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
SOPHIE & ARTHUR BRODY FOUNDATION
C/O LOWENSTEIN, SANDLER, ET AL

A Employer identification number
22-6097164

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
65 LIVINGSTON AVENUE

B Telephone number
(973) 597-2500

City or town, state, and ZIP code
ROSELAND, NJ 07068

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: [X] 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) ▶$ 7,483,751.

J Accounting method: [X] 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))	(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			N/A	
2 Check ▶ [X] if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	20,441.	20,441.		STATEMENT 2
4 Dividends and interest from securities	180,131.	180,131.		STATEMENT 3
5a Gross rents	-798.	-798.		STATEMENT 4
b Net rental income or (loss) -798.				
6a Net gain or (loss) from sale of assets not on line 10	653,282.			STATEMENT 1
b Gross sales price for all assets on line 6a 1,478,079.				
7 Capital gain net income (from Part IV, line 2)		16,068.		
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	597.	597.		STATEMENT 5
12 **Total.** Add lines 1 through 11	853,653.	216,439.		
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 6	3,645.	0.		3,645.
c Other professional fees				
17 Interest				
18 Taxes STMT 7	3,657.	2,176.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 8	1,556.	858.		698.
24 **Total operating and administrative expenses.** Add lines 13 through 23	8,858.	3,034.		4,343.
25 Contributions, gifts, grants paid	1,632,692.			1,632,692.
26 **Total expenses and disbursements.** Add lines 24 and 25	1,641,550.	3,034.		1,637,035.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-787,897.			
b **Net investment income** (if negative, enter -0-)		213,405.		
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	213,052.	27,569.	27,569.
	2	Savings and temporary cash investments			
	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 ▶ 1,032,602.			
		Less: allowance for doubtful accounts ▶ 0.	1,015,234.	1,032,602.	1,097,156.
	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 9	6,769,411.	6,395,982.	6,106,366.
	c	Investments - corporate bonds STMT 10	350,176.	105,333.	103,229.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 11	127,287.	126,879.	148,170.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ STATEMENT 12)	2,363.	1,261.	1,261.
	16	**Total assets** (to be completed by all filers)	8,477,523.	7,689,626.	7,483,751.
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	8,477,523.	7,689,626.	
	30	**Total net assets or fund balances**	8,477,523.	7,689,626.	
	31	**Total liabilities and net assets/fund balances**	8,477,523.	7,689,626.	

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	8,477,523.
2	Enter amount from Part I, line 27a	2	-787,897.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	7,689,626.
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	7,689,626.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	1,478,079.		1,462,011.	16,068.

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				
b				
c				
d				
e				16,068.

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** 16,068.

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	465,341.	7,678,356.	.060604
2008	572,645.	9,383,960.	.061024
2007	554,457.	11,766,122.	.047123
2006	504,662.	11,125,101.	.045362
2005	474,979.	10,154,496.	.046775

2	**Total** of line 1, column (d)	2	.260888
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	.052178
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	7,793,191.
5	Multiply line 4 by line 3	5	406,633.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,134.
7	Add lines 5 and 6	7	408,767.
8	Enter qualifying distributions from Part XII, line 4	8	1,637,035.

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	2,134.
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	2,134.
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	2,134.
6 Credits/Payments:				
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	2,200.		
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	2,200.
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	
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	66.
11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 66. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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) ▶ NJ			
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 ▶ SOPHIE & ARTHUR BRODY FOUNDATION Telephone no. ▶ (973) 597-2500
Located at ▶ 65 LIVINGSTON AVE, ROSELAND, NJ ZIP+4 ▶ 07068

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)?	N/A	1b		
	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
ARTHUR BRODY P.O. BOX 655 RANCHO SANTA FE, CA 920670655	PRESIDENT 0.50	0.	0.	0.
DONALD BRODY 2431 FIFTH STREET BERKELEY, CA 94710	TREASURER 0.50	0.	0.	0.
JANICE BRODY 820 BEAR GULCH ROAD WOODSIDE, CA 940624430	SECRETARY 0.50	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	6,554,866.
b	Average of monthly cash balances	1b	120,310.
c	Fair market value of all other assets	1c	1,236,693.
d	**Total** (add lines 1a, b, and c)	1d	7,911,869.
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	7,911,869.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	118,678.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,793,191.
6	**Minimum investment return** Enter 5% of line 5	6	389,660.

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	389,660.
2a	Tax on investment income for 2010 from Part VI, line 5 2a 2,134.		
b	Income tax for 2010. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	2,134.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	387,526.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	387,526.
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	387,526.

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	1,637,035.
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	1,637,035.
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	2,134.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,634,901.

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				387,526.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			374,082.	
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: ▶ $ 1,637,035.				
a Applied to 2009, but not more than line 2a			374,082.	
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				387,526.
e Remaining amount distributed out of corpus	875,427.			
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	875,427.			
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				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	875,427.			
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 875,427.				

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).)

ARTHUR BRODY

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:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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 13				
Total			▶ 3a	1,632,692.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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	20,441.	
4 Dividends and interest from securities			14	180,131.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property			15	-798.	
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	597.	
8 Gain or (loss) from sales of assets other than inventory			18	653,282.	
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.		853,653.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 853,653.

(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).
	NOT APPLICABLE

023621 12-07-10

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

[signature] 5/12/11 ▶ PRESIDENT

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DENNIS M. LAVINE	[signature]	MAY 10 2011		

Firm's name ▶ LAVINE, LOFGREN, MORRIS & ENGELBERG LLP — Firm's EIN ▶

Firm's address ▶ 4180 LA JOLLA VILLAGE DR, STE 300 LA JOLLA, CA 92037 — Phone no. (858)455-1200

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	2300 SHS EMERSON ELECTRIC CO	P	VARIOUS	09/28/10
b	234 SHS FRONTIER COMMUNICATIONS	P	VARIOUS	09/30/10
c	2000 SHS PENN WEST ENERGY TRUST	P	VARIOUS	04/20/10
d	500 SHS PNC FINL SERVICES GP INC	P	VARIOUS	09/30/10
e	500 SHS TEVA PHARM INDS LTD ADRF	P	05/17/10	12/01/10
f	34 SHS SCHWAB S&P 500 INDEX FD	P	VARIOUS	12/07/10
g	FED HOME LN BK	P	VARIOUS	02/03/10
h	GOLDMAN SACHS G 6.875%	P	VARIOUS	09/30/10
i	2500 SHS CHEVRON	P	VARIOUS	11/30/10
j	2000 SHS MONSANTO	P	VARIOUS	11/30/10
k	6000 SHS OCCIDENTAL PETRO	P	VARIOUS	VARIOUS
l	2700 SHS UNITED TECHNOLOGY	P	VARIOUS	11/30/10
m	CAPITAL GAINS DIVIDENDS			
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	120,997.		117,694.	3,303.
b	1,919.		3,349.	-1,430.
c	41,220.		21,137.	20,083.
d	26,136.		27,105.	-969.
e	25,301.		28,759.	-3,458.
f	666.		639.	27.
g	140,000.		140,343.	-343.
h	101,600.		104,500.	-2,900.
i	202,425.		202,425.	0.
j	119,840.		119,840.	0.
k	492,964.		492,964.	0.
l	203,256.		203,256.	0.
m	1,755.			1,755.
n				
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				3,303.
b				-1,430.
c				20,083.
d				-969.
e				-3,458.
f				27.
g				-343.
h				-2,900.
i				0.
j				0.
k				0.
l				0.
m				1,755.
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	16,068.
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

023591
05-01-10

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2300 SHS EMERSON ELECTRIC CO	PURCHASED	VARIOUS	09/28/10

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
120,997.	117,694.	0.	0.	3,303.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
234 SHS FRONTIER COMMUNICATIONS	PURCHASED	VARIOUS	09/30/10

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,919.	3,349.	0.	0.	-1,430.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2000 SHS PENN WEST ENERGY TRUST	PURCHASED	VARIOUS	04/20/10

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
41,220.	21,137.	0.	0.	20,083.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 SHS PNC FINL SERVICES GP INC	PURCHASED	VARIOUS	09/30/10

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
26,136.	27,105.	0.	0.	-969.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 SHS TEVA PHARM INDS LTD ADRF	PURCHASED	05/17/10	12/01/10

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
25,301.	28,759.	0.	0.	-3,458.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
34 SHS SCHWAB S&P 500 INDEX FD	PURCHASED	VARIOUS	12/07/10

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
666.	639.	0.	0.	27.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FED HOME LN BK	PURCHASED	VARIOUS	02/03/10

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
140,000.	140,343.	0.	0.	-343.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GOLDMAN SACHS G 6.875%		PURCHASED	VARIOUS	09/30/10
(B) GROSS SALES PRICE	**(C) VALUE AT TIME OF ACQ.**	**(D) EXPENSE OF SALE**	**(E) DEPREC.**	**(F) GAIN OR LOSS**
101,600.	104,500.	0.	0.	-2,900.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2500 SHS CHEVRON		PURCHASED	VARIOUS	11/30/10
(B) GROSS SALES PRICE	**(C) COST OR OTHER BASIS**	**(D) EXPENSE OF SALE**	**(E) DEPREC.**	**(F) GAIN OR LOSS**
202,425.	63,708.	0.	0.	138,717.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2000 SHS MONSANTO		PURCHASED	VARIOUS	11/30/10
(B) GROSS SALES PRICE	**(C) COST OR OTHER BASIS**	**(D) EXPENSE OF SALE**	**(E) DEPREC.**	**(F) GAIN OR LOSS**
119,840.	15,614.	0.	0.	104,226.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
6000 SHS OCCIDENTAL PETRO		PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	**(C) COST OR OTHER BASIS**	**(D) EXPENSE OF SALE**	**(E) DEPREC.**	**(F) GAIN OR LOSS**
492,964.	214,820.	0.	0.	278,144.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2700 SHS UNITED TECHNOLOGY	PURCHASED	VARIOUS	11/30/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
203,256.	87,129.	0.	0.	116,127.

CAPITAL GAINS DIVIDENDS FROM PART IV	1,755.
TOTAL TO FORM 990-PF, PART I, LINE 6A	653,282.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
CHARLES SCHWAB	16,428.
W.P. CAREY & CO. LLC	3.
YOSEMITE MORTGAGE FUND II LLC	4,010.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	20,441.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB #1001	157,670.	640.	157,030.
CHARLES SCHWAB #3448	3,590.	1,115.	2,475.
DIMENSIONAL	17,368.	0.	17,368.
W.P. CAREY & CO. LLC	3,258.	0.	3,258.
TOTAL TO FM 990-PF, PART I, LN 4	181,886.	1,755.	180,131.

FORM 990-PF RENTAL INCOME STATEMENT 4

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
YOSEMITE MORTGAGE FUND II, LLC	1	-855.
W.P. CAREY & CO. LLC	2	57.
TOTAL TO FORM 990-PF, PART I, LINE 5A		-798.

FORM 990-PF OTHER INCOME STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	597.	597.	
TOTAL TO FORM 990-PF, PART I, LINE 11	597.	597.	

FORM 990-PF ACCOUNTING FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,645.	0.		3,645.
TO FORM 990-PF, PG 1, LN 16B	3,645.	0.		3,645.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	2,176.	2,176.		0.
FEDERAL TAXES	1,481.	0.		0.
TO FORM 990-PF, PG 1, LN 18	3,657.	2,176.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	858.	858.		0.
MISCELLANEOUS EXPENSE	698.	0.		698.
TO FORM 990-PF, PG 1, LN 23	1,556.	858.		698.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK- SEE ATTACHMENT	6,243,717.	5,940,936.
MUTUAL FUNDS- SEE ATTACHMENT	152,265.	165,430.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,395,982.	6,106,366.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
100,000 HEINZ 6.625% DUE 7/15/11	105,333.	103,229.
TOTAL TO FORM 990-PF, PART II, LINE 10C	105,333.	103,229.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
1,500 SH W.P. CAREY & CO. LLC	COST	25,644.	46,935.
YOSEMITE MORTGAGE FUND	COST	101,235.	101,235.
TOTAL TO FORM 990-PF, PART II, LINE 13		126,879.	148,170.

FORM 990-PF OTHER ASSETS STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
MISCELLANEOUS RECEIVABLE	2,363.	1,261.	1,261.
TO FORM 990-PF, PART II, LINE 15	2,363.	1,261.	1,261.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 13

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ACLU 125 BROAD STREET, 18TH FL NEW YORK, NY 10004-2400	GENERAL OPERATIONS	501C(3)	50.
ADOLESCENT COUNSELING SERVICES 4000 MIDDLEFIELD ROAD, SUITE FH PALO ALTO, CA 94303	GENERAL OPERATIONS	501C(3)	500.
ADOLPH MEYER MEMORIAL GIFT 326 GALVEZ STREET STANFORD, CA 94305-6105	GENERAL OPERATIONS	501C(3)	160.
AIDS/LIFECYCLE 1035 MARKET ST, SUITE 400 SAN FRANCISCO, CA 94103	GENERAL OPERATIONS	501C(3)	300.
AMERICA'S SECOND HARVEST 35 E. WACKER DR, SUITE 2000 CHICAGO, IL 60601	GENERAL OPERATIONS	501C(3)	100.
AMERICAN ISRAEL EDUCATION FOUNDATION 251 H STREET, NW WASHINGTON , DC 20001	GENERAL OPERATIONS	501C(3)	100,000.

AMNESTY INTERNATIONAL 5 PENN PLAZA-14TH FLOOR NEW YORK, NY 10001	GENERAL OPERATIONS	501C(3)	200.
ART OF YOGA PROJECT 821 WAVERYLEY STREET PALO ALTO, CA 94301	GENERAL OPERATIONS	501C(3)	500.
BOY SCOUTS OF AMERICA 1207 UPAS ST SAN DIEGO, CA 92103-5127	GENERAL OPERATIONS	501C(3)	500.
BREAST CANCER ACTION 55 NEW MONTGOMERY STREET, SUITE 323 SAN FRANCISCO, CA 94105	GENERAL OPERATIONS	501C(3)	100.
BUILDING OPPTY FOR SELF SUFFICIENCY 2065 KITTREDGE ST. BERKELEY, CA 94704	GENERAL OPERATIONS	501C(3)	50.
BURNHAM INSTITUTE FOR MEDICAL RESEARCH 10901 N TORREY PINES RD LA JOLLA, CA 92037	GENERAL OPERATIONS	501C(3)	50,000.
CASA DE AMPARO 3355 MISSION AVE, SUITE 238 OCEANSIDE, CA 92058	GENERAL OPERATIONS	501C(3)	100,000.
CENTRAL ASIA INSTITUTE PO BOX 7209 BOZEMAN, MT 59771	GENERAL OPERATIONS	501C(3)	100.
CHALLENGED ATHLETES PO BOX 910769 SAN DIEGO, CA 92191	GENERAL OPERATIONS	501C(3)	5,500.
COLUMBIA/BARNARD HILLEL 606 W. 115TH STREET NEW YORK, NY 10025	GENERAL OPERATIONS	501C(3)	100.

CONGREGATION OF BETH ISRAEL 9001 TOWNE CENTRE DRIVE SAN DIEGO, CA 92122	GENERAL OPERATIONS	501C(3)	213,351.
DOVES 41943 BIG BEAR BLVD BIG BEAR LAKE, CA 92315	GENERAL OPERATIONS	501C(3)	100.
FEEDING AMERICA PO BOX 96749 WASHINGTON , DC 20090-6749	GENERAL OPERATIONS	501C(3)	100.
FOUNDATION FOR A COLLEGE EDUCATION 2160 EUCLID AVENUE EAST PALO ALTO, CA 94303	GENERAL OPERATIONS	501C(3)	27,500.
FRIENDS OF THE CHILDREN 1617 JOHN F. KENNEDY BLVD, SUITE 900 PHILADELPHIA, PA 19103	GENERAL OPERATIONS	501C(3)	600.
FRIENDS OF TYRON PARK 11321 S.W. TERWILLIGER BLVD. PORTLAND, OR 97219	GENERAL OPERATIONS	501C(3)	500.
GLOBAL FUND FOR WOMEN 222 SUTTER ST, SUITE 500 SAN FRANCISCO, CA 94108	GENERAL OPERATIONS	501C(3)	500.
HABITAT FOR HUMANITY 121 HABITAT AMERICAS, GA 31709	GENERAL OPERATIONS	501C(3)	100.
HAITI EARTHQUAKE RELIEF FUND 2440 WEST EL CAMINO REAL, SUITE 300 MOUNTAIN VIEW, CA 94040	GENERAL OPERATIONS	501C(3)	2,000.
HARLEM CHILDREN'S ZONE 35 E. 125TH STREET NEW YORK, NY 10035	GENERAL OPERATIONS	501C(3)	100.

HEAD ROYCE SCHOOL 4315 LINCOLN AVE OAKLAND, CA 94602	GENERAL OPERATIONS	501C(3)	100.
HEIFER INTERNATIONAL 1 WORLD AVENUE LITTLE ROCK, AR 72202	GENERAL OPERATIONS	501C(3)	200.
HESPERIAN FOUNDATION 1919 ADDISON ST, SUITE 304 BERKELEY, CA 94704	GENERAL OPERATIONS	501C(3)	100.
ISRAEL WILDFIRE EMERGENCY RELIEF FUND 4950 MURPHY CANYON ROAD SAN DIEGO, CA 92123	GENERAL OPERATIONS	501C(3)	5,000.
JCC EAST BAY 1414 WALNUT STREET BERKELEY, CA 94709	GENERAL OPERATIONS	501C(3)	900.
JEWISH COMMUNITY FEDERATION 300 GRAND AVE OAKLAND, CA 94610-4826	GENERAL OPERATIONS	501C(3)	2,500.
KQED 2601 MARIPOSA ST. SAN FRANCISCO, CA 94110	GENERAL OPERATIONS	501C(3)	870.
LA JOLLA MUSIC SOCIETY 7946 IVANHOE AVE, SUITE 309 LA JOLLA, CA 92037	GENERAL OPERATIONS	501C(3)	5,000.
LAWRENCE FAMILY JCC 4126 EXECUTIVE DRIVE LA JOLLA, CA 92037-1348	GENERAL OPERATIONS	501C(3)	5,000.
LINCOLN CENTER THEATRE 150 W 65TH ST NEW YORK, NY 10023	GENERAL OPERATIONS	501C(3)	500.

MAKE A WISH FOUNDATION PO BOX 7167 SAN FRANCISCO, CA 94120	GENERAL OPERATIONS	501C(3)	100.
MUSIC IN SCHOOLS PO BOX 6-323 PALO ALTO, CA 94306	GENERAL OPERATIONS	501C(3)	250.
OLD GLOBE PO BOX 122171 SAN DIEGO, CA 92112	GENERAL OPERATIONS	501C(3)	13,748.
PENINSULA BRIDGE PO BOX 963 MENLO PARK, CA 94025	GENERAL OPERATIONS	501C(3)	100.
PENINSULA HUMANE SOCIETY 12 AIRPORT BOULEVARD SAN MATEO, CA 94401-1006	GENERAL OPERATIONS	501C(3)	1,000.
PROMISES 2 KIDS 9440 RUFFIN COURT, SUITE 2 SAN DIEGO, CA 92123	GENERAL OPERATIONS	501C(3)	2,000.
RADY CHILDREN'S HOSPITAL 3020 CHILDREN'S WAY/MC 5005 SAN DIEGO, CA 92123-4282	GENERAL OPERATIONS	501C(3)	100,000.
REDWOOD DAY SCHOOL 3245 SHEFFIELD AVE. OAKLAND, CA 94602	GENERAL OPERATIONS	501C(3)	200.
RIVERSIDE PARK FUND 475 RIVERSIDE DR., SUITE 455 NEW YORK, NY 10115	GENERAL OPERATIONS	501C(3)	100.
ROOM TO READ 111 SUTTER ST, 16TH FLOOR SAN FRANCISCO, CA 94104	GENERAL OPERATIONS	501C(3)	100.

SALK INSTITUTE 10010 N. TORREY PINES ROAD LA JOLLA, CA 92037	GENERAL OPERATIONS	501C(3)	5,000.
SAN DIEGO CENTER FOR CHILDREN 3002 ARMSTRONG ST SAN DIEGO, CA 92111	GENERAL OPERATIONS	501C(3)	11,000.
SAN DIEGO HOSPICE 4311 THIRD AVE SAN DIEGO, CA 92103	GENERAL OPERATIONS	501C(3)	10,000.
SAN DIEGO SYMPHONY 1245 SEVENTH AVE SAN DIEGO, CA 92101	GENERAL OPERATIONS	501C(3)	24,681.
SAN FRANCISCO BALLET 455 FRANKLIN ST SAN FRANCISCO, CA 94102	GENERAL OPERATIONS	501C(3)	100.
SAN FRANCISCO SYMPHONY 201 VAN NESS SAN FRANCISCO, CA 94102	GENERAL OPERATIONS	501C(3)	100.
SANFORD BURNHAM MEDICAL RESEARCH 10901 NORTH TORREY PINES ROAD LA JOLLA, CA 92037	GENERAL OPERATIONS	501C(3)	408,938.
SAVE THE BAY 350 FRANK H. OGAWA PLAZA, SUITE 900 OAKLAND, CA 94612-2016	GENERAL OPERATIONS	501C(3)	100.
SCRIPPS HEALTH FOUNDATION PO BOX 2669 LA JOLLA, CA 92038	GENERAL OPERATIONS	501C(3)	20,000.
SEACREST FOUNDATION 211 SAXONY ROAD ENCINITAS, CA 92024	GENERAL OPERATIONS	501C(3)	426,291.

SHILEY EYE CENTER 9500 GILMAN DRIVE #0940 LA JOLLA, CA 92093	GENERAL OPERATIONS	501C(3)	59,753.
SIERRA CLUB FOUNDATION 85 SECOND STREET, SUITE 750 SAN FRANCISCO, CA 94105	GENERAL OPERATIONS	501C(3)	75.
SIERRA WATCH 408 BROAD ST, SUITE 12 NEVADA CITY, CA 95959	GENERAL OPERATIONS	501C(3)	50.
SMILE TRAIN PO BOX 96208 WASHINGTON , DC 20090	GENERAL OPERATIONS	501C(3)	100.
STANFORD LIVELY ARTS 537 LOMITA MALL, MC 250 STANFORD, CA 94305-2250	GENERAL OPERATIONS	501C(3)	250.
T.E.A.M. 1106 2ND ST #131 ENCINITAS, CA 92024	GENERAL OPERATIONS	501C(3)	10,000.
THE NATURE CONSERVANCY 4245 N. FAIRFAX DRIVE, SUITE 100 ARLINGTON, VA 22203-1606	GENERAL OPERATIONS	501C(3)	50.
UC SAN DIEGO FOUNDATION 9500 GILMAN DRIVE #0940 LA JOLLA, CA 92093-0940	GENERAL OPERATIONS	501C(3)	5,000.
UNITED FARM WORKERS OF AMERICA PO BOX 91798 LOS ANGELES, CA 90009	GENERAL OPERATIONS	501C(3)	100.
UNIVERSITY OF PENNSYLVANIA - 3541 WALNUT ST, 433 FRANKLIN BLDG PHILADELPHIA, PA 19104-6205	GENERAL OPERATIONS	501C(3)	200.

USC SHOAH FOUNDATION INSTITUTE 3375 SOUTH HOOVER STREET, UVI-H208 LOS ANGELES, CA 90089	GENERAL OPERATIONS	501C(3)	10,000.
WEBB SCHOOL 1175 WEST BASELINE RD CLAIREMONT, CA 91711-2199	GENERAL OPERATIONS	501C(3)	100.
WOMEN'S DAYTIME DROP-IN CENTER 2218 ACTON ST BERKLEY, CA 94702	GENERAL OPERATIONS	501C(3)	25.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			1,632,692.

SOPHIE AND ARTHUR BRODY FOUNDATION
DETAIL OF INVESTMENTS - CORPORATE STOCK
DECEMBER 31, 2010
EIN 22-6097164

HOLDING	12/31/2009 # SHARES	12/31/2009 BOOK VALUE	SHS Bought/(Sold)	BV of SHS Bought/(Sold)	12/31/2010 # SHARES	12/31/2010 BOOK VALUE	FMV
SECURITIES							
ALCOA	4,400	100,320	1,600	22,009	6,000	122,329	92,340
BANK OF AMERICA	19,000	722,906			19,000	722,906	253,460
BP PLC	5,400	239,656			5,400	239,656	238,518
CHEVRON TEXACO	5,200	172,776	(2,500)	(63,707 63)	2,700	109,068	246,375
CHINA PETR & CHEM	1,000	94,925			1,000	94,925	95,690
CISCO SYSTEMS, INC	6,000	143,300			6,000	143,300	121,380
GUGGENHEIM EXCH (prev CLAYMORI	6,500	165,578			6,500	165,578	135,005 **
COLGATE PALMOLIVE	1,000	51,330			1,000	51,330	80,370
CORNING, INC	1,200	20,579			1,200	20,579	23,184
EL PASO CORPORATION	4,000	52,623			4,000	52,623	55,040
EMERSON ELECTRIC	5,400	209,902	(2,300)	(117,694)	3,100	92,208	177,227
EXXXON CORPORATION	4,600	162,265			4,600	162,265	336,352
GENERAL ELECTRIC	13,300	370,078			13,300	370,078	243,257
HOME DEPOT	5,500	141,350			5,500	141,350	192,830
HONEYWELL INTL	4,750	168,431			4,750	168,431	252,510
COMMON WEALTH REIT(prev HRPT)	250	10,570		(64)	250	10,506	6,378 **
INTEL CORP	3,000	63,078			3,000	63,078	63,090
INTL BUSINESS MACHINES	1,700	168,822			1,700	168,822	249,492
JOHNSON & JOHNSON	9,020	385,681			9,020	385,681	557,887
JP MORGAN CHASE	7,000	257,600			7,000	257,600	296,940
LOWES COMPANIES	2,500	61,608			2,500	61,608	62,700
LUXOTTICA	2,000	62,300			2,000	62,300	61,240
MICROSOFT	500	14,210			500	14,210	13,955
MONSANTO	2,000	15,615	(2,000)	(57,977)	-	-	-
				42,363			
NESTLE	1,250	33,785			1,250	33,785	73,423
NOVARTIS AG SPON	1,000	56,840			1,000	56,840	58,950
OCCIDENTAL PETE	6,000	214,344	(6,000)	(214,820)	-	(476)	-
ORACLE	1,500	20,572			1,500	20,572	46,950
PENN WEST ENERGY	2,000	21,137	(2,000)	(21,137)	-	-	-
PPG INDUSTRIES (PENTAIR)	4,100	130,861			4,100	130,861	149,691
PFIZER INC	9,000	242,274			9,000	242,274	157,590
PNC FINANCIAL SERVICES	1,000	54,210	(500)	(27,105)	500	27,105	30,360
PROCTER & GAMBLE	700	38,279			700	38,279	45,031
QUALCOMM INC	900	42,884			900	42,884	44,541
ROYAL DUTCH	2,500	165,405			2,500	165,405	166,950
SINGAPORE FUND INC	1,000	9,467			1,000	9,467	15,190
SPECTRA ENERGY CORP	800	13,288			800	13,288	19,992
TEVA PHARM INDS LTD ADRF	-	-	500	28,759	-	-	
			(500)	(28,759)			
THE SOUTHERN COMPANY	7,500	152,465			7,500	152,465	286,725
TRANSOCEAN INC	500	60,511			500	60,511	34,755
UNILEVER	4,000	101,764			4,000	101,764	125,600
UNITED TECHNOLOGY	5,000	171,740	(2,700)	(87,129)	2,300	84,611	181,056
VALE DO ADR	500	12,884			500	12,884	17,285
VERIZON	975	54,134	-	(3,349)	975	50,754	34,886
			-	(31)			
FRONTIER COMM	-	-	234	3,349	-	-	
			(234)	(3,349)			
WALGREEN COMPANY	700	29,711	100	2,949	800	32,660	31,168
WELLS FARGO	6,590	1,039,296			6,590	1,039,296	204,224
1/100 BERKSHIRE HTWY CLA	300	254,409			300	254,409	361,350
UNIDENTIFIED		(6,352)				(6,352)	-
		6,769,411				6,243,717	5,940,936
MUTUAL FUNDS							
DFA EMERGING MARKETS		-	188	6,342	188	6,342	6,789
DFA EMERGING MARKETS		-	369	7,793	369	7,793	8,872
DFA EMERGING MKTS PORT		-	221	6,443	221	6,443	6,772
DFA GLOBAL REAL ESTATE		-	1,071	8,038	1,071	8,038	8,483
DFA INTL SMALL CAP VALUE		-	568	9,257	568	9,257	9,774
DFA INTL SMALL COMPANY		-	597	9,173	597	9,173	10,258
DFA INTL VALUE PORTFOLIO		-	515	9,144	515	9,144	9,469
DFA US LARGE CAP VALUE		-	948	18,176	948	18,176	19,073
DFA US SMALL CAP PORT		-	1,605	30,133	1,605	30,133	34,285
DFA US LARGE CO			1,782	16,775	1,782	16,775	17,643
DFA US TARGETED VALUE		-	1,993	30,163	1,993	30,163	33,142
SCHWAB S&P 500 INDEX FD		-	44	827	44	827	870
		-				152,265	165,430