Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2010

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

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

Name of foundation
THE HENRY MAYO NEWHALL FOUNDATION
C/O KRAMER, BLUM AND ASSOCIATES, INC.

A Employer identification number
94-6073084

Number and street (or P O box number if mail is not delivered to street address) Room/suite
57 POST STREET 510

B Telephone number
(415) 981-2966

City or town, state, and ZIP code
SAN FRANCISCO, CA 94104

C If exemption application is pending, check here ▶ ☐
D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 36,550,527.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	14,146.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	108.	108.		STATEMENT 1
	4 Dividends and interest from securities	1,016,919.	1,016,919.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	892,666.			
	b Gross sales price for all assets on line 6a 20,644,830.				
	7 Capital gain net income (from Part IV, line 2)		892,666.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	1,923,839.	1,909,693.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	33,133.	24,850.		8,283.
	c Other professional fees STMT 4	275,416.	169,773.		105,643.
	17 Interest				
	18 Taxes STMT 5	28,864.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	9,878.	0.		9,878.
	22 Printing and publications				
	23 Other expenses STMT 6	7,676.	108.		7,568.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	354,967.	194,731.		131,372.
	25 Contributions, gifts, grants paid	1,280,575.			1,280,575.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,635,542.	194,731.		1,411,947.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	288,297.			
	b **Net investment income** (if negative, enter -0-)		1,714,962.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	431,738.	983,683.	983,683.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 7	2,461,207.	2,484,167.	2,498,907.
	b Investments - corporate stock STMT 8	8,586,072.	9,449,756.	12,084,747.
	c Investments - corporate bonds STMT 9	6,691,961.	4,965,375.	5,356,865.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	12,235,182.	12,949,715.	15,626,325.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	30,406,160.	30,832,696.	36,550,527.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	30,406,160.	30,832,696.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	30,406,160.	30,832,696.	
	31 Total liabilities and net assets/fund balances	30,406,160.	30,832,696.	

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	30,406,160.
2 Enter amount from Part I, line 27a	2	288,297.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN	3	138,239.
4 Add lines 1, 2, and 3	4	30,832,696.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	30,832,696.

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	CHARLES SCHWAB CAPITAL GAINS DISTRIBUTIONS	P		
b	CHARLES SCHWAB (SEE ATTACHMENT A)	P	VARIOUS	VARIOUS
c	CHARLES SCHWAB (SEE ATTACHMENT A)	P	VARIOUS	VARIOUS
d	CHARLES SCHWAB (SEE ATTACHMENT A)	D	VARIOUS	VARIOUS
e	CHARLES SCHWAB SHORT TERM CAPITAL GAINS	P	VARIOUS	VARIOUS

	(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	20,690.			20,690.
b	11,743,161.		11,700,841.	42,320.
c	5,936,732.		5,513,032.	423,700.
d	2,944,247.		2,538,236.	406,011.
e			55.	-55.

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				20,690.
b				42,320.
c				423,700.
d				406,011.
e				-55.

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 — 892,666.

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

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	1,662,460.	30,736,464.	.054088
2008	968,708.	13,450,604.	.072020
2007	699,757.	13,892,714.	.050369
2006	522,798.	12,739,857.	.041036
2005	586,230.	12,119,304.	.048372

2	**Total** of line 1, column (d)	2	.265885
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	.053177
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	33,713,846.
5	Multiply line 4 by line 3	5	1,792,801.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	17,150.
7	Add lines 5 and 6	7	1,809,951.
8	Enter qualifying distributions from Part XII, line 4	8	1,411,947.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	34,299.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	34,299.
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	34,299.
6 Credits/Payments:				
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	28,865.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	28,865.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	5,434.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶		**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *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*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.NEWHALLFOUNDATION.ORG

14 The books are in care of ▶ KRAMER, BLUM AND ASSOCIATES, INC. Telephone no ▶ (415) 981-2966

Located at ▶ 57 POST STREET, SAN FRANCISCO, CA ZIP+4 ▶ 94104

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

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

5a During the year did the foundation pay or incur any amount to:
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53 4945-5(d)
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X
If "Yes" to 6b, file Form 8870
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATLANTIC TRUST PRIVATE WEALTH MANAGEMENT - 4675 MAC ARTHUR COURT, SUITE 1150, NEWPORT	INVESTMENT MANAGEMENT	169,773.
KRAMER, BLUM AND ASSOCIATIONS 57 POST STREET, SAN FRANCISCO, CA 94104	FINANCIAL MANAGEMENT	105,643.
BURR PILGER MAYER, INC. - 600 CALIFORNIA STREET, SUITE 1300, SAN FRANCISCO, CA 94108	ACCOUNTING	33,133.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	33,061,447.
b	Average of monthly cash balances		1b	1,165,808.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	34,227,255.
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	34,227,255.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	513,409.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	33,713,846.
6	**Minimum investment return.** Enter 5% of line 5		6	1,685,692.

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	1,685,692.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 34,299.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	34,299.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	1,651,393.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	1,651,393.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	1,651,393.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,411,947.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,411,947.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,411,947.

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					1,651,393.
2 Undistributed income, if any, as of the end of 2010					
a Enter amount for 2009 only				0.	
b Total for prior years: _____, _____, _____			0.		
3 Excess distributions carryover, if any, to 2010:					
a From 2005					
b From 2006					
c From 2007	190,386.				
d From 2008	302,128.				
e From 2009	147,347.				
f **Total** of lines 3a through e		639,861.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 1,411,947.					
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					1,411,947.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)		239,446.			239,446.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f 4c, and 4e Subtract line 5		400,415.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr				0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		400,415.			
10 Analysis of line 9:					
a Excess from 2006					
b Excess from 2007					
c Excess from 2008	253,068.				
d Excess from 2009	147,347.				
e Excess from 2010					

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

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 12

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED STATEMENT B	NONE	PUBLIC CHARITY	GENERAL FUND	1,280,575.
Total			▶ 3a	1,280,575.
b Approved for future payment				
SEE ATTACHED STATEMENT B	NONE	PUBLIC CHARITY	GENERAL FUND	320,000.
Total			▶ 3b	320,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	108.	
4 Dividends and interest from securities			14	1,016,919.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	892,666.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,909,693.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 1,909,693.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee — Date 5-10-11 — Title President

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
WILLIAM A. SCHULTE	WILLIAM A. SCHULTE	2-24-11		

Firm's name ▶ BURR PILGER MAYER, INC. — Firm's EIN ▶

Firm's address ▶ 600 CALIFORNIA STREET, SUITE 1300 SAN FRANCISCO, CA 94108 — Phone no. 415.421.5757

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

Schedule of Contributors

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

OMB No 1545-0047

2010

Name of the organization
THE HENRY MAYO NEWHALL FOUNDATION
C/O KRAMER, BLUM AND ASSOCIATES, INC.

Employer identification number
94-6073084

Organization type (check one):

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

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

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

Special Rules

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

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

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

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

Name of organization	Employer identification number
THE HENRY MAYO NEWHALL FOUNDATION C/O KRAMER, BLUM AND ASSOCIATES, INC.	94-6073084

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	LEILA NEWHALL CHARITABLE REMAINDER TRUST C/O WELLS FARGO BANK N.A., P.O. BOX 63954 SAN FRANCISCO, CA 94163	$ 14,146.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization
THE HENRY MAYO NEWHALL FOUNDATION
C/O KRAMER, BLUM AND ASSOCIATES, INC.

Employer identification number
94-6073084

Part II Noncash Property (see instructions)

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

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

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

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

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

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

Name of organization	Employer identification number
THE HENRY MAYO NEWHALL FOUNDATION C/O KRAMER, BLUM AND ASSOCIATES, INC.	94-6073084

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

SOURCE	AMOUNT
CITY NATIONAL BANK	108.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	108.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ACCRUED INTEREST PAID	-25,287.	0.	-25,287.
BOND AMORTIZATION	-3,221.	0.	-3,221.
CORPORATE BONDS	330,657.	0.	330,657.
GOVERNMENT OBLIGATION INTEREST	56,531.	0.	56,531.
MONEY FUNDS DIVIDENDS	9,936.	0.	9,936.
STOCK DIVIDENDS	595,781.	0.	595,781.
TREASURY BONDS	52,522.	0.	52,522.
TOTAL TO FM 990-PF, PART I, LN 4	1,016,919.	0.	1,016,919.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	33,133.	24,850.		8,283.
TO FORM 990-PF, PG 1, LN 16B	33,133.	24,850.		8,283.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	169,773.	169,773.		0.
MANAGEMENT FEES	105,643.	0.		105,643.
TO FORM 990-PF, PG 1, LN 16C	275,416.	169,773.		105,643.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL INCOME TAXES	28,864.	0.		0.
TO FORM 990-PF, PG 1, LN 18	28,864.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	108.	108.		0.
FILING FEES	160.	0.		160.
OFFICE EXPENSES	4,935.	0.		4,935.
INSURANCE	2,473.	0.		2,473.
TO FORM 990-PF, PG 1, LN 23	7,676.	108.		7,568.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
400,000 US TREAS NOTE 4.25% 8/15/15	X		431,647.	442,688.
100,000 US TREAS NOTE 4.25% 11/15/14	X		105,365.	110,500.
150,000 US TREAS NOTE 5.0% 8/11	X		0.	0.
150,000 US TREAS NOTE 4.25% 11/15/13	X		0.	0.
125,000 US TREAS NOTE 4% 11/15/12	X		0.	0.
150,000 UST INFL IDX 1.25% 4/15/14	X		158,657.	162,978.
200,000 UST INFL IDX 1.625% 1/15/18	X		194,733.	223,338.
150,000 FEDERAL HOME LN 4.375% 9/17/10	X		0.	0.
300,000 FEDERAL HOME LN 4.375% 7/17/15	X		320,696.	329,866.
150,000 FEDERAL HOME LN 4.75% 3/12/10	X		0.	0.
75,000 FEDERAL NATL MTG 3.875% 2/15/10	X		0.	0.
500,000 FEDERAL NATL MTG 4.625% 6/1/10	X		0.	0.
300,000 US TREASURY NOTE 5.125% 5/16	X		357,026.	345,469.
300,000 FEDERAL NAT'L MTG 5%	X		348,640.	338,130.
475,000 FEDERAL NAT'L MTG 5.375%	X		567,403.	545,938.
TOTAL U.S. GOVERNMENT OBLIGATIONS			2,484,167.	2,498,907.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,484,167.	2,498,907.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
2,915 AT&T INC	0.	0.
3,445 ABBOTT LAB	208,042.	160,259.
3,070 ACCENTURE PLC	134,051.	148,864.
3,540 ADVANCE AUTO PARTS INC	0.	0.
3,970 AETNA INC	117,913.	121,125.
1,445 ANADARKO PETROLEUM CORP	83,874.	110,051.
2,460 APPLE COMPUTER INC	218,847.	793,498.
14,905 BANK OF AMERICA	165,972.	198,833.
6,490 BANK OF NY MELLON	176,206.	195,998.

4,290 CVS CAREMARK INC	115,658.	149,163.
1,585 CHECK PT SOFTWARE TECH F	50,752.	73,322.
11,295 CISCO SYSTEMS INC	196,662.	228,497.
385 CME GROUP INC	90,988.	107,786.
9,145 COMCAST CORP	152,304.	200,916.
1,325 DANAHER CORP	78,414.	128,774.
1,234 DARDEN RESTAURANTS INC	0.	0.
670 DEVON ENERGY CO	0.	0.
3,755 EQT CORP	142,016.	168,374.
2,025 EXELON CORPORATION	0.	0.
1,600 EXPRESS SCRIPTS INC	68,278.	86,480.
1,925 NEXTERA ENERGY (FPL GROUP INC)	96,673.	100,081.
5,606 FIDELITY NATL INFO SVCS	123,357.	153,548.
3,030 FISERV INC.	146,275.	177,437.
1,835 GENERAL DYNAMICS CORP	102,503.	130,212.
16,945 GENERAL ELECTRIC CO	255,750.	309,924.
5,155 HEINZ CO	200,152.	254,966.
5,455 HEWLETT PACKARD COMPANY	201,892.	229,656.
1,875 IBM	189,660.	275,175.
5,620 JP MORGAN	199,702.	238,400.
1,345 LAB CP OF AMERICA	98,874.	118,252.
3,440 LIBERTY GLOBAL INC	78,461.	121,707.
1,740 LOWES COMPANIES INC	0.	0.
4,285 MEDTRONIC INC	143,642.	158,931.
5,749 MERCK & CO INC.	172,713.	207,194.
1,780 NIKE INC	105,130.	152,048.
1,815 NORFOLK SOUTHERN CORP	71,932.	114,018.
4,185 NORTHEAST UTILITIES	95,458.	133,418.
800 OCCIDENTAL PETE CORP	0.	0.
9,510 ORACLE CORP	189,941.	297,663.
2,080 PG&E CORP	85,203.	99,507.
2,500 PEABODY ENERGY CORP	0.	0.
5,235 PEPSICO INCORPATED	296,224.	342,003.
11,160 PFIZER INC	0.	0.
2,230 PRAXAIR INC	178,221.	212,898.
3,005 PROCTOR & GAMBLE	180,840.	193,312.
3,495 QEP RESOURCES (QUESTAR CORP)	87,998.	126,903.
2,000 SCHLUMBERGER LTD	81,263.	167,000.
2,860 SOUTHWESTERN ENERGY CO	0.	0.
3,625 STRYKER CORPORATION	183,436.	194,663.
3,625 TARGET CORPORATION	124,773.	217,971.
5,460 TD AMERITRADE HOLDING	0.	0.
2,870 UNITED TECHNOLOGIES	147,432.	225,927.
6,730 UNITED HEALTH GROUP INC	174,188.	243,020.
1,945 VF CORP	141,964.	167,620.
11,900 VERIZON COMMUNICATIONS	0.	0.
8,540 WALGREEN COMPANY	253,267.	332,718.
7,105 WELLS FARGO & CO	171,615.	220,184.
13,695 WESTERN UNION COMPANY	243,568.	254,316.
8,565 WILLIAMS COMPANIES	154,562.	211,727.
3,080 XTO ENERGY INC	0.	0.
2,570 ALLIANCE DATA SYSTEMS	145,398.	182,547.
1,580 APACHE CORP	142,683.	188,383.
3,770 BEST BUY	133,509.	129,273.

1,385 BLACKROCK INC.	226,833.	263,953.
3,321 EXXON MOBIL CORP	201,196.	236,251.
25,330 KANYE ANDERSON MLP	694,573.	797,135.
5,060 NALCO HOLDING CO.	125,859.	161,616.
3,695 REPUBLIC SERVICES INC.	105,866.	110,333.
3,685 SPECTRA ENERGY CORP	71,920.	92,088.
3,508 TJX COS INC.	151,605.	155,809.
1,155 TIME WARNER	57,928.	76,265.
1,220 VISA INC	82,642.	85,864.
5,285 AUTO DATA PROCESSING	223,397.	244,590.
2,255 BMC SOFTWARE	109,701.	106,301.
TOTAL TO FORM 990-PF, PART II, LINE 10B	9,449,756.	12,084,747.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
200,000 ABBOT LABS 5.6% 11/30/17	239,668.	228,752.
250,000 AMERICAN INTL GROUP 5.375% 10/18/11	189,625.	256,875.
250,000 BANK AMERICA CORP 7.125%	258,123.	262,110.
400,000 BERKSHIRE HEALTH FIN 5.4% 5/15/18	440,612.	437,596.
250,000 BP CAPITAL MARKET 5.25% 11/7/13	0.	0.
250,000 CATERPILLAR INC 5.7% 8/15/16	208,849.	229,475.
300,000 CHEVRON CORP 3.95% 3/3/14	310,309.	320,173.
100,000 CITIGROUP 6%	0.	0.
150,000 EI DU PONT DE NEMOURS 5% 7/15/13	156,163.	163,469.
175,000 GE CAPITAL 6.125% 2/22/11	0.	0.
100,000 GOLDMAN SACHS 0% 5/7/13	44,230.	78,137.
150,000 GOLDMAN SACHS 5.125% 1/15/15	0.	0.
500,000 GOLDMAN SACHS 0% 5/7/13	249,100.	408,353.
75,000 HOUSEHOLD FIN 6.375%	81,450.	81,228.
250,000 IBM CORP 7.5% 6/15/13	282,865.	286,496.
150,000 JOHN DEERE CAP CORP 2.875%6/19/12	155,177.	155,003.
200,000 JP MORGAN CHASE 4.65% 6/1/14	205,319.	213,414.
200,000 JP MORGAN CHASE 2.125% 6/22/12	0.	0.
100,000 LEHMAN BROS HLDG 0% 2/11/10	4,750.	12,000.
250,000 NORTHERN TRUST CORP 5.5% 8/15/13	264,088.	275,706.
125,000 ORACLE 5.25% 1/15/16	122,888.	139,957.
150,000 PFIZER INC 4.45% 3/15/12	156,923.	156,640.
200,000 PITNEY BOWES 4.625% 10/1/12	201,242.	209,833.
300,000 REGIONS BANK 3.25% 12/9/11	311,926.	307,959.
250,000 SOWSTN BELL TEL 7% 7/1/15	258,694.	288,417.
300,000 UNITED TECH CORP 5.375% 12/15/17	312,162.	339,199.
100,000 VODAPHONE 7.75% 2/15/10	0.	0.
250,000 WALMART STORES 4.125% 7/1/10	0.	0.
250,000 WALT DISNEY CO 4.7% 12/1/12	0.	0.
100,000 BAACT 2007 5.59% 11/15/14	102,685.	106,765.
75,000 CHASE ISSUANCE 4.65% 12/17/12	0.	0.
125,000 CHASE 2007 4.96% 9/15/12	0.	0.

50,000 MBNAS 2005 4.5% 1/15/13	0.	0.
100,000 PG&E EGY RECOVERY 5.03% 3/25/14	41,293.	42,554.
150,000 PSE&G TRANS FNDG 6.45% 3/15/13	22,331.	21,445.
150,000 EI DU PONT DE NEMOURS 6% 7/15/18	178,219.	172,093.
150,000 HEWLETT PACKARD 4.75%	166,684.	163,216.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,965,375.	5,356,865.

FORM 990-PF — OTHER INVESTMENTS — STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
59,530.763 DREYFUS EMERG MKT DEBT	COST	825,941.	860,815.
47,583.848 TEMPLETON GLOBLAL BOND	COST	543,085.	645,237.
63,382.337 BOSTON TRUST SMALL CAP	COST	628,345.	828,407.
15,882.680 CRM MID CAP VALUE FUND	COST	303,931.	390,252.
14,485.353 HARBOR INTL INSTITUTIONAL	COST	839,443.	877,088.
114,656.359 LAZARD EMERGING MARKETS	COST	2,120,818.	2,497,216.
28,544.244 MANAGERS AMG TIMES SQUARE MID CAP	COST	300,075.	400,761.
25,269.125 MATTHEWS ASIAN GROWTH & INCOME FUND	COST	367,916.	455,855.
155,023.449 PIMCO COMMODITY REAL	COST	1,134,234.	1,440,168.
2,000 GEN ELECT CAP 6.625%	COST	44,520.	50,960.
22,500 ISHARE MSCI EMRG MKT	COST	0.	0.
8,610 ISHARE TRUST S&P 500	COST	771,773.	1,087,013.
9,000 MID CAP SPDR TRUST	COST	0.	0.
2,310 PLUM CREEK TIMBER CO	COST	65,031.	86,510.
2,220 VENTAS INC	COST	0.	0.
113,308.517 RIDGEWORTH SEIX FLOAT	COST	1,009,125.	1,014,111.
39,737.510 FIRST EAGLES OVERSEAS	COST	782,619.	913,168.
20,719.610 MATTHEWS PACIFIC TIGER	COST	382,602.	485,668.
656,145.350 NEUBERGER BERMAN EQUITY	COST	607,999.	613,669.
11,250 ISHARES TR RUSSELL 1000	COST	601,947.	644,174.
23,470 JP MORGAN EXCH TRADED NT	COST	767,020.	853,134.
9,000 SPDR S&P 400 ETF	COST	853,291.	1,482,119.
TOTAL TO FORM 990-PF, PART II, LINE 13		12,949,715.	15,626,325.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARION HILL 57 POST STREET, SUITE 510 SAN FRANCISCO, CA 94104	VICE PRESIDENT / DIRECTOR 0.00	0.	0.	0.
JANE NEWHALL 57 POST STREET, SUITE 510 SAN FRANCISCO, CA 94104	DIRECTOR 0.00	0.	0.	0.
PRUDENCE J. NOON 57 POST STREET, SUITE 510 SAN FRANCISCO, CA 94104	DIRECTOR 0.00	0.	0.	0.
ROGER B. NEWHALL 57 POST STREET, SUITE 510 SAN FRANCISCO, CA 94104	PRESIDENT / DIRECTOR 0.00	0.	0.	0.
GEORGE NEWHALL 57 POST STREET, SUITE 510 SAN FRANCISCO, CA 94104	DIRECTOR 0.00	0.	0.	0.
ANTHONY NEWHALL 57 POST STREET, SUITE 510 SAN FRANCISCO, CA 94104	TREASURER / DIRECTOR 0.00	0.	0.	0.
DAVID S. NEWHALL 57 POST STREET, SUITE 510 SAN FRANCISCO, CA 94104	SECRETARY / DIRECTOR 0.00	0.	0.	0.
DONNA CHESEBROUGH 57 POST STREET, SUITE 510 SAN FRANCISCO, CA 94104	DIRECTOR 0.00	0.	0.	0.
NATASHA HUNT 57 POST STREET, SUITE 510 SAN FRANCISCO, CA 94104	DIRECTOR 0.00	0.	0.	0.
SCOTT DUNHAM 57 POST STREET, SUITE 510 SAN FRANCISCO, CA 94104	DIRECTOR 0.00	0.	0.	0.
ANGELICA C. SIMMONS 57 POST STREET, SUITE 510 SAN FRANCISCO, CA 94104	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 12
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

THE HENRY MAYO NEWHALL FOUNDATION, C/O KRAMER, BLUM AND ASSOCIATES, INC.
57 POST STREET
SAN FRANCISCO, CA 94104

TELEPHONE NUMBER

(415) 986-2966

FORM AND CONTENT OF APPLICATIONS

PROPOSALS SHOULD INCLUDE A DESCRIPTION OF THE CHARITY, THE AMOUNT OF THE REQUEST, AND A WRITTEN DESCRIPTION OF THE PROJECT WITH BUDGET. THE CHARITY'S ANNUAL RETURN AND TAX EXEMPT PAPERWORK SHOULD BE INCLUDED WITH THE REQUEST

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

THE HENRY MAYO NEWHALL FOUNDATION #94-6073084 ATTACHMENT A

Gain Loss Report

Report Dates:01/01/2010 - 12/31/2010

NEWHALL FOUNDATION (64A117015)

Gain Loss Transaction Detail

Asset Description	Disposition Trade Date	Acquisition Date	Shares / Par Value	Proceeds	Cost	Short Term Gain or Loss	Long Term Gain or Loss
OCCIDENTAL PETE CORP COM	01/07/2010	12/17/2008	(800)	66,190 14	46,314.63		19,875.51
FPL GROUP INC COM	01/07/2010	12/19/2008	(2,545)	134,236.85	128,242 55		5,994.30
GENERAL DYNAMICS CORP COM	01/07/2010	12/19/2008	(1,250)	86,692 20	69,825 00		16,867.20
HEWLETT PACKARD CO COM	01/07/2010	12/19/2008	(4,010)	209,588.36	153,978 06		55,610.30
INTERNATIONAL BUSINESS MACHS CORPCOM	01/07/2010	12/19/2008	(1,570)	203,541.33	131,126 40		72,414 93
VERIZON COMMUNICATIONS INC COM	01/07/2010	12/19/2008	(8,135)	259,330 62	290,520 50		(31,189 88)
CME GROUP INC COM	01/07/2010	various	(384)	130,121 41	78,789.65	51,331 76	
CME GROUP INC COM	01/07/2010	various	(1)	492.89	298.45		194.44
AETNA INC NEW COM	01/12/2010	various	(17)	528.67	891 22	(362 55)	
AETNA INC NEW COM	01/12/2010	various	(1,773)	54,485 56	91,850 13		(37,364.57)
PFIZER INC COM	01/19/2010	10/16/2009	(5,980)	118,232 68	105,606.80	12,625.88	
MATTHEWS ASIAN GROWTH & INCOME FD	01/28/2010	12/09/2009	(4,148)	65,000 00	64,137.53	862 47	
HARBOR FD INTL FD INST #2011	01/28/2010	various	(19,714)	1,019,808.00	1,051,181.47	(31,373.47)	
HARBOR FD INTL FD INST #2011	01/28/2010	various	(9,283)	480,192.00	494,964 67		(14,772 67)
EXELON CORP COM	02/10/2010	09/29/2009	(2,025)	89,085.25	101,522 57	(12,437.32)	
VODAFONE AIRTOUCH PLC NT7.75% DTD 10/15/2000 DUE 02/15/2010	02/15/2010	03/15/2005	(100,000)	100,000 00	113,484.00		(13,484 00)
FEDERAL NATL MTG ASSN3.875% DTD 01/14/2005 DUE 02/15/2010	02/15/2010	05/26/2005	(75,000)	75,000.00	74,383.30		616.70
DARDEN RESTAURANTS INC COM	02/16/2010	08/27/2008	(1,234)	49,851 66	34,795 41		15,056.25
MATTHEWS ASIAN GROWTH & INCOME FD	02/17/2010	11/05/2009	(24,190)	381,000.00	373,017 13	7,982.87	
EXPRESS SCRIPTS INC COM	02/19/2010	11/26/2002	(760)	68,326 42	10,036 73		58,289 69
EXPRESS SCRIPTS INC COM	03/05/2010	11/26/2002	(490)	48,487 35	6,307.93		42,179.42
PEABODY ENERGY CORP COM	03/05/2010	12/19/2008	(1,255)	61,468.95	29,028.15		32,440.80
DEVON ENERGY CORP NEW COM	03/08/2010	various	(1,058)	73,472.17	81,710 34	(8,238.17)	
DEVON ENERGY CORP NEW COM	03/08/2010	various	(3,033)	63,697.47	70,839.65		(7,142.18)
FEDERAL NATL MTG ASSN4.75% DTD 03/08/2007 DUE 03/12/2010	03/12/2010	05/11/2007	(150,000)	150,000.00	149,757.85		242.15
PSE&G TRANSITION FDG LLC 2001-1TRANSITION BD CL A-5 6.45% DTD	03/15/2010	11/14/2006	(20,227)	20,227.05	21,257.58		(1,030 53)
VERIZON COMMUNICATIONS INC COM	03/24/2010	12/19/2008	(3,765)	114,634.97	124,960 35		(10,325.38)

THE HENRY MAYO NEWHALL FOUNDATION #94-6073084 ATTACHMENT A

Gain Loss Report

Report Dates 01/01/2010 - 12/31/2010

NEWHALL FOUNDATION (64A117015)

Gain Loss Transaction Detail

Asset Description	Disposition Trade Date	Acquisition Date	Shares / Par Value	Proceeds	Cost	Short Term Gain or Loss	Long Term Gain or Loss
AT&T INC COM	03/24/2010	01/28/2009	(2,915)	76,537 97	75,472.74		1,065.23
PG&E ENERGY RECOVERY FDG LLC 2005 2ENERGY RECOVERY BD CL A 2 5.03% DTD	03/25/2010	04/11/2007	(8,145)	8,145.42	8,139 82		5.60
APPLE INC COM	04/06/2010	12/19/2008	(1,100)	263,992.41	99,191.66		164,800.75
SOUTHWESTERN ENERGY CO COM	04/23/2010	10/11/2007	(2,860)	117,282 24	65,912.23		51,370.01
ISHARES TR BARCLYS 1 3YR CR	04/23/2010	10/30/2009	(14,350)	1,496,431 11	1,491,646.01	4,785 10	
BANK NEW YORK MELLON CORP COM	05/03/2010	12/19/2008	(2,140)	66,812.28	56,239.20		10,573.08
ACCENTURE PLC CLASS A ORDINARYSHARES	05/06/2010	12/19/2008	(1,245)	51,972 66	65,076.15		(13,103.49)
FIDELITY NATL INFORMATION SVCS INCCOM	05/06/2010	04/03/2009	(1,755)	52,220 72	30,195.41		22,025.31
FPL GROUP INC COM	05/11/2010	12/19/2008	(1,880)	99,139 44	94,733.20		4,406.24
HARBOR FD INTL FD INST #2011	05/17/2010	12/18/2009	(14,343)	718,950.05	769,789.84	(50,839 79)	
EXPRESS SCRIPTS INC COM	05/21/2010	11/26/2002	(515)	51,720.32	6,629.77		45,090 55
ADVANCE AUTO PTS INC COM	05/21/2010	01/28/2009	(1,385)	67,818 06	47,520.51		20,297.55
HARBOR FD INTL FD INST #2011	05/25/2010	09/17/2009	(14,413)	675,932.13	715,872 26	(39,940.13)	
FEDERAL NATL MTG ASSN4.625% DTD 06/01/2005 DUE 06/01/2010	06/01/2010	12/19/2008	(500,000)	500,000.00	522,450.00		(22,450 00)
PSE&G TRANSITION FDG LLC 2001-1TRANSITION BD CL A-5 6.45% DTD	06/15/2010	11/14/2006	(19,256)	19,256 46	20,237 54		(981.08)
CVS CAREMARK CORP COM	06/22/2010	12/19/2008	(1,930)	61,230.45	52,032.80		9,197 65
PROCTER & GAMBLE CO COM	06/22/2010	12/19/2008	(980)	60,169 77	58,976.40		1,193.37
PG&E ENERGY RECOVERY FDG LLC 2005 2ENERGY RECOVERY BD CL A 2 5 03% DTD	06/25/2010	04/11/2007	(7,952)	7,951.98	7,946.51		5.47
EXXON MOBIL CORP COM	06/28/2010	07/19/2007	(0)	10 61	-		
BP CAP MKTS P L C GTD SRNT5 25% DTD 11/07/2008 DUE 11/07/2013	06/28/2010	06/19/2009	(250,000)	227,475.00	264,974.00		(37,499.00)
WAL-MART STORES INC NT4.125% DTD 06/09/2005 DUE 07/01/2010	07/01/2010	12/19/2008	(250,000)	250,000 00	257,525 00		(7,525.00)
LIBERTY GLOBAL INC COM SER A	07/08/2010	10/16/2009	(1,750)	47,356.79	39,914.86	7,441 93	
JPMORGAN CHASE & CO ALERIAN MLPINDEX ETN BASED ON WAP	07/08/2010	04/23/2010	(5,127)	162,015.87	161,917.84	98 03	
ADVANCE AUTO PTS INC COM	07/08/2010	various	(358)	18,043.71	13,404 45	4,639.26	

THE HENRY MAYO NEWHALL FOUNDATION **#94-6073084** **ATTACHMENT A**

Gain Loss Report

Report Dates 01/01/2010 - 12/31/2010

NEWHALL FOUNDATION (64A117015)

Gain Loss Transaction Detail

Asset Description	Disposition Trade Date	Acquisition Date	Shares / Par Value	Proceeds	Cost	Short Term Gain or Loss	Long Term Gain or Loss
ADVANCE AUTO PTS INC COM	07/08/2010	various	(577)	29,061.28	21,589 27		7,472 01
JPMORGAN CHASE & CO ALERIAN MLPINDEX ETN BASED ON WAP	07/09/2010	04/23/2010	(2,576)	81,887.91	81,353 69	534.22	
JPMORGAN CHASE & CO ALERIAN MLPINDEX ETN BASED ON WAP	07/12/2010	04/28/2010	(3,902)	124,353.87	123,038.36	1,315.51	
JPMORGAN CHASE & CO ALERIAN MLPINDEX ETN BASED ON WAP	07/13/2010	04/28/2010	(3,269)	105,208 57	101,794 71	3,413.86	
ANADARKO PETE CORP COM	07/13/2010	04/30/2010	(1,035)	48,631.80	65,983 68	(17,351 88)	
JPMORGAN CHASE & CO ALERIAN MLPINDEX ETN BASED ON WAP	07/14/2010	04/28/2010	(2,780)	89,755 45	86,567.54	3,187 91	
JPMORGAN CHASE & CO ALERIAN MLPINDEX ETN BASED ON WAP	07/15/2010	04/28/2010	(3,856)	124,469 87	120,073.53	4,396 34	
JPMORGAN CHASE & CO ALERIAN MLPINDEX ETN BASED ON WAP	07/16/2010	04/28/2010	(810)	26,192 64	25,222.92	969.72	
CAPITAL ONE FINL CORP COM	07/22/2010	04/15/2010	(1,170)	48,804 02	53,602.20	(4,798.18)	
VENTAS INC COM	07/23/2010	01/28/2009	(2,220)	109,446 52	68,513.04		40,933 48
QUESTAR CORP COM	07/23/2010	12/08/2009	(3,600)	60,396 22	46,486.24	13,909.98	
PEABODY ENERGY CORP COM	07/27/2010	12/19/2008	(1,245)	55,476 90	28,796.85		26,680.05
FIDELITY NATL INFORMATION SVCS INCCOM	08/09/2010	04/03/2009	(2,991)	86,729 05	51,461 24		35,267 81
PRAXAIR INC COM	08/09/2010	09/22/2009	(1,070)	94,699.10	86,989 51	7,709.59	
PG&E CORP COM	08/09/2010	02/10/2010	(1,550)	70,824 23	67,007 78	3,816.45	
MBNA CR CARD MASTER NT TR 2005 6 NTCL A FLTG RATE 4.50% DTD 08/25/2005	08/16/2010	04/24/2008	(50,000)	50,000.00	49,993.75		6.25
TORTOISE ENERGY CAP CORP COM	08/18/2010	07/16/2010	(9,780)	255,114.66	251,045 85	4,068.81	
TORTOISE ENERGY CAP CORP COM	08/19/2010	07/14/2010	(10,322)	266,230.15	259,872 36	6,357 79	
TORTOISE ENERGY CAP CORP COM	08/20/2010	07/09/2010	(1,785)	45,985.26	43,949 90	2,035 36	
TORTOISE ENERGY CAP CORP COM	08/23/2010	07/09/2010	(7,393)	190,115 83	180,153 02	9,962 81	
PFIZER INC COM	08/23/2010	various	(2,540)	40,920 61	37,580 92	3,339 70	
PFIZER INC COM	08/23/2010	various	(7,030)	113,230 96	103,989.72		9,241 23
PG&E CORP COM	09/10/2010	02/10/2010	(1,610)	72,047.47	66,300.75	5,746.72	

THE HENRY MAYO NEWHALL FOUNDATION #94-6073084 ATTACHMENT A

Gain Loss Report

Report Dates.01/01/2010 - 12/31/2010

NEWHALL FOUNDATION (64A117015)

Gain Loss Transaction Detail

Asset Description	Disposition Trade Date	Acquisition Date	Shares / Par Value	Proceeds	Cost	Short Term Gain or Loss	Long Term Gain or Loss
PSE&G TRANSITION FDG LLC 2001-1TRANSITION BD CL A-5 6.45% DTD	09/15/2010	11/14/2006	(22,340)	22,339.77	23,477.93		(1,138.16)
CHASE ISSUANCE TRUST SER 2007 15A CLA 4.96% DTD 10/03/2007 DUE	09/15/2010	04/28/2008	(125,000)	125,000.00	126,900.00		(1,900 00)
FEDERAL HOME LN BKS CONS BDS4 375% DTD 08/04/2005 DUE 09/17/2010	09/17/2010	09/14/2005	(150,000)	150,000.00	151,028 50		(1,028 50)
PG&E ENERGY RECOVERY FDG LLC 2005 2ENERGY RECOVERY BD CL A 2 5 03% DTD	09/25/2010	04/11/2007	(9,262)	9,261 88	9,255.51		6 37
TWEEDY BROWNE FD INC GLOBAL VALUEFD	10/07/2010	01/28/2010	(36,451)	831,029.18	760,074 95	70,954.23	
ISHARES TR BARCLYS 1 3YR CR	10/07/2010	05/10/2010	(11,430)	1,201,620 36	1,186,143.08	15,477 28	
CHASE ISSUANCE TRUST SER 2005 10ACL A 4 65% DTD 10/17/2005 DUE	10/15/2010	12/15/2006	(75,000)	75,000.00	74,547.46		452 54
EXPRESS SCRIPTS INC COM	10/26/2010	11/26/2002	(50)	2,457.51	321 84		2,135 67
MERCK & CO INC NEW COM	10/26/2010	09/24/2004	(175)	6,450.70	4,080 59		2,370 11
EXXON MOBIL CORP COM	10/26/2010	07/19/2007	(95)	6,278 99	6,585.51		(306.52)
COMCAST CORP CL A	10/26/2010	01/29/2008	(275)	5,394.99	4,879 02		515.97
LABORATORY CORP AMER HLDGS COM NEW	10/26/2010	01/29/2008	(40)	3,162.20	2,997.12		165.08
ORACLE CORP COM	10/26/2010	01/29/2008	(285)	8,130.80	5,704 26		2,426.54
JPMORGAN CHASE & CO COM	10/26/2010	02/04/2008	(170)	6,277.88	8,067.14		(1,789 26)
WALGREEN CO COM	10/26/2010	07/02/2008	(260)	8,870.42	8,228.73		641.69
ABBOTT LABORATORIES COM	10/26/2010	12/19/2008	(100)	5,230 16	3,221.00		2,009.16
ACCENTURE PLC CLASS A ORDINARYSHARES	10/26/2010	12/19/2008	(2,755)	124,079 94	63,763.85		60,316.09
CISCO SYS INC COM	10/26/2010	12/19/2008	(270)	6,325.49	4,492.80		1,832.69
CVS CAREMARK CORP COM	10/26/2010	12/19/2008	(130)	3,975.74	3,504.80		470.94
GENERAL DYNAMICS CORP COM	10/26/2010	12/19/2008	(55)	3,508 79	3,072 30		436 49
GENERAL ELEC CO COM	10/26/2010	12/19/2008	(510)	8,253 93	8,415 00		(161 07)
HEWLETT PACKARD CO COM	10/26/2010	12/19/2008	(165)	7,054 91	5,841.00		1,213.91
INTERNATIONAL BUSINESS MACHS CORPCOM	10/26/2010	12/19/2008	(55)	7,703.57	4,593 60		3,109.97
NEXTERA ENERGY INC COM	10/26/2010	12/19/2008	(60)	3,288 59	3,023.40		265.19
PEPSICO INC COM	10/26/2010	12/19/2008	(140)	9,033.78	7,572 60		1,461.18
PROCTER & GAMBLE CO COM	10/26/2010	12/19/2008	(90)	5,624 11	5,416 20		207 91

THE HENRY MAYO NEWHALL FOUNDATION #94-6073084 ATTACHMENT A

Gain Loss Report

Report Dates 01/01/2010 - 12/31/2010

NEWHALL FOUNDATION (64A117015)

Gain Loss Transaction Detail

Asset Description	Disposition Trade Date	Acquisition Date	Shares / Par Value	Proceeds	Cost	Short Term Gain or Loss	Long Term Gain or Loss
TARGET CORP COM	10/26/2010	12/19/2008	(110)	5,855 27	3,786.20		2,069.07
UNITED TECHNOLOGIES CORP COM	10/26/2010	12/19/2008	(85)	6,322 59	4,366 45		1,956.14
AETNA INC NEW COM	10/26/2010	01/28/2009	(120)	3,671 43	3,998 87		(327.44)
DANAHER CORP COM	10/26/2010	01/28/2009	(80)	3,418.19	2,297.85		1,120.34
EQT CORP COM	10/26/2010	01/28/2009	(150)	5,556 26	5,658.76		(102.50)
HEINZ H J CO COM	10/26/2010	01/28/2009	(155)	7,583.13	5,705.95		1,877 18
NORFOLK SOUTHN CORP COM	10/26/2010	01/28/2009	(55)	3,414 74	2,179.77		1,234.97
WELLS FARGO & CO NEW COM	10/26/2010	01/28/2009	(215)	5,495 39	4,407.97		1,087.42
FIDELITY NATL INFORMATION SVCS INCCOM	10/26/2010	04/03/2009	(170)	4,751.14	2,924.91		1,826.23
WILLIAMS COS INC COM	10/26/2010	05/07/2009	(260)	5,339.55	3,965 51		1,374.04
PG&E CORP COM	10/26/2010	09/21/2009	(65)	3,070.18	2,662 59		407.59
ADVANCE AUTO PTS INC COM	10/26/2010	09/22/2009	(35)	2,157 18	1,417 81		739.37
PRAXAIR INC COM	10/26/2010	09/22/2009	(65)	6,028.80	5,284 41		744.39
NIKE INC CL B	10/26/2010	09/29/2009	(55)	4,491 07	3,297.01		1,194 06
UNITEDHEALTH GROUP INC COM	10/26/2010	10/08/2009	(205)	7,635.78	4,869 13		2,766 65
LIBERTY GLOBAL INC COM SER A	10/26/2010	10/16/2009	(105)	3,732.14	2,394 89		1,337.25
CHECK POINT SOFTWARE TECH COM	10/26/2010	10/20/2009	(90)	3,788 99	2,700.15		1,088.84
BANK NEW YORK MELLON CORP COM	10/26/2010	10/22/2009	(6,752)	168,248.05	194,991.20		(26,743.15)
VF CORP COM	10/26/2010	10/27/2009	(60)	5,151.56	4,379.36	772 20	
NORTHEAST UTILITIES COM	10/26/2010	11/04/2009	(125)	3,873.73	2,851 20	1,022.53	
FISERV INC COM	10/26/2010	11/09/2009	(90)	4,967.97	4,344 81	623.16	
BANK OF AMERICA CORP COM	10/26/2010	12/03/2009	(15,750)	178,120 54	251,230 90	(73,110 36)	
QEP RES INC COM	10/26/2010	12/08/2009	(105)	3,391.73	2,643.70	748 03	
ANADARKO PETE CORP COM	10/26/2010	12/14/2009	(70)	4,384 88	4,220 87	164 01	
AUTOMATIC DATA PROCESSING INC COM	10/26/2010	01/07/2010	(160)	7,047.09	6,763.24	283.85	
NALCO HLDG CO COM	10/26/2010	01/07/2010	(260)	7,156.53	6,754 61	401 92	
TD AMERITRADE HLDG CORP COM	10/26/2010	01/07/2010	(8,165)	137,206.45	157,911 73	(20,705.28)	
ALLIANCE DATA SYSTEMS CORP COM	10/26/2010	02/19/2010	(75)	4,679.97	4,275.31	404.66	
TIME WARNER CABLE INC COM	10/26/2010	03/24/2010	(65)	3,723.94	3,260.04	463.90	
BLACKROCK INC COM	10/26/2010	05/06/2010	(1,060)	178,880 84	189,923.43	(11,042.59)	

THE HENRY MAYO NEWHALL FOUNDATION #94-6073084 **ATTACHMENT A**

Gain Loss Report

Report Dates 01/01/2010 - 12/31/2010

NEWHALL FOUNDATION (64A117015)

Gain Loss Transaction Detail

Asset Description	Disposition Trade Date	Acquisition Date	Shares / Par Value	Proceeds	Cost	Short Term Gain or Loss	Long Term Gain or Loss
SPECTRA ENERGY CORP COM	10/26/2010	05/26/2010	(110)	2,589.43	2,146 85	442 58	
BEST BUY INC COM	10/26/2010	06/04/2010	(155)	6,628.35	6,068.44	559 91	
APACHE CORP COM	10/26/2010	07/23/2010	(50)	4,983.47	4,515.27	468 20	
CME GROUP INC COM	10/26/2010	08/09/2010	(15)	4,210.33	4,074.11	136 22	
TJX COS INC NEW COM	10/26/2010	08/09/2010	(70)	3,215.90	3,009.92	205.98	
MEDTRONIC INC COM	10/26/2010	08/24/2010	(4,380)	157,186.59	174,878 07	(17,691.48)	
LOWES COS INC COM	10/26/2010	various	(2,112)	45,880.63	54,621 99	(8,741.36)	
LOWES COS INC COM	10/26/2010	various	(1,603)	34,836.01	41,473 11		(6,637 10)
STRYKER CORP COM	10/26/2010	various	(619)	31,704.75	27,274 00	4,430.75	
STRYKER CORP COM	10/26/2010	various	(2,596)	132,991 83	151,577.44		(18,585.61)
WESTERN UN CO COM	10/26/2010	various	(3,890)	70,103.04	65,741 06	4,361 98	
WESTERN UN CO COM	10/26/2010	various	(10,510)	189,411 94	201,197.61		(11,785 67)
PIMCO COMMODITY REALRETURN STRATEGYFD INS #45	10/28/2010	09/17/2009	(40,046)	349,950 05	307,036.09		42,913 96
ADVANCE AUTO PTS INC COM	10/28/2010	09/22/2009	(1,185)	75,327.93	48,003.04		27,324.89
US TREASURY NOTE4 25% DTD 11/15/03 DUE 11/15/2013	11/02/2010	01/13/2004	(125,000)	139,124 97	126,582 68		12,542 29
CITIGROUP INC GLOBAL SR NT6 00% DTD 02/21/2002 DUE 02/21/2012	11/02/2010	11/02/2004	(100,000)	105,870.00	109,102 75		(3,232 75)
US TREASURY NOTE4.000% DTD 11/15/02 DUE 11/15/2012	11/02/2010	09/14/2005	(125,000)	134,344.70	124,922 46		9,422.24
DISNEY WALT CO4.70% DTD 12/04/2007 DUE 12/01/2012	11/02/2010	12/19/2008	(250,000)	269,702 50	254,465.00		15,237.50
DU PONT E I DE NEMOURS & CO SR NT5.00% DTD 07/28/2008 DUE 07/15/2013	11/02/2010	04/13/2009	(150,000)	166,139 00	156,162.50		9,976 50
JPMORGAN CHASE & CO FDIC TLGP GTD NT2.125% DTD 12/22/2008 DUE 06/22/2012	11/02/2010	09/17/2009	(200,000)	205,503.40	202,704 20		2,799.20
CHECK POINT SOFTWARE TECH COM	11/04/2010	10/20/2009	(1,470)	63,275 39	44,102.52		19,172.87
BEST BUY INC COM	11/05/2010	06/04/2010	(1,435)	64,569 84	55,285 97	9,283.87	
NALCO HLDG CO COM	11/08/2010	01/07/2010	(1,720)	51,439.16	44,684.34	6,754 82	

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Gain Loss Report

Report Dates 01/01/2010 - 12/31/2010

NEWHALL FOUNDATION (64A117015)

Gain Loss Transaction Detail

Asset Description	Disposition Trade Date	Acquisition Date	Shares / Par Value	Proceeds	Cost	Short Term Gain or Loss	Long Term Gain or Loss
US TREASURY NOTE5.000% DTD 08/15/01 DUE 08/15/2011	11/12/2010	09/06/2002	(150,000)	155,365.12	161,941 40		(6,576.28)
GOLDMAN SACHS GROUP INC5.125% DTD 01/12/2005 DUE 01/15/2015	11/12/2010	09/20/2006	(150,000)	163,311 50	145,090 00		18,221.50
JOHN DEERE CAP CO MTN FDIC TLG GTDNT 2.875% DTD 12/19/2008 DUE	11/12/2010	04/13/2009	(150,000)	155,451 50	155,177 00		274 50
PFIZER INC SR NT4.45% DTD 03/24/2009 DUE 03/15/2012	11/12/2010	04/13/2009	(150,000)	157,302 50	156,923 00		379 50
ABBOTT LABS NTS5.60% DTD 11/09/2007 DUE 11/30/2017	11/12/2010	06/19/2009	(200,000)	234,987 00	211,071.00		23,916.00
ANADARKO PETE CORP COM	11/12/2010	12/14/2009	(850)	54,244 95	50,554.82	3,690.13	
ISHARES TR S&P 500 INDEX FD	11/29/2010	10/26/2010	(11,750)	1,391,286 22	1,396,247 35	(4,961 13)	
PSE&G TRANSITION FDG LLC 2001-1TRANSITION BD CL A-5 6 45% DTD	12/15/2010	11/14/2006	(23,287)	23,287.28	24,473.72		(1,186.44)
PIMCO COMMODITY REALRETURN STRATEGYFD INS #45	12/16/2010	12/09/2009	(39,326)	349,950.05	285,818.94		64,131.11
ISHARES TR BARCLYS 1 3YR CR	12/16/2010	05/10/2010	(1,110)	115,640.00	114,925.80	714 20	
GENERAL ELEC CAP CORP MEDIUM TERMNTS TRANCHE # TR 00482 6.125% DTD	12/17/2010	11/23/2004	(175,000)	176,497.50	188,584.50		(12,087.00)
EQT CORP COM	12/17/2010	12/08/2009	(1,245)	54,020 28	50,458.14		3,562.14
NALCO HLDG CO COM	12/17/2010	01/07/2010	(1,865)	59,702 86	48,451.33	11,251.53	
TIME WARNER CABLE INC COM	12/17/2010	03/24/2010	(920)	59,569 06	46,142.12	13,426 94	
CME GROUP INC COM	12/17/2010	08/09/2010	(205)	65,768.56	55,679.50	10,089 06	
LOWES COS INC COM	12/17/2010	11/29/2010	(3,725)	95,091.30	82,879 77	12,211.53	
TD AMERITRADE HLDG CORP COM	12/21/2010	11/29/2010	(7,795)	146,496 37	132,458.47	14,037.90	
PG&E ENERGY RECOVERY FDG LLC 2005 2ENERGY RECOVERY BD CL A 2 5.03% DTD	12/25/2010	04/11/2007	(8,940)	8,939.98	8,933 83		6 15
GRAND TOTALS				**20,624,139.86**	**19,752,110.01**	**42,319.75**	**829,699.49**

THE HENRY MAYO NEWHALL FOUNDATION #94-6073084 ATTACHMENT A

Gain Loss Report

Report Dates 01/01/2010 - 12/31/2010

NEWHALL FOUNDATION (64A117015)

Gain Loss Transaction Detail

Asset Description	Disposition Trade Date	Acquisition Date	Shares / Par Value	Proceeds	Cost	Short Term Gain or Loss	Long Term Gain or Loss
BREAKDOWN							
SHORT TERM (ACQUISITION BY PURCHASES)				11,743,161.09	11,700,841.34	42,319.75	
LONG TERM (ACQUISITION BY PURCHASES)				5,936,732.21	5,513,032.20		423,689.40
LONG TERM (ACQUISITION BY DONATIONS)				2,944,246.56	2,538,236.47		406,010.09
GRAND TOTALS				20,624,139.86	19,752,110.01	42,319.75	829,699.49

THE HENRY MAYO NEWHALL FOUNDATION
2010 Grant Payments and Commitments
#94-6073084
ATTACHMENT B

			GRANTS PAYABLE	UNPAID GRANTS
GRANTEE	**LOCATION**	**PURPOSE**	**2010**	**12/31/2010**
Santa Clarita Valley				
Boys & Girls Club of SCV	Santa Clarita	For support to sustain core programs (matching grant)	20,000	20,000
College of the Canyons Foundation	Santa Clarita	For the Henry Mayo Newhall Foundation Endowed Scholarship Fund scholarship program (matching grant)	50,000	50,000
Domestic Violence Center of SCV	Newhall	For operating support (matching grant)	20,000	0
Escape Theatre	Canyon Country	For equipment, costumes and scholarships (matching grant)		10,000
Fillmore High School	Fillmore	For scholarships to college-bound graduates	16,000	
Hart Union High School District	Santa Clarita	For scholarships to college-bound graduates	120,000	
Letmesail	Santa Clarita	For core programs for young people with disabilities (matching grant)		17,500
Natural History Museum of Los Angeles	Los Angeles	For the education programs of the W S Hart Museum for SCV students and families	10,000	
Newhall School District	Valencia	For new science lab at Valencia Valley Elementary School	10,000	
Providence Holy Cross Foundation	Mission Hills	For a Panda Warmer bed, life-saving equipment for the Neonatal Intensive Care Unit at the Providence Holy Cross Medical Center	18,000	
Repertory East Playhouse	Newhall	For free theatre performances for underserved low-income families and charitable partners and multi-media equipment (matching grant)	10,000	
San Cayetano Elementary School	Fillmore	For Student Art Program	6,500	
SCV Education Foundation	Santa Clarita	For 4th Annual Literacy & Arts Festival	4 000	
SCV Film Festival	Newhall	For scholarships to needy students enrolled in the Generation Arts programming	3,000	
SCV Food Pantry	Newhall	For general operations of the Pantry's programs and projects	25 000	
SCV Historical Society	Newhall	For the lead abatement and painting of the Saugus Train Station	50,000	
SCV International Charter School	Castaic	For challenge grant to promote Family Giving Program (matching grant)		25,000
SCV Youth Orchestra Foundation	Santa Clarita	For the purchase of musical scores for orchestral lending library (matching grant)	9,000	
SCV Youth Project	Santa Clarita	For the campus-based Peer Education and Mentoring program for junior and senior high school students (matching grant)	20,000	
Saugus Union School District	Santa Clarita	For the After School Enrichment Program for elementary school students at 15 sites	19,500	
Total Santa Clarita Valley			**411,000**	**122,500**
			32%	

			GRANTS PAYABLE	UNPAID GRANTS
GRANTEE	**LOCATION**	**PURPOSE**	**2010**	**12/31/2010**
Santa Maria & Central Valley				
Alzheimer's Association - California Central Coast Chapter	Santa Maria	For caregiver training for Santa Maria area families	15,000	
California 4-H Foundation	Davis	For the capacity building demonstration project in Merced and Santa Barbara Counties (Yr 2-Nov 2010)	37,500	
Community Partners in Caring	Santa Maria	For volunteer transportation program for elderly	10,000	
Court Appointed Special Advocates- Santa Barbara County	Santa Maria	For the volunteer foster youth advocacy program	25 000	
Firebaugh High School	Firebaugh	For scholarships to college-bound graduates	16,000	
Food Bank of Santa Barbara County	Santa Maria	For the Santa Maria warehouse operations	40,000	
Legal Aid Foundation of Santa Barbara County	Santa Maria	For the North County Domestic Violence Program	5,000	
Pacific Conservatory of the Performing Arts Foundation	Santa Maria	For the Education and Outreach Program to introduce children to live theatre performances	10,000	
Santa Maria Future Farmers of America	Santa Maria	For chapter's Youth Development Program	2,000	
Santa Maria Joint Union High School District	Santa Maria	For scholarships to college-bound graduates	48 000	
Santa Maria Organization of Transportation Helpers	Santa Maria	For Senior Dial A Ride transit services for disabled seniors	5,000	
Santa Maria Valley Discovery Museum	Santa Maria	For the "Campaign to Sustain" (matching grant)	15,000	
Santa Maria Valley YMCA	Santa Maria	For the KinderCare program for underserved children (Yr 2-Nov 2010)	20,000	
Transitions - Mental Health Association	Santa Maria	For the Growing Grounds Farm horticultural therapy and vocational training program	20,000	
Total Santa Maria & Central Valley			**268,500**	
			21%	

THE HENRY MAYO NEWHALL FOUNDATION
2010 Grant Payments and Commitments
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GRANTEE	LOCATION	PURPOSE	GRANTS PAYABLE 2010	UNPAID GRANTS 12/31/2010
San Francisco				
A Home Away from Homelessness	San Francisco	For programs for children living in homeless and domestic violence shelters and transitional housing (Yr 2-Mar 2010)	20,000	
Access Institute for Psychological Services	San Francisco	For the free and low-fee Elder Psychotherapy program for seniors at the Bayview Hunter's Pont Adult Day Health Center	15,000	
Aim High	San Francisco	For the 2010 summer academic enrichment program for San Francisco middle school students	25,000	
Alvarado Elementary School PTA	San Francisco	For the science lab and field curriculum	10,500	
Bay Area Discovery Museum	Sausalito	For the Connections Program to bring San Francisco children in subsidized preschools to the Museum educational programs	25,000	
Bethany Center	San Francisco	For Ruth's Table, an arts and culture program for low-income seniors (matching grant)		20,000
Beyond Hunger	San Rafael	For prevention, education and support programs to help teen youth struggling with eating disorders (matching grant)	15,000	
Carecen-Cancelled	San Francisco	For dental clinic services (matching grant)		
CASA - Court Appointed Special Advocates	San Francisco	For the recruitment screening, training and supervision of volunteer advocates and mentors for abused and neglected children in the juvenile justice system	20,000	
Community Music Center	San Francisco	For financial aid to low income youth studying music education and performance	20,000	
Conservatory of Flowers	San Francisco	For the Youth Program to provide guided tours of the botanical garden	10,000	
Creativity Explored	San Francisco	For a challenge grant to increase donor contributions (matching grant)	10,000	10,000
Curry Senior Center	San Francisco	For volunteer participation and donor support of Breakfast Program for Elders (matching grant)	15,000	15,000
Environmental Traveling Companions	San Francisco	For accessible outdoor adventure programming for youth and young adults with disabilities and terminal illnesses	15,000	
Exploratorium	San Francisco	For the Teacher Institute, the professional development program for middle and high school science and math teachers	75,000	75,000
Sub-Total			275,500	120,000

THE HENRY MAYO NEWHALL FOUNDATION
2010 Grant Payments and Commitments
#94-6073084
ATTACHMENT B

GRANTEE	LOCATION	PURPOSE	GRANTS PAYABLE 2010	UNPAID GRANTS 12/31/2010
Food Runners	San Francisco	For the collection and distribution of donated, perishable and prepared foods to shelters and nonprofit food programs	15,000	
Foundation Center	San Francisco	For San Francisco regional library and learning center for grantmakers and nonprofit organizations	5,000	
Good Samaritan Family Resource Center	San Francisco	For part-time Clinical Supervisor of Family Services Program (matching grant)		12,500
Grattan School PTA	San Francisco	For the academic enrichment programs	15,000	
Hearing and Speech Center of Northern California	San Francisco	For the pilot FACES program to provide multi-discipline professional help to families when their infant child is diagnosed with a hearing loss	23,075	
Indochinese Housing Development Corp	San Francisco	For the afterschool Tenderloin Achievement Youth Group	7,500	
KIPP San Francisco Bay Academy	San Francisco	For curriculum enrichment activities of this middle school for academically undeserved students	25,000	
Mission Learning Center	San Francisco	For the afterschool literacy programs for Mission District students (matching grant)	15,000	10,000
MOUSE Squad of California	San Francisco	For the Student Tech Leadership program in Santa Maria and Santa Clarita middle and high schools - (conditional grant)	10,000	15,000
Occidental Arts and Ecology Center	Occidental	For the School Garden Program to train SF public school teachers to start and sustain garden and agricultural literacy programs	15,000	
Pie Ranch	Pescadero	For hands-on agricultural and environmental education program for Mission District high school students	15,000	
PRBO Conservation Science	Petaluma	For the Seabird Education and Awareness science program on Alcatraz Island	15,000	
Project Avary	Novato	For guidance and training program for youth with incarcerated parents	10,000	
Sub-Total			170,575	37,500

THE HENRY MAYO NEWHALL FOUNDATION
2010 Grant Payments and Commitments
#94-6073084
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			GRANTS PAYABLE	UNPAID GRANTS
GRANTEE	LOCATION	PURPOSE	2010	12/31/2010
SF Arts Education Project	San Francisco	For the arts enrichment program in San Francisco public schools (matching grant)	10,000	
SF Conservatory of Music	San Francisco	For the Conservatory in the public schools program of music instruction and performance	20,000	
SF Food Bank	San Francisco	For the Healthy Children Pantry Program for low-income families	25,000	
SF Green Schoolyard Alliance	San Francisco	For the Garden Coordinator Challenge Program to support garden educators and the sustainability of green schoolyards in underserved public schools	20,000	
SF Senior Center	San Francisco	For core programs at the Aquatic Park and Downtown centers	15,000	
SF Unified School District	San Francisco	For the Youth at Art Festival at the de Young Museum (matching grant)		10,000
SMART - Schools Mentoring & Resource Team	San Francisco	For the College Access and Alumni Outreach Program to help motivated, financially disadvantaged students and their parents with the college selection and application process	20,000	
Streetside Stories	San Francisco	For core literacy arts enrichment program	15,000	
Swords to Plowshares	San Francisco	For health and social services to veterans (matching grants)	0	20,000
Tule Elk Park Child Development Center	San Francisco	For on-site garden and environmental education program	10,000	10,000
Women's Community Clinic	San Francisco	For free healthcare services for needy women and girls	20,000	
Sub-Total			155,000	40,000
Total San Francisco			**601,075**	**197,500**
			47%	
TOTAL GRANTS			**1,280,575**	**320,000**