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

2010

Department of the Treasury
Internal Revenue Service

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

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

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

John M. Lloyd Foundation
11777 San Vicente Blvd. #745
Los Angeles, CA 90049

A Employer identification number
36-3766003

B Telephone number (see the instructions)
310 622 1040

C If exemption application is pending, check here

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

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

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
 ▶ \$ 7,449,505.

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

SCANNED AUG 17 2011

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
--	------------------------------------	---------------------------	-------------------------	-------------------------------------------------------------

1 Contributions, gifts, grants, etc. received (att sch)				
2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	2,792.	2,792.	N/A	
4 Dividends and interest from securities	158,087.	158,087.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	419,046.			
b Gross sales price for all assets on line 6a	1,995,427.			
7 Capital gain net income (from Part IV, line 2)		419,046.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule) See Statement 1	2,476.	2,476.		
12 Total. Add lines 1 through 11	582,401.	582,401.		

13 Compensation of officers, directors, trustees, etc	94,524.			94,524.
14 Other employee salaries and wages				
15 Pension plans, employee benefits	17,721.			17,721.
16a Legal fees (attach schedule) See St 2	86.			86.
b Accounting fees (attach sch) See St 3	3,575.			3,575.
c Other prof fees (attach sch) See St 4	57,797.	57,797.		
17 Interest				
18 Taxes (attach schedule)(see instr) See Stmt 5	3,434.	3,349.		85.
19 Depreciation (attach sch) and depletion	1,009.			
20 Occupancy	2,452.			2,452.
21 Travel, conferences, and meetings	17,562.			17,562.
22 Printing and publications				
23 Other expenses (attach schedule) See Statement 6	7,869.	1,348.		6,558.
24 Total operating and administrative expenses. Add lines 13 through 23	206,029.	62,494.		142,563.
25 Contributions, gifts, grants paid Part XV	250,000.			250,000.
26 Total expenses and disbursements. Add lines 24 and 25	456,029.	62,494.		392,563.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	126,372.			
b Net investment income (if negative, enter -0-)		519,907.		
c Adjusted net income (if negative, enter -0-)				

P 17

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
ASSETS	1	Cash – non-interest-bearing	19,535.	382,003.	382,003.
	2	Savings and temporary cash investments	54,181.	84,159.	84,159.
	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 the instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) Statement 7	2,759,937.	2,608,661.	2,769,251.
	c	Investments – corporate bonds (attach schedule) Statement 8	839,590.	892,275.	927,717.
	11	Investments – land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments – mortgage loans				
13	Investments – other (attach schedule) Statement 9	2,271,862.	2,590,907.	3,284,197.	
14	Land, buildings, and equipment, basis 33,629.				
	Less: accumulated depreciation (attach schedule) See Stmt 10 31,451.	3,187.	2,178.	2,178.	
15	Other assets (describe)				
16	Total assets (to be completed by all filers – see instructions Also, see page 1, item I)	5,948,292.	6,560,183.	7,449,505.	
LIABILITIES	17	Accounts payable and accrued expenses	1,308.	3,301.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	1,308.	3,301.	
FUNDS ASSETS OR	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 and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	5,946,984.	6,556,882.	
	30	Total net assets or fund balances (see the instructions)	5,946,984.	6,556,882.	
	31	Total liabilities and net assets/fund balances (see the instructions)	5,948,292.	6,560,183.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,946,984.
2	Enter amount from Part I, line 27a	2	126,372.
3	Other increases not included in line 2 (itemize) See Statement 11	3	483,526.
4	Add lines 1, 2, and 3	4	6,556,882.
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	6,556,882.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a See Statement 12			
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			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
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	419,046.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8]	3	0.

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see 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 (column (b) divided by column (c))
2009	538,887.	5,538,047.	0.097306
2008	540,619.	6,893,219.	0.078428
2007	544,517.	10,015,972.	0.054365
2006	578,693.	8,506,865.	0.068027
2005	520,035.	8,075,071.	0.064400

2 Total of line 1, column (d)	2	0.362526
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.072505
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	7,018,764.
5 Multiply line 4 by line 3	5	508,895.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,199.
7 Add lines 5 and 6	7	514,094.
8 Enter qualifying distributions from Part XII, line 4	8	392,563.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	10,398.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	10,398.
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	10,398.
6 Credits/Payments			
a 2010 estimated tax prmts and 2009 overpayment credited to 2010	6a	3,105.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	7,800.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	10,905.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	507.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax	11	507. Refunded	0.

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ 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. See Statement 13		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>	X	
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) <u>CA IL</u>		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (Continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>www.johnmlloyd.org</u>	13	X	
14	The books are in care of <u>Robert Estrin</u> Telephone no <u>310 622 1040</u> Located at <u>11777 San Vicente Blvd, Ste 745 Los Angeles</u> ZIP + 4 <u>90049</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	N/A
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see the instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	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 VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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 (see instructions)

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

2		

All other program-related investments See instructions		
3		

Total. Add lines 1 through 3		0.

BAA

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	6,710,172.
b	Average of monthly cash balances	1b	415,477.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	7,125,649.
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	7,125,649.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	106,885.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,018,764.
6	Minimum investment return. Enter 5% of line 5	6	350,938.

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	350,938.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	10,398.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	10,398.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	340,540.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	340,540.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	340,540.

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	392,563.
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
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	392,563.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	392,563.

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				340,540.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005	128,795.			
b From 2006	164,594.			
c From 2007	75,247.			
d From 2008	199,742.			
e From 2009	262,934.			
f Total of lines 3a through e	831,312.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 392,563.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2010 distributable amount				340,540.
e Remaining amount distributed out of corpus	52,023.			
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	883,335.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	128,795.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	754,540.			
10 Analysis of line 9				
a Excess from 2006	164,594.			
b Excess from 2007	75,247.			
c Excess from 2008	199,742.			
d Excess from 2009	262,934.			
e Excess from 2010	52,023.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

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

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

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

See Statement 15

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

See Statement for Line 2a

c Any submission deadlines.

See Statement for Line 2a

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

See Statement for Line 2a

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a Paid during the year See Statement 16</p>				
Total				▶ 3a 250,000.
<p>b Approved for future payment</p>				
Total				▶ 3b

John M. Lloyd Foundation

36-3766003

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Class Action Proceeds	\$ 2,476.	2,476.	
Total	<u>\$ 2,476.</u>	<u>2,476.</u>	<u>0.</u>

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

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
K&L Gates LLP	\$ 86.			\$ 86.
Total	<u>\$ 86.</u>	<u>\$ 0.</u>		<u>\$ 86.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Vasquez and Company	\$ 3,575.			\$ 3,575.
Total	<u>\$ 3,575.</u>	<u>\$ 0.</u>		<u>\$ 3,575.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Management	\$ 22,359.	\$ 22,359.		
Money Managers Advisory Research	8,701.	8,701.		
Money Managers Capital Guardian	404.	404.		
Money Managers Silchester	5,123.	5,123.		
Money Managers-Commons	5,832.	5,832.		
Money Managers-Eagle	9,342.	9,342.		
Money Managers-Mayo Capital	6,036.	6,036.		
Total	<u>\$ 57,797.</u>	<u>\$ 57,797.</u>		<u>\$ 0.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Withholding Taxes	\$ 3,349.	\$ 3,349.		
Personal Property Taxes	85.			85.
Total	<u>\$ 3,434.</u>	<u>\$ 3,349.</u>		<u>\$ 85.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank Charges	\$ 1,398.	\$ 1,348.		\$ 50.
Computer Maintenance	235.			235.
Directors & Officers Insurance	750.			750.
Dues	2,340.			2,340.
Fees & Licenses	64.			64.
General Liability Insurance	1,394.			1,394.
Office Supplies	593.			593.
Parking and Transportation	148.			184.
Payroll Processing	948.			948.
Rounding	-1.			
Total	<u>\$ 7,869.</u>	<u>\$ 1,348.</u>		<u>\$ 6,558.</u>

Statement 7
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Eagle Managed Account	Cost	\$ 509,320.	\$ 835,753.
Advisory Research Managed Account	Cost	230,482.	281,800.
Calvert Large Cap Growth Fund	Cost	358,218.	318,833.
Capital Guardian EM Fund	Cost	305,717.	337,799.
US Trust (Mutual Funds)	Cost	1,204,924.	995,066.
Basis Adjustment	Cost	0.	0.
Total		<u>\$ 2,608,661.</u>	<u>\$ 2,769,251.</u>

John M. Lloyd Foundation

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Statement 8
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Pimco Total Return Fund	Cost	\$ 892,275.	\$ 927,717.
	Total	<u>\$ 892,275.</u>	<u>\$ 927,717.</u>

Statement 9
Form 990-PF, Part II, Line 13
Investments - Other

<u>Other Investments</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Commons Capital LP	Cost	\$ 167,686.	\$ 150,445.
Silchester	Cost	410,886.	433,378.
Mayo Capital	Cost	456,073.	555,521.
Archipelago	Cost	523,261.	1,111,400.
Centennial global Macro Fund Ltd	Cost	233,001.	262,519.
Claren Road	Cost	300,000.	307,089.
Owl Creek Overseas Fund LTD	Cost	500,000.	463,845.
Basis Adjustment	Cost	0.	0.
	Total	<u>\$ 2,590,907.</u>	<u>\$ 3,284,197.</u>

Statement 10
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

<u>Category</u>	<u>Basis</u>	<u>Accum. Deprec.</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Furniture and Fixtures	\$ 2,015.	\$ 2,015.	\$ 0.	\$ 0.
Machinery and Equipment	14,582.	12,404.	2,178.	2,178.
Improvements	17,032.	17,032.	0.	0.
Total	<u>\$ 33,629.</u>	<u>\$ 31,451.</u>	<u>\$ 2,178.</u>	<u>\$ 2,178.</u>

Statement 11
Form 990-PF, Part III, Line 3
Other Increases

Investment basis correction from prior year.	Total	<u>\$ 483,526.</u>
		<u>\$ 483,526.</u>

John M. Lloyd Foundation

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Statement 12
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	PIMCO CG Distribution	Purchased	Various	12/31/2010
2	US Trust (Advisory Research)	Purchased	Various	12/31/2010
3	Commons K-1	Purchased	Various	12/31/2010
4	MCP K-1	Purchased	Various	12/31/2010
5	Silchester K-1	Purchased	Various	12/31/2010
6	98.7547 Units Centennial Global Macro Fund	Purchased	3/26/2009	7/01/2010
7	26238.730 Units Archipelago	Purchased	12/31/2004	1/01/2010
8	5468.276 Units Archipelago	Purchased	12/31/2004	7/01/2010
9	5627.858 shares Calvert Large Cap Growth Fund	Purchased	3/27/2007	11/23/2010
10	Summary US Trust (Mutual Funds)	Purchased	Various	12/31/2010
11	Summary BoA (Eagle)	Purchased	Various	12/31/2010
12	Summary US Trust (Advisory Research)	Purchased	Various	12/31/2010

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	13,779.		0.	13,779.				\$ 13,779.
2	483.		0.	483.				483.
3	-26,769.		0.	-26,769.				-26,769.
4	-34,615.		0.	-34,615.				-34,615.
5	31,455.		0.	31,455.				31,455.
6	150,000.		146,999.	3,001.				3,001.
7	500,000.		261,440.	238,560.				238,560.
8	100,000.		54,485.	45,515.				45,515.
9	160,000.		189,265.	-29,265.				-29,265.
10	624,018.		509,878.	114,140.				114,140.
11	133,832.		89,719.	44,113.				44,113.
12	343,244.		324,595.	18,649.				18,649.
							Total	\$ 419,046.

Statement 13
Form 990-PF, Part VII-A, Line 2
Activities Not Previously Reported to the IRS

The foundation has developed a achievement award grant program:

The John M. Lloyd AIDS Leadership Award is an annual award to recognize, support and empower effective leaders in AIDS advocacy who have not yet been extensively recognized. A portion of the award will be paid directly to the honoree as an unrestricted gift to be used however s/he believes will build their leadership capacity. The balance of the award will be given to the organization for which the honoree works in support of the individual's AIDS advocacy work.

With this award, the Foundation hopes to offer encouragement and inspire innovation to individuals with outstanding vision and leadership skills. The Foundation gives preference to individuals whose advocacy work has been in line with the Foundation's funding objectives.

John M. Lloyd Foundation

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Statement 14
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
Melanie Havelin 11777 San Vicente Blvd Los Angeles, CA 90049	Executive Direc 32.00	\$ 94,524.	\$ 0.	\$ 0.
Zoe Lloyd Foxley 1177 San Vicente Blvd. No. 745 Los Angeles, CA 90049	President 2.00	0.	0.	0.
Mary Lloyd Estrin 1177 San Vicente Blvd. No. 745 Los Angeles, CA 90049	Vice President 2.00	0.	0.	0.
Trish Karlin 1177 San Vicente Blvd. No. 745 Los Angeles, CA 90049	Treasurer 2.00	0.	0.	0.
Jesse Estrin 1177 San Vicente Blvd. No. 745 Los Angeles, CA 90049	Secretary 2.00	0.	0.	0.
Robert Estrin 1177 San Vicente Blvd. No. 745 Los Angeles, CA 90049	Director 2.00	0.	0.	0.
Sharon Gelman 1177 San Vicente Blvd. No. 745 Los Angeles, CA 90049	Director 2.00	0.	0.	0.
Linda Klein 1177 San Vicente Blvd. No. 745 Los Angeles, CA 90049	Director 2.00	0.	0.	0.
Heidi Mage Lloyd 1177 San Vicente Blvd. No. 745 Los Angeles, CA 90049	Director 2.00	0.	0.	0.
Total		<u>\$ 94,524.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 15
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:
Name: Diana Schafer
Care Of: John M. Lloyd Foundation
Street Address: 11777 San Vicente Blvd Ste 745
City, State, Zip Code: Los Angeles, CA 90049
Telephone: 310 622 1040
Form and Content: Grant applications provided upon request.
Submission Deadlines: As determined by board of trustees.

John M. Lloyd Foundation

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Statement 15 (continued)
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Restrictions on Awards: The Foundation gives preference to organizations and projects that advocate for evidence-based policies, those that mobilize awareness and support for AIDS programs, and those that employ innovation to battle the HIV/AIDS pandemic.

Statement 16
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Center for Health and Gender Equity 1317 F Street NW Washington, DC 20004	N/A	Public	General Support.	\$ 30,000.
Health GAP 429 West 127th St 2nd Floor New York, NY 10027	N/A	Public	To promote media coverage of the global AIDS pandemic.	2,000.
Center for Health and Gender Equity 1317 F Street NW Washington, DC 20004	N/A	Public	For executive coaching for CHANGE's president.	6,500.

John M. Lloyd Foundation

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Statement 16 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Center for Health and Gender Equity 1317 F Street NW Suite 400 Washington, DC 20004	N/A	Public	For the Global Health coalition, a network of global health advocacy organizations (focused on HIV/AIDS and infectious diseases, child health, maternal health, sexual and reproductive health and rights, health workforce, neglected diseases, and comprehensive primary healthcare) that has come together to consider how US development assistance for health should be structured in the future.	\$ 11,500.
Health GAP 429 West 127 St 2nd Floor New York, NY 10027	N/A	Public	To win new investments from wealthy countries to fund the Global Fund to fight AIDs, tuberculosis & malaria & from US to fund the President's Emergency Plan for AIDs Relief; & to ensure the inclusion of increased funding in the US Global Health Initiative.	20,000.

John M. Lloyd Foundation

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Statement 16 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Project Inform 1375 Mission Street San Francisco, CA 94103	N/A	Public	For a new US national initiative, Testing & Linkage to Care Plus (TLC+), that will promote increased HIV testing and greater linkage to care and treatment as a means of improving individual health outcomes while also reducing HIV incidence.	\$ 14,000.
Center for Health and Gender Equity 1317 F St NW Suite 400 Washington, DC 20004	N/A	Public	To mobilize support for optimal approaches to HIV prevention within US global policies, including an emphasis on rights, integration with other sexual and reproductive health programs, and consultation with women living with HIV.	20,000.
Artists for a New South Africa 2999 Overland Ave Suite 102 Los Angeles, CA 90064	N/A	Public	To use the arts, culture, and media to raise awareness and funding to address the HIV/AIDS epidemic in South Africa.	19,000.

John M. Lloyd Foundation

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Statement 16 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
AIDS & Rights Alliance for S. Africa 5th Fl Mercantile Bldg 63 Hout St Cape Town, Western Cape 8001 South Africa	N/A	NGO	For an online training programme to expand access to ARASA training on HIV/TB and Human Rights in southern and eastern Africa.	\$ 19,000.
Friends of the Global Fight Against AIDS 901 15th St NW Suite 410 Washington, DC 20005	N/A	Public	To plan and implement a Congressional educational site visit to Global Fund-financed projects in Latin America and to organize and host a series of meetings in Washington, DC for two Global Fund-financed recipients with policy makers.	14,000.
University Allied for Essential Medicine 2625 Alcatraz Ave #180 Berkley, CA 94705	N/A	Public	To urge universities to adopt socially responsible access policies to ensure that all life-saving innovations developed in campus laboratories are made swiftly available in the developing world at the lowest possible price.	14,000.

John M. Lloyd Foundation

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Statement 16 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Ms Foundation for Women 12 Metrotech Center 26th Fl Brooklyn, NY 11201	N/A	Public	To convene representatives from US community-based organizations, local and state AIDS directors, and selected federal agencies to explore the adoption of HIV surveillance systems that incorporate social determinants.	\$ 30,000.
AIDS Law Project Unit 6/0002, 6th Fl, 23 Jonssen St Braamfontein, 2001 South Africa	N/A	NGO	John M. Lloyd AIDS Leadership Award: to recognize, support and empower effective leaders in AIDS advocacy who have not yet been extensively recognized.	18,750.
Treatment Action Campaign 122 Longmarket Street Cape Town, 8001 South Africa	N/A	NGO	John M. Lloyd AIDS Leadership Award: to recognize, support and empower effective leaders in AIDS advocacy who have not yet been extensively recognized.	18,750.

John M. Lloyd Foundation

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Statement 16 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Vuyiseka Dubula 5051 Ruth First St Cape Town, 7785 South Africa	None	N/A	John M. Lloyd AIDS Leadership Award: to recognize, support and empower effective leaders in AIDS advocacy who have not yet been extensively recognized.	\$ 6,250.
Nonkosi Khumalo 2796 Khobwood Str. Ebony Park Johannesburg, South Africa	None	N/A	John M. Lloyd AIDS Leadership Award: to recognize, support and empower effective leaders in AIDS advocacy who have not yet been extensively recognized.	6,250.
Total				\$ <u>250,000.</u>

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

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

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

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

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

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

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

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

Type or print	Name of exempt organization John M. Lloyd Foundation	Employer identification number 36-3766003
File by the due date for filing your return. See instructions	Number, street, and room or suite number. If a P.O. box, see instructions 11777 San Vicente Blvd. #745	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions Los Angeles, CA 90049	

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

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

- The books are in the care of ▶ Robert Estrin -----

Telephone No ▶ 310 622 1040 ----- FAX No ▶ 310 622 1020 -----

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

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

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

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	10,366.
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	\$	10,905.
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