	08-10-10	2,685	HUTCHISON TELECOM HONG KONG	4,366 48	10,927 76		6,561 28
01-23-08	08-19-10	320	COCA COLA FEMSA S A B DE C V ADR	14,306 14	23,973 31		9,667 17
02-06-08	08-19-10	100	NESTLE SA ADR	4,333 60	5,117 91		784 31
06-26-08	08-20-10	135 000	AUTOLIV INC	6,438 85	7,311 70		872 85
12-18-08	09-23-10	100	PETRO BRASILEIRO SA PETRO	2,325 46	3,614 96		1,289 50
12-29-08	09-23-10	300	PETRO BRASILEIRO SA PETRO	6,706 50	10,844 86		4,138 36
04-13-10	10-04-10	770 000	COCA COLA ENTERPRISE	4,747 00	7,700 00	2,953 00	
05-11-09	10-19-10	595	HUTCHISON TELECOM HONG KONG	967 62	2,549 17		1,581 55

Reed Conner & Birdwell, LLC

REALIZED GAINS AND LOSSES

Bloomfield Family Foundation

16H37672

1055A

From 01-01-10 Through 12-31-10

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
09-09-09	10-19-10	2,018	HUTCHISON TELECOM HONG KONG	4,913 83	8,645 77		3,731 94
09-10-09	10-19-10	641	HUTCHISON TELECOM HONG KONG	1,560 84	2,746 26		1,185 42
09-11-09	10-19-10	1,941	HUTCHISON TELECOM HONG KONG	4,920 44	8,315 88		3,395 44
06-26-08	10-28-10	110 000	AUTOLIV INC	5,246 47	7,789 79		2,543 32
09-29-08	11-04-10	150 000	LIBERTY GLOBAL	4,161 20	6,017 90		1,856 71
11-12-08	11-04-10	165 000	LIBERTY GLOBAL	2,328 50	6,619 70		4,291 20
01-23-08	12-15-10	65 000	NII HLDGS INC CL B	2,541 77	2,942 57		400 80
03-25-08	12-15-10	600	EXPERIAN PLC ADR	4,674 00	7,517 87		2,843 87
04-13-10	12-21-10	110 000	LIFE TECHNOLOGIES CORP COM	5,628 05	6,082 90	454 85	
TOTAL GAINS						3,407 85	52,096 92
TOTAL LOSSES						0 00	-52,203 08
				250,648.59	**253,950.27**	**3,407.85**	**-106.16**
TOTAL REALIZED GAIN/LOSS			3,301 68				