



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

OMB No 1545-0052

2010

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

For calendar year 2010, or tax year beginning , 2010, and ending , 20

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 **THE SAMUELI FOUNDATION** A Employer identification number **33-0758237**
Number and street (or P O box number if mail is not delivered to street address) Room/suite B Telephone number (see page 10 of the instructions)
2101 E. COAST HIGHWAY, SUITE 300 (949) 760-4300
City or town, state, and ZIP code
CORONA DEL MAR, CA 92625-1941

H Check type of organization ☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ **427,030.** J Accounting method ☒ Cash ☐ Accrual
(Part I, column (d) must be on cash basis)

C If exemption application is pending, check here ☐
D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)	1,838,842.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	1,826.	1,826.		ATCH 1
4 Dividends and interest from securities	24.	24.		ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	102.			
b Gross sales price for all assets on line 6a 708,944.				
7 Capital gain net income (from Part IV, line 2)		708,707.		
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) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	1,840,794.	710,557.		
13 Compensation of officers, directors, trustees, etc	79,609.			82,071.
14 Other employee salaries and wages	60,751.			60,751.
15 Pension plans, employee benefits	12,976.			10,514.
16a Legal fees (attach schedule)	2,489.			2,489.
b Accounting fees (attach schedule) ATCH 3	26,049.	6,512.	0.	19,537.
c Other professional fees (attach schedule) *	2,795.	500.		2,295.
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	30,139.	0.		5,139.
19 Depreciation (attach schedule) and depletion	14,972.			
20 Occupancy				
21 Travel, conferences, and meetings	75,420.			75,420.
22 Printing and publications	25,288.			25,288.
23 Other expenses (attach schedule) ATCH 6	86,459.	5,025.		79,034.
24 Total operating and administrative expenses. Add lines 13 through 23	416,947.	12,037.	0.	362,538.
25 Contributions, gifts, grants paid	1,070,944.			1,070,944.
26 Total expenses and disbursements Add lines 24 and 25	1,487,891.	12,037.	0.	1,433,482.
27 Subtract line 26 from line 12	352,903.			
a Excess of revenue over expenses and disbursements		698,520.		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)				

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

* ATCH 4 JSA ** ATCH 5
1901.60

Form 990-PF (2010)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	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	155,202.	423,076.	423,076.	
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7	Other notes and loans receivable (attach schedule)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	Liabilities	11	Investments - land, buildings, and equipment, basis			
		Less: accumulated depreciation (attach schedule)				
12		Investments - mortgage loans				
13		Investments - other (attach schedule)				
14		Land, buildings, and equipment: basis	44,915.			
		Less: accumulated depreciation (attach schedule)	40,961.	18,925.	3,954.	
15		Other assets (describe)				
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	174,127.	427,030.	427,030.	
17		Accounts payable and accrued expenses				
18		Grants payable				
19	Deferred revenue					
20	Loans from officers, directors, trustees, and other disqualified persons	100,000.	0.			
21	Mortgages and other notes payable (attach schedule)					
22	Other liabilities (describe)	0.				
23	Total liabilities (add lines 17 through 22)	100,000.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	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	74,127.	427,030.		
	30	Total net assets or fund balances (see page 17 of the instructions)	74,127.	427,030.		
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	174,127.	427,030.		

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	74,127.
2	Enter amount from Part I, line 27a	2	352,903.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	427,030.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	427,030.

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 SEE PART IV SCHEDULE					
b					
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					
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					
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	708,707.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.			3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see page 18 of the 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	1,790,894.	410,817.	4.359347
2008	3,350,771.	508,470.	6.589909
2007	5,523,775.	891,698.	6.194670
2006	4,587,262.	718,522.	6.384303
2005	3,219,699.	434,989.	7.401794
2 Total of line 1, column (d)			2 30.930023
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 6.186005
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 392,735.
5 Multiply line 4 by line 3			5 2,429,461.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 6,985.
7 Add lines 5 and 6			7 2,436,446.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			8 1,433,482.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	13,970.
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	
3 Add lines 1 and 2		3	13,970.
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	13,970.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	25,000.	
b Exempt foreign organizations-tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	25,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	11,030.	
11 Enter the amount of line 10 to be. Credited to 2011 estimated tax <input type="checkbox"/> 100. Refunded <input type="checkbox"/>	11	10,930.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> CALIFORNIA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2010)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address WWW.SAMUELI.ORG				
14	The books are in care of MICHAEL SCHULMAN Telephone no 949-760-4300			
Located at 2101 E. COAST HIGHWAY, SUITE 300 CORONA DEL MAR, CA ZIP + 4 92625-1941				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		
and enter the amount of tax-exempt interest received or accrued during the year				
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country _____				

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)	3b	
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

Form 990-PF (2010)

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

- 5a** During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☐
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)
- 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? ☐ Yes ☒ No
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? ☐ Yes ☒ No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 9		79,609.	2,462.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 10		60,751.	0.	0.

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

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

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

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 NONE

2

3

4

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE

2

All other program-related investments. See page 24 of the instructions

3 NONE

Total. Add lines 1 through 3

Form 990-PF (2010)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	
a	Average monthly fair market value of securities	1a 0.
b	Average of monthly cash balances	1b 398,716.
c	Fair market value of all other assets (see page 25 of the instructions)	1c 0.
d	Total (add lines 1a, b, and c)	1d 398,716.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e
2	Acquisition indebtedness applicable to line 1 assets	2 0.
3	Subtract line 2 from line 1d	3 398,716.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4 5,981.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 392,735.
6	Minimum investment return. Enter 5% of line 5	6 19,637.

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

1	Minimum investment return from Part X, line 6	1 19,637.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 13,970.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b
c	Add lines 2a and 2b	2c 13,970.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 5,667.
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 5,667.
6	Deduction from distributable amount (see page 25 of the instructions)	6
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 5,667.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a 1,433,482.
b	Program-related investments - total from Part IX-B	1b 0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2 0.
3	Amounts set aside for specific charitable projects that satisfy the:	
a	Suitability test (prior IRS approval required)	3a 0.
b	Cash distribution test (attach the required schedule)	3b 0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 1,433,482.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5 N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 1,433,482.

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

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

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				5,667.
2 Undistributed income, if any, as of the end of 2010.				
a Enter amount for 2009 only			0.	
b Total for prior years 20 08, 20 07, 20 06		0.		
3 Excess distributions carryover, if any, to 2010.				
a From 2005	0.			
b From 2006	0.			
c From 2007	5,523,775.			
d From 2008	3,350,771.			
e From 2009	1,790,894.			
f Total of lines 3a through e	10,665,440.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 1,433,482.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2010 distributable amount				5,667.
e Remaining amount distributed out of corpus	1,427,815.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	12,093,255.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	1,838,842.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	10,254,413.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007	3,684,933.			
c Excess from 2008	3,350,771.			
d Excess from 2009	1,790,894.			
e Excess from 2010	1,427,815.			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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 page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

ATTACHMENT 11

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	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
<div>a Paid during the year</div> <div>ATTACHMENT 12</div>				
Total ▶ 3a				1,070,944.
<div>b Approved for future payment</div> <div>ATTACHMENT 13</div>				
Total ▶ 3b				119,195.

Form 990-PF (2010)

Schedule of Contributors

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

OMB No 1545-0047

2010

Name of the organization

THE SAMUELI FOUNDATION

Employer identification number

33-0758237

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 THE SAMUELI FOUNDATION

Employer identification number
33-0758237**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	HS MANAGEMENT, LP 2101 E. COAST HIGHWAY, SUITE 300 CORONA DEL MAR, CA 92625	\$ 708,842.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	HS MANAGEMENT, LP 2101 E. COAST HIGHWAY, SUITE 300 CORONA DEL MAR, CA 92625	\$ 1,130,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
708,944.		SEE STATEMENT A PROPERTY TYPE: SECURITIES 237.				D	VARIOUS 708,707.	VARIOUS
TOTAL GAIN (LOSS)							<u>708,707.</u>	

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for
Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2010

Name of estate or trust

THE SAMUELI FOUNDATION

Employer identification number

33-0758237

Note: Form 5227 filers need to complete only Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					1b
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					2
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					3
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet					4 ()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ►					5

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b 708,707.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					7
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					8
9 Capital gain distributions					9
10 Gain from Form 4797, Part I					10
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet					11 ()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ►					12 708,707.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2010

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		
14	Net long-term gain or (loss):			
a	Total for year	14a		708,707.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		708,707.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation	
16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000
16	()

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates	
Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero	
Caution: Skip this part and complete the worksheet on page 8 of the instructions if	
<ul style="list-style-type: none"> • Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or • Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero 	
Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.	
17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)
20	Add lines 18 and 19
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-
22	Subtract line 21 from line 20. If zero or less, enter -0-
23	Subtract line 22 from line 17. If zero or less, enter -0-
24	Enter the smaller of the amount on line 17 or \$2,300
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23.
26	Subtract line 25 from line 24
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30; go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)
29	Subtract line 28 from line 27
30	Multiply line 29 by 15% (.15)
31	Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041).
32	Add lines 30 and 31
33	Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041).
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36).

Schedule D (Form 1041) 2010

Samueli Foundation

Capital Gains

12/31/10

Ticker	Stock Name	Exchange Fund Distr	Date Acquired	Date Sold	# of Shares	Tax Cost Value	Proceeds	Tax Gain/Loss
FDO	Family Dollar Store	GS2000 or Belcrest	05/25/00	03/01/10	21,707	236.69	708,943.78	708,707.09
						\$ 236.69	\$ 708,943.78	\$ 708,707.09

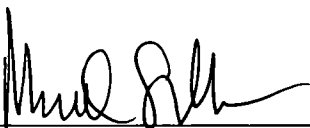
STATEMENT A

STATEMENT/ELECTION TO TREAT PRIVATE FOUNDATION AS
A "CONDUIT" FOUNDATION PURSUANT TO IRC §170(b)(1)(F)

The Samueli Foundation (33-0758237)
Tax Year: 2010

Pursuant to IRC §170(b)(1)(F) and Reg. §1.170A-9(h)(2), the above referenced foundation hereby elects to be treated as a "conduit" foundation for the 2010 tax year. The following are distributions made out of corpus pursuant to IRC §4942(h):

<u>Tax Year</u>	<u>Amount</u>
2007	<u>\$ 1,838,842.</u>

Signed: 

Date: x 11/14/11

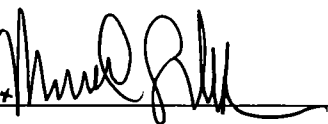
Name and Title: Michael Schulman Director/CFO

ELECTION TO TREAT UNUSED PRIOR YEAR CORPUS DISTRIBUTIONS
AS CURRENT YEAR CORPUS DISTRIBUTIONS

The Samueli Foundation (33-0758237)
Tax Year: 2010

Pursuant to Reg. 53.4942(a)-3(c)(2)(iv), the above referenced foundation hereby elects to treat, as a current distribution out of corpus, the following unused prior tax year's distributions that were treated as corpus distributions under Reg. 53.4942(a)-3(d)(1)(iii) in such prior tax year:

<u>Tax Year</u>	<u>Amount</u>
2007	<u>\$ 1,838,842.</u>

Signed: *  _____ Date: * 11/14/11

Name and Title * Michael Schubert Director/CFO

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST	1,826.	1,826.
TOTAL	<u>1,826.</u>	<u>1,826.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDENDS	24.	24.
TOTAL	<u>24.</u>	<u>24.</u>

ATTACHMENT 3FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	17,149.	4,287.		12,862.
TAX PREPARATION FEES	8,900.	2,225.		6,675.
TOTALS	<u>26,049.</u>	<u>6,512.</u>	<u>0.</u>	<u>19,537.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
CONSULTING FEES	2,295.	0.	2,295.
CUSTODIAL FEES	500.	500.	0.
TOTALS	<u>2,795.</u>	<u>500.</u>	<u>2,295.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
TAXES & LICENSES	170.	0.	170.
PAYROLL TAXES	4,926.	0.	4,926.
STATE TAXES	10.	0.	10.
PROPERTY TAXES	33.	0.	33.
FEDERAL TAXES	25,000.	0.	0.
TOTALS	<u>30,139.</u>	<u>0.</u>	<u>5,139.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OFFICE EXPENSES	3,856.	0.	3,856.
OTHER ADMIN EXPENSES	1,030.	0.	1,030.
AUTO EXPENSES	6,937.	0.	6,937.
MEALS & ENTERTAINMENT	44,972.	0.	44,972.
BANK CHARGES	225.	225.	0.
TELEPHONE & INTERNET	5,274.	0.	5,274.
MANAGEMENT FEES	12,000.	4,800.	4,800.
TRAINING	913.	0.	913.
INSURANCE	2,837.	0.	2,837.
PAYROLL PROCESSING FEES	2,939.	0.	2,939.
DUES & SUBSCRIPTIONS	5,476.	0.	5,476.
TOTALS	86,459.	5,025.	79,034.

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENTATTACHMENT 7

FIXED ASSET DETAIL ACCUMULATED DEPRECIATION DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL		
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS
PROXIMA ULTEA LGT	M5	6,442.		6,442.		6,442.	6,442.
SOFTWARE-WEBSITE	SL	14,700.			14,700.	9,800.	4,900.
SOFTWARE-CRM	SL	10,800.			10,800.	6,300.	3,600.
SOFTWARE-CRM	SL	5,400.			5,400.	3,150.	1,800.
SOFTWARE-CRM	SL	5,400.			5,400.	3,150.	1,800.
SOFTWARE-CRM	SL	8,615.			8,615.	3,590.	2,872.
TOTALS		<u>51,357.</u>			<u>44,915.</u>	<u>32,432.</u>	<u>40,952.</u>

ATTACHMENT 8FORM 990PF, PART II - LOANS FROM OFFICERS, DIRECTORS, ETC.

LENDER: DUE TO SHILOH TRUST
ORIGINAL AMOUNT: 100,000.
DATE OF NOTE: 12/23/2009
MATURITY DATE: 12/22/2012
REPAYMENT TERMS: OUTSTANDING PRINCIPAL SHALL BE PAID ON 12/22/12
SECURITY PROVIDED: NONE
PURPOSE OF LOAN: FUND OPERATIONS
DESCRIPTION AND FMV CASH
OF CONSIDERATION:

BEGINNING BALANCE DUE 100,000.

ENDING BALANCE DUE 0.

TOTAL BEGINNING LOANS FROM OFFICERS, DIRECTORS, ETC. 100,000.

TOTAL ENDING LOANS FROM OFFICERS, DIRECTORS, ETC. 0.

THE SAMUELI FOUNDATION

33-0758237

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 9

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
HENRY SAMUELI 2101 E. COAST HIGHWAY, SUITE 300 CORONA DEL MAR, CA 92625-1941	SECRETARY 1.00	0.	0.	0.
SUSAN SAMUELI 2101 E. COAST HIGHWAY, SUITE 300 CORONA DEL MAR, CA 92625-1941	PRESIDENT 5.00	0.	0.	0.
MICHAEL SCHULMAN 2101 E. COAST HIGHWAY, SUITE 300 CORONA DEL MAR, CA 92625-1941	EXECUTIVE DIRECTOR 1.00	0.	0.	0.
GERALD SOLOMON 2101 E. COAST HIGHWAY, SUITE 300 CORONA DEL MAR, CA 92625-1941	EXECUTIVE DIRECTOR 11.00	79,609.	2,462.	0.
GRAND TOTALS		79,609.	2,462.	0.

1901.60

ATTACHMENT 9

THE SAMUELI FOUNDATION

33-0758237

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

		ATTACHMENT 10	
NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES
MAGGIE SCHERER 2101 E. COAST HIGHWAY SUITE 300 CORONA DEL MAR, CA 92625-1941	EXECUTIVE ASSISTANT 40.00	60,751.	0.
	TOTAL COMPENSATION	60,751.	0.

1901.60

ATTACHMENT 10

THE SAMUELI FOUNDATION

33-0758237

ATTACHMENT 11

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

HENRY SAMUELI
SUSAN SAMUELI

FORM 990PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SEE ATTACHED STATEMENT

NONE

PUBLIC CHARITY

GENERAL

1,070,944.

TOTAL CONTRIBUTIONS PAID

1,070,944.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR OF 2010

RECIPIENT NAME AND ADDRESS	RECIPIENT STATUS	PURPOSE OF GRANT	RECIPIENT RELATIONSHIP	AMOUNT
American Academy of Arts & Sciences 136 Irving Street Cambridge, MA 02138-1996	Public Charity	EDUCATION Annual Contribution	None	5,000.00
Anaheim Ducks Foundation 2695 E. Katella Ave Anaheim, CA 92806	Public Charity	SOCIAL SVC Program Support	Related	121,144.98
California State University of Fullerton 2600 E. Nutwood Ave Suite 850 Fullerton, CA 92831	Public Charity	EDUCATION Program Support Scholarship Support	None	50,000.00
CASA 1615 E 17th Street, Suite 100 Santa Ana, CA 92705	Public Charity	SOCIAL SERVICES Program Support Operating	None	10,000.00
CHOC Foundation 1 Federation Way, Suite 200 Irvine, CA 92603	Public Charity	HEALTH CAM Program Support	None	50,000.00
Coming Home Project 1801 Brush Street, Suite 213 San Francisco, CA 94109	Public Charity	SOCIAL SERVICES Program Support	None	10,000.00
Eddie Nash Foundation 307 W. Taft Avenue Orange, CA 92865	Public Charity	SOCIAL SERVICES Program Support	None	10,000.00
Girls Incorporated of Orange County 1815 Anaheim Avenue Costa Mesa, CA 92672	Public Charity	SOCIAL SERVICES Program Support	None	10,000.00
Goals 1170 N La Palma Park Anaheim, CA 92801	Public Charity	SOCIAL SERVICES Program Support	None	10,000.00
Grantmakers in Health 1100 Connecticut Ave, Suite 1200 Washington DC, 20036	Public Charity	HEALTH Program Support	None	20,000.00
Grantmakers for Education 720 SW Washington St., Suite 605 Portland, OR 97205	Public Charity	EDUCATION Program Support	None	10,200.00
Groundwork Group of Orange County 1505 East 17th Street Santa Ana, CA 92705	Public Charity	SOCIAL SVC Program Support	None	25,000.00
Hands Together 201 Civic Center Drive Santa Ana, CA 92701	Public Charity	SOCIAL SVC Program Support Operating	None	28,000.00
Hillel Council of UCLA 574 Hilgard Avenue Los Angeles, CA 90024	Public Charity	RELIGIOUS EVENT SUPPORT not attended	None	2,500.00

Human Options P.O. Box 53745 Irvine, CA 92619-3745	Public Charity	SOCIAL SVC Program Support Operating	None	30,000.00
Jefferson Myrna Brind Center 925 Chestnut Street Philadelphia, PA 19107	Public Charity	HEALTH PROGRAM SUPPORT	None	10,000.00
Jewish Community Center of OC 1 Federation Way, Suite 200 Irvine, CA 92603	Public Charity	RELIGIOUS Annual Operating Expenses	None	25,000.00
Jewish Federation of OC 1 Federation Way, Suite 210 Irvine, CA 92603	Public Charity	RELIGIOUS Program/Event Support Israel Expo Birthright Rose Initiative	None	65,000.00
Kehilat Ra'anana for 94 Pardes Mashutaf St. Ra'anana, Israel 43356	Public Charity	RELIGIOUS Operating Support	None	100,000.00
Kidsworld 1902 W. Chestnut Avenue Santa Ana, CA 92703	Public Charity	SOCIAL SVC Program Support	None	50,000.00
Marconi Foundation for Kids 1302 Industrial Drive Tustin, CA 92780	Public Charity	SOCIAL SVC Event	None	4,503.00
Music for a Cure 9140 Irvine Center Drive Irvine, CA 92618	Public Charity	HEALTH Program Support	None	10,000.00
Newport Sports Museum 100 Newport Center Drive, Suite 100 Newport Beach, CA 92660	Public Charity	SOCIAL SVC Program Support	None	10,000.00
OC Performing Arts Center Segerstrom Hall Costa Mesa, CA 92626	Public Charity	ARTS Program Support Samueli Theater	None	50,000.00
Orange County Museum of Art 850 San Clemente Drive Newport Beach, CA 92660	Public Charity	ARTS Program Support	None	5,000.00
OC HS of the Arts Foundation 3591 Cerritos Avenue Los Alamitos, CA 90720	Public Charity	EDUCATION Program Support	None	10,000.00
People to People International 1956 Ambassador Way Spokane, WA 99224	Public Charity	SOCIAL SVC Program Support	None	5,000.00
Project Hope 343 East Grove Ave. Anaheim, CA 92802	Public Charity	SOCIAL SVC Program Support	None	15,000.00
Share Our Selves 1550 Superior Ave Costa Mesa, CA 92627	Public Charity	SOCIAL SVC Project Support	None	10,000.00
Telluride Foundation 620 Mountain Village Blvd , Suite 28 Telluride, CA 81435	Public Charity	SOCIAL SVC Project Support	None	25,000.00
Temple Beth El	Public Charity	RELIGIOUS	None	10,000.00

2A Liberty			Operating Support			
Aliso Viejo						
CA						
92656-3372						
Teemu Selanne Youth Sports Foundation	Public Charity		SOCIAL SVC	None		15,000.00
22431 Antonio Parkway, Suite B-160-800			Program Support			
Rancho Santa Margarita, CA 92688						
UCI Foundation	Public Charity		EDUCATION	None		100,500.00
4199 Campus Drive, Suite 402			Project Support			
Irvine, CA 92697						
UC Regents/Susan Samueli Ctr.	Public Charity		EDUCATION	None		5,000.00
UC Irvine College of Medicine			Project Support SSCIM			
1034 Hewitt Hall						
Irvine, CA 92697						
UCLA Foundation	Public Charity		EDUCATION	None		18,000.00
Emily Lerner - Athletics Dept.			Project Support			
P.O. Box 24209						
Los Angeles, CA 90099-4214						
USA Hockey Foundation	Public Charity		SOCIAL SVC	None		1,000.00
1775 Bob Johnson Drive			Program Support			
Colorado Springs, CO 80906			Membership			
Volunteer Center Orange County	Public Charity		EDUCATION	None		75,000.00
1901 E. Fourth Street			Project Support			
Santa Ana, CA 92705						
Santa Ana School District	Public Charity		SOCIAL SVC	None		60,095.56
1601 E Chestnut Ave			Sports Equipment			
Santa Ana, CA 92701						

1,070,943.54

FORM 990FE, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 13

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SEE ATTACHED STATEMENT

NONE
PUBLIC CHARITY

GENERAL

119,195.

TOTAL CONTRIBUTIONS APPROVED

119,195.

THE SAMUELI FAMILY FOUNDATION

33-0758237

FORM 990-PF

2010 GRANTS AND CONTRIBUTIONS
APPROVED FOR FUTURE PAYMENT

RECIPIENT NAME AND ADDRESS	RECIPIENT STATUS	PURPOSE OF GRANT	Grant (GR) Pledge (PL)	RECIPIENT RELATIONSHIP	AMOUNT	Pledge Period
SIIB	Public Charity	Annual gift	GR	Related	100,000.00	2010
Anaheim Ducks Foundation 2695 E. Katella Ave Anaheim, CA 92806	Public Charity	Equipment	GR	Related	6,695.00	2010
UCI Foundation 4199 Campus Drive, Suite 402 Irvine, CA 92697	Public Charity	Executive roundtable	GR	None	12,500.00	2010

\$ 119,195.00

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

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

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

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

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

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

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

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

Type or print	Name of exempt organization	Employer identification number
	THE SAMUELI FOUNDATION	33-0758237
	Number, street, and room or suite no. If a P.O. box, see instructions.	
	2101 E. COAST HIGHWAY, SUITE 300	
File by the due date for filing your return. See instructions.	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	CORONA DEL MAR, CA 92625-1941	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ MICHAEL SCHULMAN

Telephone No ▶ 949 760-4300

FAX No. ▶ _____

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2011, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ▶ ☒ calendar year 2010 or
- ▶ ☐ tax year beginning _____, 20____, and ending _____, 20____

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	25,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$	25,000.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	0.

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

For Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2011)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box. ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

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

Type or print File by the extended due date for filing your return. See instructions.	Name of exempt organization THE SAMUELI FOUNDATION	Employer identification number 33-0758237
	Number, street, and room or suite no. If a P.O. box, see instructions 2101 E. COAST HIGHWAY, SUITE 300	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions CORONA DEL MAR, CA 92625-1941	

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

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

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

- The books are in the care of ☒ **MICHAEL SCHULMAN**
Telephone No ☒ **949 760-4300** FAX No. ☐
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/15, 20115 For calendar year 2010, or other tax year beginning , 20 , and ending , 20 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period7 State in detail why you need the extension AN UNAVOIDABLE DELAY HAS BEEN EXPERIENCED IN ASSEMBLING THE ESSENTIAL DATA NECESSARY FOR THE PREPARATION OF THE RETURN. THE TIME REQUESTED WILL BE REQUIRED FOR PREPARING THE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	25,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	25,000.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	8c	\$	0.

Signature and Verification

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

Signature *James S. Schulman* Title CPA Date 7/18/2011
Form 8868 (Rev. 1-2011)