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

OMB No 1545-0052

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 AND BEVERLY STAUFFER FOUNDATION
333 SO. HOPE STREET, 48TH FLOOR
LOS ANGELES, CA 90071

A Employer identification number
95-2241406

B Telephone number (see the instructions)
(213) 617-4143

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) ☐ Accounting method ☐ Cash ☒ Accrual
☐ Other (specify) _____

▶ \$ 4,650,902. (Part I, column (d) must be on cash basis)

| 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) |
|--|--|------------------------------------|---------------------------|-------------------------|---|
| REVENUE | 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 | 141,928. | 141,928. | 141,928. | |
| | 4 Dividends and interest from securities | | | | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain/(loss) from sale of assets not on line 10 | -76,487. | | | |
| | b Gross sales price for all assets on line 6a | 1,009,102. | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 0. | | |
| | 8 Net short-term capital gain | | | 0. | |
| | 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) | | | | | |
| 12 Total. Add lines 1 through 11 | 65,441. | 141,928. | 141,928. | | |
| ADMINISTRATIVE AND OPERATING EXPENSES | 13 Compensation of officers, directors, trustees, etc | 13,000. | 6,500. | | 6,500. |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees (attach schedule) SEE ST 1 | 15,000. | 7,500. | | 7,500. |
| | b Accounting fees (attach sch) SEE ST 2 | 9,562. | | | 9,562. |
| | c Other prof fees (attach sch) SEE ST 3 | 31,580. | 31,580. | | |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule)(see instr) SEE STM 4 | 3,476. | 2,306. | | |
| | 19 Depreciation (attach sch) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) SEE STATEMENT 5 | 611. | 306. | | 305. |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 73,229. | 48,192. | | 23,867. |
| | 25 Contributions, gifts, grants paid PART XV | 181,500. | | | 181,500. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 254,729. | 48,192. | 0. | 205,367. | |
| 27 Subtract line 26 from line 12: | | | | | |
| a Excess of revenue over expenses and disbursements | -189,288. | | | | |
| b Net investment income (if negative, enter -0-) | | 93,736. | | | |
| c Adjusted net income (if negative, enter -0-) | | | 141,928. | | |

Part II Balance Sheets

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

| | | Beginning of year | End of year | |
|---|---|-------------------|----------------|-----------------------|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| ASSETS | 1 Cash — non-interest-bearing | | | 312,638. |
| | 2 Savings and temporary cash investments | 612,021. | 371,633. | |
| | 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 | 8,637. | 7,467. | 7,467. |
| | 10a Investments — U.S. and state government obligations (attach schedule) | 79,874. | 79,874. | 82,070. |
| | b Investments — corporate stock (attach schedule) | 2,567,518. | 2,584,698. | 2,951,047. |
| | c Investments — corporate bonds (attach schedule) | 1,035,810. | 1,072,028. | 1,102,062. |
| | 11 Investments — land, buildings, and equipment basis | | | |
| Less: accumulated depreciation (attach schedule) | | | | |
| 12 Investments — mortgage loans | | | | |
| 13 Investments — other (attach schedule) | 219,266. | 218,136. | 195,618. | |
| 14 Land, buildings, and equipment basis | | | | |
| Less: accumulated depreciation (attach schedule) | | | | |
| 15 Other assets (describe SEE STATEMENT 6) | 541. | 543. | | |
| 16 Total assets (to be completed by all filers — see instructions. Also, see page 1, item I) | 4,523,667. | 4,334,379. | 4,650,902. | |
| LIABILITIES | 17 Accounts payable and accrued expenses | | | |
| | 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) | 0. | 0. | |
| NET ASSETS OR FUND BALANCES | Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. | | | |
| | 24 Unrestricted | | | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. | | | |
| | 27 Capital stock, trust principal, or current funds | 4,523,667. | 4,334,379. | |
| | 28 Paid-in or capital surplus, or land, building, and equipment fund | | | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | | | |
| 30 Total net assets or fund balances (see the instructions) | 4,523,667. | 4,334,379. | | |
| 31 Total liabilities and net assets/fund balances (see the instructions) | 4,523,667. | 4,334,379. | | |

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 | 4,523,667. |
| 2 Enter amount from Part I, line 27a | 2 | -189,288. |
| 3 Other increases not included in line 2 (itemize) | 3 | |
| 4 Add lines 1, 2, and 3 | 4 | 4,334,379. |
| 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 | 4,334,379. |

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 | VARIOUS PER BROKER STATEMENT -249-098791-138 | P | VARIOUS | VARIOUS |
| b | VARIOUS PER BROKER STATEMENT - 249-098792-138 | P | VARIOUS | VARIOUS |
| c | VARIOUS PER BROKER STATEMENT - 249-100639-138 | P | VARIOUS | VARIOUS |
| 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 774,029. | | 839,602. | -65,573. |
| b 223,172. | | 234,347. | -11,175. |
| c 11,901. | | 11,640. | 261. |
| d | | | |
| e | | | |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (i) 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 | | | -65,573. |
| b | | | -11,175. |
| c | | | 261. |
| d | | | |
| e | | | |

| | | | | |
|--|---|--|---|----------|
| 2 Capital gain net income or (net capital loss) | <div style="border: 1px solid black; padding: 2px; display: inline-block;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> | | 2 | -76,487. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) | <div style="border: 1px solid black; padding: 2px; display: inline-block;"> If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8 </div> | | 3 | -65,312. |

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 | 210,408. | 3,987,958. | 0.052761 |
| 2008 | 210,936. | 4,619,200. | 0.045665 |
| 2007 | 220,680. | 5,162,436. | 0.042747 |
| 2006 | 217,657. | 4,877,077. | 0.044629 |
| 2005 | 207,000. | 4,696,330. | 0.044077 |

| | | |
|--|---|------------|
| 2 Total of line 1, column (d) | 2 | 0.229879 |
| 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 | 0.045976 |
| 4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 | 4 | 4,591,946. |
| 5 Multiply line 4 by line 3 | 5 | 211,119. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 937. |
| 7 Add lines 5 and 6 | 7 | 212,056. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 205,367. |

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 | 1,875. |
| 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 | 1,875. |
| 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 | 1,875. |
| 6 Credits/Payments | | | |
| a 2010 estimated tax pmts and 2009 overpayment credited to 2010 | 6a | 7,467. | |
| 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 | 7,467. | |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached | 8 | | |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | 0. | |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 5,592. | |
| 11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> 5,592. Refunded <input type="checkbox"/> | 11 | 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)? | | X |
| If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities | | |
| c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0. | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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 | | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes | | X |
| 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? If 'Yes,' attach the statement required by General Instruction T | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | 6 | X |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XIV | 7 | X |
| 8 a Enter the states to which the foundation reports or with which it is registered (see the 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 |

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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>N/A</u> | 13 | X | |
| 14 | The books are in care of <u>LAURENCE K. GOULD, JR</u> Telephone no <u>(213) 620-1780</u> Located at <u>333 S. HOPE STREET, 48TH FLOOR LOS ANGELES CA</u> ZIP + 4 <u>90071-1448</u> | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> | 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? | 16 | Yes | No |
| | See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country | | | 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 |
|--|---|-----|
| 1 a 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 <u>1 b</u> | | 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? | | |
| <u>1 c</u> | | 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__ , 20__ , 20__ , 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) | | |
| <u>2 b</u> | | 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__ , 20__ , 20__ , 20__</u> | | |
| 3 a 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.) | | |
| <u>3 b</u> | | N/A |
| 4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | | |
| <u>4 a</u> | | 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? | | |
| <u>4 b</u> | | X |

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

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?

If 'Yes' to 6b, file Form 8870

5b

N/A

6b

X

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?**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 (see instructions).

| (a) Name and address | (b) Title and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|--|---|---|---------------------------------------|
| SEE STATEMENT 7 | | 13,000. | 0. | 0. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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

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

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 | 4,481,150. |
| b Average of monthly cash balances | 1b | 180,724. |
| c Fair market value of all other assets (see instructions) | 1c | |
| d Total (add lines 1a, b, and c) | 1d | 4,661,874. |
| 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 | 4,661,874. |
| 4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions) | 4 | 69,928. |
| 5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 4,591,946. |
| 6 Minimum investment return. Enter 5% of line 5 | 6 | 229,597. |

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 | 229,597. |
| 2a Tax on investment income for 2010 from Part VI, line 5 | 2a | 1,875. |
| b Income tax for 2010 (This does not include the tax from Part VI) | 2b | |
| c Add lines 2a and 2b | 2c | 1,875. |
| 3 Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 227,722. |
| 4 Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 Add lines 3 and 4 | 5 | 227,722. |
| 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 | 227,722. |

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 | 205,367. |
| 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 | 205,367. |
| 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 | 205,367. |

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 | | | | 227,722. |
| 2 Undistributed income, if any, as of the end of 2010: | | | | |
| a Enter amount for 2009 only | | | 104,734. | |
| b Total for prior years. 20____, 20____, 20____ | | 0. | | |
| 3 Excess distributions carryover, if any, to 2010: | | | | |
| a From 2005 | | | | |
| b From 2006 | | | | |
| c From 2007 | | | | |
| d From 2008 | | | | |
| e From 2009 | | | | |
| f Total of lines 3a through e | 0. | | | |
| 4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 205,367. | | | | |
| a Applied to 2009, but not more than line 2a | | | 104,734. | |
| 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 | | | | 100,633. |
| e Remaining amount distributed out of corpus | 0. | | | |
| 5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a)) | 0. | | | 0. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e. Subtract line 5 | 0. | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | 0. | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | 0. | | |
| d Subtract line 6c from line 6b Taxable amount — see instructions | | 0. | | |
| e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount — see instructions | | | 0. | |
| f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011 | | | | 127,089. |
| 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) | 0. | | | |
| 9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a | 0. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2006 | | | | |
| b Excess from 2007 | | | | |
| c Excess from 2008 | | | | |
| d Excess from 2009 | | | | |
| e Excess from 2010 | | | | |

BAA

Form 990-PF (2010)

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

N/A

- 1a** 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)

- 2a** 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(i)(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(i)(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

- 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 | 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 |
|--|--|--------------------------------------|-------------------------------------|----------|
| Name and address (home or business) | | | | |
| a Paid during the year SEE STATEMENT 8 | | | | |
| Total | | | 3a | 181,500. |
| b Approved for future payment | | | | |
| Total | | | 3b | |

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

| Enter gross amounts unless otherwise indicated | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (see the instructions) |
|---|---------------------------|---------------|--------------------------------------|---------------|---|
| | (a) Business code | (b) Amount | (c) Exclu- sion code | (d) Amount | |
| 1 Program service revenue: | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | | | 141,928. |
| 4 Dividends and interest from securities | | | | | |
| 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 | | | | | -76,487. |
| 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) | | | | | 65,441. |
| 13 Total. Add line 12, columns (b), (d), and (e) | | | | | 65,441. |

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

JOHN AND BEVERLY STAUFFER FOUNDATION

95-2241406

STATEMENT 1
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

| | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| SHEPPARD, MULLIN | \$ 15,000. | \$ 7,500. | | \$ 7,500. |
| TOTAL | <u>\$ 15,000.</u> | <u>\$ 7,500.</u> | <u>\$ 0.</u> | <u>\$ 7,500.</u> |

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

| | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| DORFMAN & RUTT | \$ 5,100. | | | \$ 5,100. |
| SHEPPARD, MULLIN | 4,462. | | | 4,462. |
| TOTAL | <u>\$ 9,562.</u> | <u>\$ 0.</u> | <u>\$ 0.</u> | <u>\$ 9,562.</u> |

STATEMENT 3
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 |
|---------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| ADVISORY FEES | \$ 31,580. | \$ 31,580. | | |
| TOTAL | <u>\$ 31,580.</u> | <u>\$ 31,580.</u> | <u>\$ 0.</u> | <u>\$ 0.</u> |

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

| | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| EXCISE TAXES | \$ 1,170. | | | |
| FOREIGN TAXES | 2,306. | \$ 2,306. | | |
| TOTAL | <u>\$ 3,476.</u> | <u>\$ 2,306.</u> | <u>\$ 0.</u> | <u>\$ 0.</u> |

JOHN AND BEVERLY STAUFFER FOUNDATION

95-2241406

STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

| | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-----------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| FILING FEE | \$ 60. | \$ 30. | | \$ 30. |
| MEETING EXPENSE | 202. | 101. | | 101. |
| OFFICE | 349. | 175. | | 174. |
| TOTAL | \$ 611. | \$ 306. | \$ 0. | \$ 305. |

STATEMENT 6
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

| | BOOK VALUE | FAIR MARKET VALUE |
|----------------------|----------------|----------------------|
| ORGANIZATION EXPENSE | \$ 541. | |
| ROUNDING | 2. | |
| TOTAL | \$ 543. | \$ 0. |

STATEMENT 7
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

| NAME AND ADDRESS | TITLE AND AVERAGE HOURS PER WEEK DEVOTED | COMPEN- SATION | CONTRI- BUTION TO EBP & DC | EXPENSE ACCOUNT/ OTHER |
|--|--|-------------------|----------------------------------|------------------------------|
| CAROLINE BARTLESON PMB 321, HWY 111 LA QUINTA, CA 92253 | DIRECTOR 1.00 | \$ 1,000. | \$ 0. | \$ 0. |
| WINIFRED H. RUTTER 31330 BROAD BEACH ROAD MALIBU, CA 90265 | SECRETARY 1.00 | 2,000. | 0. | 0. |
| BEN A. SCHUCK, III 120 NORTH TENTH STREET SANTA PAULA, CA 93060-2803 | VICE PRESIDENT 1.00 | 2,000. | 0. | 0. |
| LESLIE S. BARTLESON 78-365 HIGHWAY 111, PMB 321 LA QUINTA, CA 92253 | VICE PRESIDENT 1.00 | 2,000. | 0. | 0. |
| BROOKE S. TINNEY P.O. BOX 1120 CARDIFF, CA 92007 | PRESIDENT 1.00 | 2,000. | 0. | 0. |

JOHN AND BEVERLY STAUFFER FOUNDATION

95-2241406

STATEMENT 7 (CONTINUED)
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

| NAME AND ADDRESS | TITLE AND AVERAGE HOURS PER WEEK DEVOTED | COMPEN- SATION | CONTRI- BUTION TO EBP & DC | EXPENSE ACCOUNT/ OTHER |
|---|--|-------------------|----------------------------------|------------------------------|
| LAURENCE K. GOULD, JR. 333 S. HOPE STREET, 48TH FLOOR LOS ANGELES, CA 90071 | TREASURER 4.00 | \$ 4,000. | \$ 0. | \$ 0. |
| TOTAL | | \$ 13,000. | \$ 0. | \$ 0. |

STATEMENT 8
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

| NAME AND ADDRESS | DONEE RELATIONSHIP | FOUND- ATION STATUS | PURPOSE OF GRANT | AMOUNT |
|--|-----------------------|---------------------------|-----------------------|-----------|
| R.D. COLBURN SCHOOL 3131 SOUTH FIGUEROA ST LOS ANGELES, CA 90007 | NONE | N/A | GENERAL OPERATIONS | \$ 6,000. |
| GOOD SHEPHERD CENTER 267 N. BELMONT AVE LOS ANGELES, CA 90026 | NONE | N/A | GENERAL OPERATIONS | 5,000. |
| LAS PATRONAS PO BOX 986 LA JOLLA, CA 92038 | NONE | N/A | GENERAL OPERATIONS | 5,500. |
| MIDNIGHT MISSION 396 S. LOS ANGELES STREET LOS ANGELES, CA 90013 | NONE | N/A | GENERAL OPERATIONS | 3,000. |
| LOS ANGELES OPERA 135 NORTH GRAND AVENUE LOS ANGELES, CA 90012 | NONE | N/A | GENERAL OPERATIONS | 5,000. |
| SALVATION ARMY PO BOX 15899, DEL VALLE LOS ANGELES, CA 90015 | NONE | N/A | GENERAL OPERATIONS | 3,000. |
| SANTA BARBARA TRUST PO BOX 388 SANTA BARBARA, CA 93103 | NONE | N/A | GENERAL OPERATIONS | 5,000. |
| HELEN WOODWARD ANIMAL CEN 6461 EL APAJO ROAD RANCHO SANTA FE, CA 92067 | NONE | N/A | GENERAL OPERATIONS | 7,500. |
| ZOOLOGICAL SOCIETY OF S.D P.O. BOX 551 SAN DIEGO, CA 92112 | NONE | N/A | GENERAL OPERATIONS | 10,000. |

JOHN AND BEVERLY STAUFFER FOUNDATION

95-2241406

STATEMENT 8 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

| NAME AND ADDRESS | DONEE RELATIONSHIP | FOUND- ATION STATUS | PURPOSE OF GRANT | AMOUNT |
|--|-----------------------|---------------------------|-----------------------|-----------|
| L.A. MASTER CHORALE 135 N. GRAND AVENUE LOS ANGELES, CA 90012 | NONE | N/A | GENERAL OPERATIONS | \$ 6,000. |
| S.B. MISSION ARCHIVE 2201 LAGUNA STREET SANTA BARBARA, CA 93105 | NONE | N/A | GENERAL OPERATIONS | 5,000. |
| BOYS & GIRLS CLUB OF SANTA CLA 806 RAILROAD AVE. SANTA PAULA, CA 93060 | NONE | N/A | GENERAL OPERATIONS | 5,000. |
| CA STATE SUMMER SCH. ARTS 2047 CENTURY PARK E., 12F LOS ANGELES, CA 90067 | NONE | N/A | GENERAL OPERATIONS | 5,000. |
| CA STATE UNIVERSITY FOUND 401 GOLDEN SHORE LONG BEACH, CA 90802 | NONE | N/A | GENERAL OPERATIONS | 9,000. |
| L.A. CHAMBER ORCHESTRA 611 W. SIXTH ST., STE 271 LOS ANGELES, CA 90017 | NONE | N/A | GENERAL OPERATIONS | 5,000. |
| ONEGENERATION 17400 VICTORY BLVD. VAN NUYS, CA 91406 | NONE | N/A | GENERAL OPERATIONS | 5,000. |
| PEPPERDINE UNIVERSITY 24255 PACIFIC COAST HWY MALIBU, CA 90263 | NONE | N/A | GENERAL OPERATIONS | 5,000. |
| SB MUSEUM OF NATURAL HISTORY 2559 PUESTA DEL SOL ROAD SANTA BARBARA, CA 93105 | NONE | N/A | GENERAL OPERATIONS | 5,000. |
| CHARMLEE NATURE PRESERVE FOUND P.O. BOX 6586 MALIBU, CA 90264 | NONE | N/A | GENERAL OPERATIONS | 5,000. |
| ANGELS HARVEST P.O. BOX 27698 LOS ANGELES, CA 90027 | NONE | N/A | GENERAL OPERATIONS | 3,000. |
| THE NATURE OF WILDWORKS P.O. BOX 109 TOPANGA, CA 90290 | NONE | N/A | GENERAL OPERATIONS | 5,000. |

JOHN AND BEVERLY STAUFFER FOUNDATION

95-2241406

STATEMENT 8 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

| NAME AND ADDRESS | DONEE RELATIONSHIP | FOUND- ATION STATUS | PURPOSE OF GRANT | AMOUNT |
|---|-----------------------|---------------------------|-----------------------|-----------|
| OJAI FESTIVALS, LTD P.O. BOX 185 OJAI, CA 93024 | NONE | N/A | GENERAL OPERATIONS | \$ 5,000. |
| VENTURA COUNTY ARTS COUNCIL 646 COUNTY SQUARE DRIVE, STE 1 VENTURA, CA 93003 | NONE | N/A | GENERAL OPERATIONS | 5,000. |
| CALIFORNIA MISSIONS FOUNDATION 4129 MAIN ST., SUITE 207 RIVERSIDE, CA 92501 | NONE | N/A | GENERAL OPERATIONS | 10,000. |
| WILL POWER TO YOUTH P.O. BOX 575 OJAI, CA 93024 | NONE | N/A | GENERAL OPERATIONS | 5,000. |
| EASTERN SIERRA FOUNDATION POST OFFICE BOX 216 BISHOP, CA 93515 | NONE | N/A | GENERAL OPERATIONS | 5,000. |
| PARTNERSHIP SCHOLARS P.O. BOX 361 LITTLE RIVER, CA 95456 | NONE | N/A | GENERAL OPERATIONS | 2,500. |
| VISTA HILL 8787 COMPLEX DRIVE, STE 200 SAN DIEGO, CA 92123 | NONE | N/A | GENERAL OPERATIONS | 5,000. |
| CA STATE UNIV NORTHRIDGE FOUNDATION 18111 NORDHOFF STREET NORTHRIDGE, CA 91330 | NONE | N/A | GENERAL OPERATIONS | 5,000. |
| COACHELLA VALLEY RESCUE MISSION 47-518 VAN BUREN/PO BOX 10660 INDIO, CA 92202 | NONE | N/A | GENERAL OPERATIONS | 5,000. |
| COACHELLA VALLEY WILD BIRD CENTER 46500 VAN BUREN STREET INDIO, CA 92201 | NONE | N/A | GENERAL OPERATIONS | 2,500. |
| ROSEMONT ELEMENTARY SCHOOL 421 NORTH ROSEMONT AVENUE LOS ANGELES, CA 90026 | NONE | N/A | GENERAL OPERATIONS | 1,500. |

JOHN AND BEVERLY STAUFFER FOUNDATION

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**STATEMENT 8 (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> |
|---|-------------------------------|------------------------------------|-----------------------------|--------------------|
| FIND FOOD BANK P.O. BOX 10080 INDIO, CA 92202 | NONE | N/A | GENERAL OPERATIONS | \$ 2,000. |
| LA COSTA CANYON HIGH SCHOOL FDN ONE MAVERICK WAY CARLSBAD, CA 92009 | NONE | N/A | GENERAL OPERATIONS | 5,000. |
| SOS SOLDIERS ORGANIZED SERVICES 57539 SANTA ROSA TRAIL LA QUINTA, CA 92253 | NONE | N/A | GENERAL OPERATIONS | 5,000. |
| VERDUGO YOUNG MUSICIANS ASSOCIATION P.O. BOX 8343 LA CRESCENTA, CA 91224 | NONE | N/A | GENERAL OPERATIONS | 2,500. |
| LA COSTA CANYON POP WARNER 1 MARVERICK WAY CARLSBAD, CA 92253 | NONE | N/A | GENERAL OPERATIONS | 2,500. |
| TOTAL | | | | \$ <u>181,500.</u> |

PART VII-B
LINE 1 A (4)

LEGAL FEES ARE PAID TO THE LAW FIRM OF SHEPPARD, MULLIN, RICHTER AND HAMPTON, L.L.P. FOR LEGAL AND ADMINISTRATIVE SERVICES REQUIRED DURING THE YEAR. ONE OF THE TRUSTEES OF THE FOUNDATION IS OF COUNSEL TO THE FIRM. THE FEES PAID ARE REASONABLE AND NECESSARY FOR THE FOUNDATION TO CARRY ON ITS EXEMPT PURPOSES AND, THEREFORE, ARE NOT CONSIDERED ACTS OF SELF DEALING.

JOHN AND BEVERLY STAUFFER FOUNDATION
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Form 990-PF

Part II
Line 10 a

| AGENCY | FACE VALUE | (b) Book Value | (c) Fair Market Value |
|--------------------------|------------|----------------|-----------------------|
| CALIFORNIA ST GENL OBLIG | 39,000 | \$ 39,860.10 | \$ 40,884.48 |
| CALIFORNIA ST GENL OBLIG | 39,000 | 40,014.38 | 41,185.17 |
| | | \$ 79,874.48 | \$ 82,069.65 |

JOHN AND BEVERLY STAUFFER FOUNDATION
95-2241406

Form 990-PF

Part II
Line 10 b

COMMON STOCKS

| STOCK | SHARES | (b) Book Value | (c) Fair Market Value |
|-------------------------------|---------|-----------------|-----------------------|
| CLAYMORE S&P GLOBAL WATER | 2,000 | \$ 49,803.86 | \$ 41,540.00 |
| S&P NORTH AMER NAT RES SECTOR | 1,200 | 49,411.25 | 50,028.00 |
| VARIOUS | VARIOUS | 2,227,447.22 | 2,593,312.71 |
| | | \$ 2,326,662.33 | \$ 2,684,880.71 |

PREFERRED STOCKS

| | | | |
|----------------------------|---------|---------------|---------------|
| DUKE REALTY CP 6.625 | 1,200 | \$ 30,000.00 | \$ 26,880.00 |
| RSB CAP FNDG TRUST V 5.9% | 1,200 | 30,000.00 | 15,360.00 |
| CBL&ASSOC PROP 7.375 SER D | 91 | 2,142.31 | 2,149.42 |
| VARIOUS | VARIOUS | 93,993.00 | 97,843.14 |
| | | \$ 156,135.31 | \$ 142,232.56 |

MUTUAL FUNDS

| | | | |
|-----------------------------|----------|---------------|---------------|
| OPPENHEIMER DEVELOPING MKTS | 1,858.61 | \$ 50,020.85 | \$ 65,199.86 |
| INVESCO VK GLOBAL FRANCHISE | 2,808.89 | 51,880.15 | 58,733.97 |
| | | \$ 101,901.00 | \$ 123,933.83 |

| | |
|-----------------|-----------------|
| \$ 2,584,698.64 | \$ 2,951,047.10 |
|-----------------|-----------------|

JOHN AND BEVERLY STAUFFER FOUNDATION
95-2241406

Form 990-PF

Part II
Line 10 b

PREFERRED STOCKS - VARIOUS

PREFERRED STOCKS

| Security Description | Quantity | Total Cost | Market Value |
|---|----------|------------|--------------|
| AEGON NV 06.875 (AEV) Share Price: \$22.780; Moody BAA2 S&P BBB; Next Dividend Payable 03/11 | 47.000 | \$934.83 | \$1,070.66 |
| AEGON NV 6.3750% SERIES (AEH) Share Price: \$21.640; Moody BAA2 S&P BBB; Next Dividend Payable 03/11 | 72.000 | 1,652.05 | 1,558.08 |
| AEGON NV 7.25% PFD (AEF) Share Price: \$23.920; Moody BAA2 S&P BBB; Next Dividend Payable 03/11 | 31.000 | 655.03 | 741.52 |
| AEGON NV SERIES 1 (AEB) Share Price: \$20.940; Moody BAA2 S&P BBB; Next Dividend Payable 03/11 | 124.000 | 2,206.53 | 2,596.56 |
| ARCH CAP GRP LTD 8% SER A (ARH.A) Share Price: \$25.500; Moody BAA3 S&P BBB; Next Dividend Payable 02/11 | 50.000 | 1,254.50 | 1,275.00 |
| ARCH CAPITAL GROUP LTD SER B (ARH.B) Share Price: \$25.570; Moody BAA3 S&P BBB; Next Dividend Payable 02/11 | 96.000 | 2,405.77 | 2,454.72 |
| AXIS CAPITAL 7.2500% SER A PRF (AXS.A) Share Price: \$25.050; Moody BAA3 S&P BBB; Next Dividend Payable 01/18/11 | 80.000 | 1,799.58 | 2,004.00 |
| BANK OF AMER 6.375 NON CUM-3 (BML.I) Share Price: \$21.980; Moody BA3 S&P BB+; Next Dividend Payable 02/11 | 96.000 | 1,976.67 | 2,110.08 |
| BANK OF AMER 6.625 SERIES (BAC.I) Share Price: \$22.540; Moody BA3 S&P BB+; Next Dividend Payable 01/03/11 | 67.000 | 1,557.11 | 1,510.18 |
| BANK OF AMER 8.625 NON-CUM 8 (BML.Q) Share Price: \$25.810; Moody BA3 S&P BB+; Next Dividend Payable 02/11 | 27.000 | 676.89 | 696.87 |
| BANK OF AMERICA (BAC.D) Share Price: \$21.510; Moody BA3 S&P BB+; Next Dividend Payable 03/11 | 53.000 | 1,177.90 | 1,140.03 |
| BANK OF AMERICA 8.20% SER H (BAC.H) Share Price: \$25.500; Moody BA3 S&P BB+; Next Dividend Payable 02/11 | 23.000 | 564.12 | 586.50 |
| BARCLAYS BANK PLC 7.75% (BCS.C) Share Price: \$25.420; Moody BAA3 S&P A-; Next Dividend Payable 03/11 | 70.000 | 1,689.39 | 1,779.40 |
| BARCLAYS BK PLC 6.625 SER2 (BCS.) Share Price: \$23.330; Moody BAA3 S&P A-; Next Dividend Payable 03/11 | 145.000 | 3,043.85 | 3,382.85 |
| BARCLAYS BK PLC 7.1000 SER 3 (BCS.A) Share Price: \$24.930; Moody BAA3; Next Dividend Payable 03/11 | 103.000 | 2,311.32 | 2,567.79 |
| CREDIT SUISSE GU 7.9% (CRP) Share Price: \$26.780; Moody A3 S&P BBB+; Next Dividend Payable 03/11 | 273.000 | 7,067.78 | 7,310.94 |
| DEUTSCHE BK CAP FD TR X 7.35% (DCE) Share Price: \$25.150; Moody BAA2 S&P BBB; Next Dividend Payable 03/11 | 39.000 | 924.30 | 980.85 |
| DEUTSCHE BK CONT CAP III 7.60% (DTK) Share Price: \$25.430; Moody BAA2 S&P BBB; Next Dividend Payable 02/11 | 101.000 | 2,501.94 | 2,568.43 |
| DEUTSCHE BK CONT CAP T II 6.55 (DXB) Share Price: \$23.150; Moody BAA2 S&P BBB; Next Dividend Payable 02/11 | 156.000 | 3,360.65 | 3,611.40 |
| GOLDMAN SACHS GROUP PFD D (GS.D) Share Price: \$21.520; Moody BAA2 S&P BBB-; Next Dividend Payable 02/11 | 207.000 | 4,574.12 | 4,454.64 |

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Part II
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PREFERRED STOCKS - VARIOUS

PREFERRED STOCKS (CONTINUED)

| Security Description | Quantity | Total Cost | Market Value |
|---|----------|------------|--------------|
| GOLDMAN SACHS GRP INC FLTG RT (GS.A) | 45.000 | 1,002.60 | 945.90 |
| Share Price: \$21.020; Moody BAA2 S&P BBB-; Next Dividend Payable 02/11 | | | |
| GOLDMAN SACHS GRP INC(THE)SR B (GS.B) | 75.000 | 1,896.08 | 1,811.25 |
| Share Price: \$24.150; Moody BAA2 S&P BBB-; Next Dividend Payable 02/11 | | | |
| HSBC HLDGS PLC 6.2000% SER A (HBC.A) | 227.000 | 4,990.00 | 5,198.30 |
| Share Price: \$22.900; Moody A3 S&P A-; Next Dividend Payable 03/11 | | | |
| HSBC HOLDINGS PLC 8.00% (HCS.B) | 48.000 | 1,223.16 | 1,279.20 |
| Share Price: \$26.650; Moody A3 S&P A-; Next Dividend Payable 03/11 | | | |
| HSBC HOLDINGS PLC 8.125% (HCS) | 22.000 | 580.80 | 590.26 |
| Share Price: \$26.830; S&P A-; Next Dividend Payable 01/18/11 | | | |
| ING GROEP NV 6.1250% SER (ISG) | 66.000 | 1,195.52 | 1,337.16 |
| Share Price: \$20.260; Moody BA1 S&P BB; Next Dividend Payable 01/18/11 | | | |
| ING GROEP NV 7.2% SER (INZ) | 53.000 | 1,102.40 | 1,228.01 |
| Share Price: \$23.170; Moody BA1 S&P BB; Next Dividend Payable 03/11 | | | |
| ING GROEP NV 8.50% (IGK) | 12.000 | 290.73 | 303.48 |
| Share Price: \$25.290; Moody BA1 S&P BB; Next Dividend Payable 03/11 | | | |
| ING GROEP NV 7.0500% SER PFD (IND) | 84.000 | 1,770.91 | 1,919.40 |
| Share Price: \$22.850; Moody BA1 S&P BB; Next Dividend Payable 03/11 | | | |
| JPMORGAN CHASE 8.625% SER J (JPM.I) | 144.000 | 4,051.58 | 3,967.20 |
| Share Price: \$27.550; Moody BAA1 S&P BBB+; Next Dividend Payable 03/11 | | | |
| METLIFE INC 6.5000% SER B (MET.B) | 286.000 | 6,896.22 | 7,092.80 |
| Share Price: \$24.800; Moody BAA2 S&P BBB-; Next Dividend Payable 03/11 | | | |
| PARTNERRE LTD 6.5000 SER D (PRE.D) | 74.000 | 1,701.84 | 1,781.92 |
| Share Price: \$24.080; Moody BAA1 S&P BBB+; Next Dividend Payable 03/11 | | | |
| PARTNERRE LTD SER C 6.75 PRF (PRE.C) | 49.000 | 1,219.61 | 1,205.40 |
| Share Price: \$24.600; Moody BAA1 S&P BBB+; Next Dividend Payable 03/11 | | | |
| PNC BANCORPORATION 9.875 SER L (PNC.L) | 86.000 | 2,552.20 | 2,485.39 |
| Share Price: \$28.900; Moody BAA3 S&P BBB; Next Dividend Payable 02/11 | | | |

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PREFERRED STOCKS - VARIOUS

STOCKS

PREFERRED STOCKS (CONTINUED)

| Security Description | Quantity | Total Cost | Market Value |
|---|------------------------|-------------|--------------|
| PRUDENTIAL PLC 6.50 PFD (PUK.A) Share Price: \$24.660; Convertible; Moody BAA1 S&P A-; Next Dividend Payable 03/11 | 113.000 | 2,625.60 | 2,786.58 |
| PRUDENTIAL PLC 6.75 SERIES (PUK.) Share Price: \$25.080; Convertible; Moody BAA1 S&P A-; Next Dividend Payable 03/11 | 108.000 | 2,617.44 | 2,708.64 |
| PUBLIC STORAGE SER-M 6.625 (PSA.M) Share Price: \$24.960; Moody BAA1 S&P BBB+; Next Dividend Payable 03/11 | 15.000 | 350.70 | 374.40 |
| RENAISSANCE 6.08 SERIES C (RNR.C) Share Price: \$22.740; S&P BBB+; Next Dividend Payable 03/11 | 74.000 | 1,480.00 | 1,682.76 |
| RENAISSANCE HLDGS-D 6.60% (RNR.D) Share Price: \$24.630; Moody BAA2 S&P BBB+; Next Dividend Payable 03/11 | 130.000 | 2,799.47 | 3,201.90 |
| SANTANDER FIN 10.50% SER 10 (STD.E) Share Price: \$27.860; Moody BAA2 S&P A-; Next Dividend Payable 03/11 | 152.000 | 4,354.80 | 4,234.72 |
| UBS PFD FDG TR IV FLTG RT (UBS.D) Share Price: \$16.920; Moody BAA3 S&P BBB-; Next Dividend Payable 01/18/11 | 151.000 | 2,368.51 | 2,554.92 |
| US BANCORP 7.875% (USB.L) Share Price: \$26.990; Moody A3 S&P BBB+; Next Dividend Payable 01/18/11 | 26.000 | 723.32 | 701.74 |
| WELLS FARGO 8% NON-CUM SER J (WFC.J) Share Price: \$27.190; Moody BAA3 S&P A-; Next Dividend Payable 03/11 | 149.000 | 3,865.18 | 4,051.31 |
| | Percentage of Assets % | Total Cost | Market Value |
| STOCKS | 66.2% | \$93,993.00 | \$97,843.14 |

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Line 10 b

COMMON STOCKS - VARIOUS

| Security Description | Quantity | Total Cost | Market Value |
|---|----------|------------|--------------|
| 3M COMPANY (MMM) | 112.000 | \$7,120.51 | \$9,665.60 |
| Share Price: \$86.300; Next Dividend Payable 03/11 | | | |
| A G C O CORP (AGCO) | 36.000 | 1,233.00 | 1,823.76 |
| Share Price: \$50.660 | | | |
| ABBOTT LABORATORIES (ABT) | 618.000 | 29,876.10 | 29,608.38 |
| Share Price: \$47.910; Next Dividend Payable 02/11 | | | |
| ABM INDUSTRIES INCORPORATED (ABM) | 183.000 | 4,048.52 | 4,812.90 |
| Share Price: \$26.300; Next Dividend Payable 02/11 | | | |
| ACCENTURE PLC IRELAND CL A (ACN) | 577.000 | 20,964.98 | 27,978.73 |
| Share Price: \$48.490; Next Dividend Payable 05/11 | | | |
| ACE LTD (ACE) | 70.000 | 3,883.68 | 4,357.50 |
| Share Price: \$62.250; Next Dividend Payable 01/11/11 | | | |
| AEROPOSTALE INC (ARO) | 64.000 | 1,521.23 | 1,576.96 |
| Share Price: \$24.640 | | | |
| AFILIATED MGRS GROUP INC (AMG) | 173.000 | 15,673.41 | 17,165.06 |
| Share Price: \$99.220 | | | |
| AIR LIQUIDE ADR (AIQUY) | 369.000 | 7,719.80 | 9,427.95 |
| Share Price: \$25.550 | | | |
| AIR PROD & CHEM INC (APD) | 98.000 | 7,492.32 | 8,913.10 |
| Share Price: \$90.950; Next Dividend Payable 02/14/11 | | | |
| AIRGAS INC (ARG) | 35.000 | 1,564.50 | 2,186.10 |
| Share Price: \$62.460; Next Dividend Payable 03/11 | | | |
| AKAMAI TECHNOLOGIES INC (AKAM) | 34.000 | 988.45 | 1,599.70 |
| Share Price: \$47.050 | | | |
| AKZO NOBEL NV ADR (AKZOY) | 192.000 | 11,703.15 | 11,928.96 |
| Share Price: \$62.130 | | | |
| ALEXANDRIA REAL ESTATE EQ INC (ARE) | 150.000 | 9,276.47 | 10,989.00 |
| Share Price: \$73.260; Next Dividend Payable 01/17/11 | | | |
| ALLERGAN INC (AGN) | 245.000 | 8,057.17 | 16,824.15 |
| Share Price: \$68.670; Next Dividend Payable 03/11 | | | |
| ALTEGRA CP (ALTR) | 281.000 | 6,660.68 | 9,997.98 |
| Share Price: \$35.580; Next Dividend Payable 03/11 | | | |
| AMB PROPERTY CORPORATION (AMB) | 171.000 | 7,954.44 | 5,422.41 |
| Share Price: \$31.710; Next Dividend Payable 01/07/11 | | | |
| AMERICAN CAMPUS CMMTYS INC (ACC) | 368.000 | 9,520.49 | 11,687.68 |
| Share Price: \$31.760; Next Dividend Payable 02/11 | | | |
| AMERICAN SUPERCONDUCTOR (AMSC) | 49.000 | 1,431.49 | 1,400.91 |
| Share Price: \$28.590 | | | |

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Part II
Line 10 b

COMMON STOCKS - VARIOUS

COMMON STOCKS (CONTINUED)

| Security Description | Quantity | Total Cost | Market Value |
|--|----------|------------|--------------|
| AMERICAN TOWER CP CLASS A (AMT) <i>Share Price: \$51.640</i> | 50.000 | 1,580.50 | 2,582.00 |
| AMPHENOL CORP NEW CL A (APH) <i>Share Price: \$52.780; Next Dividend Payable 01/05/11</i> | 177.000 | 6,222.92 | 9,342.06 |
| ANNALY CAPITAL MNGMT INC (NLY) <i>Share Price: \$17.920; Next Dividend Payable 01/27/11</i> | 110.000 | 1,584.88 | 1,971.20 |
| AON CORP (AON) <i>Share Price: \$46.010; Next Dividend Payable 02/11</i> | 189.000 | 6,924.88 | 8,695.89 |
| APACHE CORP (APA) <i>Share Price: \$119.230; Next Dividend Payable 02/11</i> | 135.000 | 13,980.59 | 16,096.05 |
| APPLE INC (AAPL) <i>Share Price: \$322.560</i> | 131.000 | 19,672.78 | 42,255.36 |
| ARES CAPITAL CORP (ARCC) <i>Share Price: \$16.480; Next Dividend Payable 03/11</i> | 424.000 | 5,820.67 | 6,987.52 |
| ARM HOLDINGS PLC ADS (ARMH) <i>Share Price: \$20.750</i> | 48.000 | 494.29 | 996.00 |
| AEC ESTATES REALTY (AEC) <i>Share Price: \$15.290; Next Dividend Payable 02/11</i> | 296.000 | 3,440.60 | 4,525.84 |
| AT&T INC (T) <i>Share Price: \$29.380; Next Dividend Payable 02/11</i> | 771.000 | 26,284.16 | 22,651.98 |
| ATWOOD OCEANICS INC (ATW) <i>Share Price: \$37.370</i> | 58.000 | 1,841.34 | 2,167.46 |
| AVALONBAY COMM INC (AVB) <i>Share Price: \$112.550; Next Dividend Payable 01/18/11</i> | 73.000 | 7,635.87 | 8,216.15 |
| AXIS CAPITAL HOLDINGS LTD (AXS) <i>Share Price: \$35.880; Next Dividend Payable 01/18/11</i> | 26.000 | 663.61 | 932.88 |
| BALCHEM CP (BCPC) <i>Share Price: \$33.810; Next Dividend Payable 01/20/11</i> | 144.000 | 1,810.35 | 4,868.64 |
| BANCO SANTANDER BRASIL SA ADS (BSBR) <i>Share Price: \$13.600; Next Dividend Payable 03/04/11</i> | 500.000 | 6,570.37 | 6,800.00 |

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COMMON STOCKS - VARIOUS

COMMON STOCKS (CONTINUED)

| Security Description | Quantity | Total Cost | Market Value |
|--|----------|------------|--------------|
| BANK OF AMERICA CORP (BAC) <i>Share Price: \$13.340; Next Dividend Payable 03/11</i> | 992.000 | 15,818.44 | 13,233.28 |
| BANK OF NEW YORK MELLON CORP (BK) <i>Share Price: \$30.200; Next Dividend Payable 02/11</i> | 842.000 | 28,791.37 | 25,428.40 |
| BARCLAYS PLC ADR (BCS) <i>Share Price: \$16.520</i> | 262.000 | 4,297.30 | 4,328.24 |
| BAXTER INTL INC (BAX) <i>Share Price: \$50.620; Next Dividend Payable 01/05/11</i> | 241.000 | 14,157.50 | 12,199.42 |
| BAYER AG SPON ADR (BAYRY) <i>Share Price: \$73.360</i> | 151.000 | 10,494.30 | 11,077.36 |
| BAYERISCHE MOTOREN WERKE AG (BAMXY) <i>Share Price: \$26.090</i> | 277.000 | 4,409.39 | 7,226.93 |
| BECTON DICKINSON & CO (BDX) <i>Share Price: \$84.520; Next Dividend Payable 03/11</i> | 90.000 | 6,956.18 | 7,606.80 |
| BEST BUY CO (BBY) <i>Share Price: \$34.290; Next Dividend Payable 01/25/11</i> | 360.000 | 14,647.99 | 12,344.40 |
| BG GROUP PLC (BRGY) <i>Share Price: \$102.000</i> | 71.000 | 6,116.47 | 7,242.00 |
| BHP BILLITON PLC SPONS ADR (BBL) <i>Share Price: \$80.500</i> | 163.000 | 9,360.43 | 13,121.50 |
| BIOMARIN PHARMAC SE (BMRN) <i>Share Price: \$26.930</i> | 100.000 | 1,510.88 | 2,693.00 |
| BOC SOFTWARE (BMC) <i>Share Price: \$47.140</i> | 44.000 | 2,106.01 | 2,074.16 |
| BNP PARIBAS SP ADR REPSTG (BNPQY) <i>Share Price: \$31.950</i> | 328.000 | 15,040.50 | 10,479.60 |
| BORG WARNER INC (BWA) <i>Share Price: \$72.360</i> | 70.000 | 2,313.17 | 5,065.20 |

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COMMON STOCKS - VARIOUS

COMMON STOCKS (CONTINUED)

| Security Description | Quantity | Total Cost | Market Value |
|---|----------|------------|--------------|
| BOSTON PROPERTIES INC (BXP) <i>Share Price: \$86.100; Next Dividend Payable 01/28/11</i> | 87.000 | 7,228.30 | 7,490.70 |
| BP PLC ADS (BP) <i>Share Price: \$44.170</i> | 254.000 | 9,217.17 | 11,219.18 |
| CAMDEN PROPERTY TRUST (CPT) <i>Share Price: \$53.980; Next Dividend Payable 01/18/11</i> | 117.000 | 6,450.52 | 6,315.66 |
| CAMPUS CREST CMNTYS INC COM (CCG) <i>Share Price: \$14.020; Next Dividend Payable 01/12/11</i> | 168.000 | 2,036.31 | 2,355.36 |
| CARBO CERAMICS INC (CRR) <i>Share Price: \$103.540; Next Dividend Payable 02/11</i> | 85.000 | 2,765.46 | 8,800.90 |
| CATALYST HEALTH SOLUTIONS INC (CHSI) <i>Share Price: \$46.490</i> | 40.000 | 1,567.17 | 1,859.60 |
| CELGENE CORP (CELG) <i>Share Price: \$59.140</i> | 221.000 | 14,519.70 | 13,069.94 |
| CHECK POINT SOFTWARE TECH LTD (CHKP) <i>Share Price: \$46.260</i> | 30.000 | 712.20 | 1,387.80 |
| CIORON CORP (CVX) <i>Share Price: \$91.250; Next Dividend Payable 03/11</i> | 311.000 | 17,482.20 | 28,378.75 |
| CHINA CONSTRUCTION BANK CORP (CICNY) <i>Share Price: \$18.300</i> | 350.000 | 6,022.21 | 6,405.00 |
| CHINA PETE&CHEM CP ADS H SHS (SNP) <i>Share Price: \$95.690</i> | 74.000 | 6,645.58 | 7,081.06 |
| CHINA UNICOM (HONG KONG) LTD (CHU) <i>Share Price: \$14.250</i> | 261.000 | 3,848.11 | 3,719.25 |
| CHIPOTLE MEXICAN GRILL INC COM (CMG) <i>Share Price: \$212.660</i> | 8.000 | 710.00 | 1,701.28 |
| CHOICE HOTELS INTL INC NEW (CHH) <i>Share Price: \$38.270; Next Dividend Payable 01/14/11</i> | 67.000 | 2,289.37 | 2,564.09 |
| CHUBB CORP (CB) <i>Share Price: \$59.640; Next Dividend Payable 01/11/11</i> | 193.000 | 9,068.77 | 11,510.52 |

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COMMON STOCKS - VARIOUS

COMMON STOCKS (CONTINUED)

| Security Description | Quantity | Total Cost | Market Value |
|---|-----------|------------|--------------|
| CHURCH & DWIGHT CO INC (CHD) <i>Share Price: \$69.020; Next Dividend Payable 03/11</i> | 29.000 | 1,514.51 | 2,001.58 |
| CINEMARK HOLDINGS (CNK) <i>Share Price: \$17.240; Next Dividend Payable 03/11</i> | 85.000 | 1,240.02 | 1,465.40 |
| CISCO SYS INC (CSCO) <i>Share Price: \$20.230</i> | 1,021.000 | 27,739.79 | 20,654.83 |
| CTRIX SYSTEMS INC (CTXS) <i>Share Price: \$68.410</i> | 235.000 | 10,670.76 | 16,076.35 |
| CLARCOR INC (CLC) <i>Share Price: \$42.890; Next Dividend Payable 01/11</i> | 152.000 | 5,471.97 | 6,519.28 |
| COGNIZANT TECH SOLUTIONS CL A (CTSH) <i>Share Price: \$73.290</i> | 269.000 | 10,519.53 | 19,715.01 |
| COMERICA INC (CMA) <i>Share Price: \$42.240; Next Dividend Payable 01/01/11</i> | 43.000 | 1,613.66 | 1,816.32 |
| COMPASS MINERALS INTER INC (CMP) <i>Share Price: \$89.270; Next Dividend Payable 03/11</i> | 22.000 | 1,337.18 | 1,963.94 |
| CONCHO RES INC (CXO) <i>Share Price: \$87.670</i> | 104.000 | 7,221.84 | 9,117.68 |
| CORE LABORATORIES N V (CLB) <i>Share Price: \$89.050; Next Dividend Payable 02/11</i> | 24.000 | 1,147.20 | 2,137.20 |
| CORPORATE OFFICES PPTY TR INC (OFC) <i>Share Price: \$34.950; Next Dividend Payable 01/18/11</i> | 35.000 | 1,083.41 | 1,223.25 |
| CREDIT SUISSE GROUP (CS) <i>Share Price: \$40.410</i> | 153.000 | 6,542.30 | 6,182.73 |
| CREE RESEARCH INC (CREE) <i>Share Price: \$65.890</i> | 35.000 | 1,154.31 | 2,306.15 |
| CROWN HLDGS INC (HOLDING CO) (CCK) <i>Share Price: \$33.380</i> | 90.000 | 2,237.75 | 3,004.20 |
| DANAHER CORP (DHR) <i>Share Price: \$47.170; Next Dividend Payable 01/28/11</i> | 430.000 | 16,272.53 | 20,283.10 |

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COMMON STOCKS - VARIOUS

COMMON STOCKS (CONTINUED)

| Security Description | Quantity | Total Cost | Market Value |
|---|-----------|------------|--------------|
| DANONE SPONSORED ADR (DANOY) Share Price: \$12.650 | 319.000 | 4,038.32 | 4,035.35 |
| DASSAULT SYSTEMS SA ADS (DASTY) Share Price: \$76.520 | 78.000 | 5,141.00 | 5,968.56 |
| DAVITA INC (DVA) Share Price: \$69.490 | 28.000 | 1,333.36 | 1,945.72 |
| DENBURY RESOURCES INC NEW (DNR) Share Price: \$19.090 | 514.000 | 9,250.84 | 9,812.26 |
| DENSO CORP LTD ADR (DNZOY) Share Price: \$17.150 | 422.000 | 6,594.22 | 7,237.30 |
| DEUTSCHE BOERSE AG UNSPON ADR (DBOBY) Share Price: \$6.880 | 850.000 | 6,623.20 | 5,848.00 |
| DIAGEO PLC SPON ADR NEW (DEO) Share Price: \$74.330 | 173.000 | 14,030.68 | 12,859.09 |
| DIGITAL REALTY TRUST INC (DLR) Share Price: \$51.540; Next Dividend Payable 01/14/11 | 182.000 | 6,601.02 | 9,380.28 |
| DISCOVERY COMMUNICATIONS SER C (DISCK) Share Price: \$36.690 | 35.000 | 717.76 | 1,284.15 |
| DOUGLAS EMMETT INC (DEI) Share Price: \$16.600; Next Dividend Payable 01/14/11 | 339.000 | 3,119.60 | 5,627.40 |
| EAST JAPAN RY CO ADR (EJPRY) Share Price: \$10.700 | 1,028.000 | 11,250.94 | 10,999.60 |
| EASTGROUP PROPERTIES INC (EGP) Share Price: \$42.320; Next Dividend Payable 03/11 | 151.000 | 5,962.42 | 6,390.32 |
| EATON CORPORATION (ETN) Share Price: \$101.510; Next Dividend Payable 02/11 | 14.000 | 716.20 | 1,421.14 |
| EATON VANCE CP (EV) Share Price: \$30.230; Next Dividend Payable 02/11 | 69.000 | 1,987.37 | 2,085.87 |

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Line 10 b

COMMON STOCKS - VARIOUS

COMMON STOCKS (CONTINUED)

| Security Description | Quantity | Total Cost | Market Value |
|--|----------|------------|--------------|
| ECOLAB INC (ECL) <i>Share Price: \$50.420; Next Dividend Payable 01/18/11</i> | 291.000 | 11,290.20 | 14,672.22 |
| EDP ENERGIAS DE PORTGUAL SA (EDPFY) <i>Share Price: \$33.250</i> | 260.000 | 8,936.31 | 8,645.00 |
| ELBIT SYSTEMS LTD (ESLT) <i>Share Price: \$53.130; Next Dividend Payable 03/11</i> | 10.000 | 647.31 | 531.30 |
| C CORP MASS (EMC) <i>Share Price: \$22.900</i> | 690.000 | 14,052.13 | 15,801.00 |
| ENTERTAINMENT PPTYS TR (EPR) <i>Share Price: \$46.250; Next Dividend Payable 01/14/11</i> | 230.000 | 5,508.69 | 10,637.50 |
| EQT CORPORATION COM NEW (EQT) <i>Share Price: \$44.840; Next Dividend Payable 03/11</i> | 51.000 | 1,936.47 | 2,286.84 |
| EQUIFAX INC (EFX) <i>Share Price: \$35.600; Next Dividend Payable 03/11</i> | 273.000 | 7,776.37 | 9,718.80 |
| ERICSSON LM TEL ADR CL B NEW (ERIC) <i>Share Price: \$11.530</i> | 450.000 | 4,565.39 | 5,188.50 |
| ERSTE GROUP BANK AG SPONS ADR (EBKDY) <i>Share Price: \$23.770</i> | 202.000 | 4,585.88 | 4,801.54 |
| ESPRIT HLDGS LTD SPONSORED ADR (ESPGY) <i>Share Price: \$9.510; Next Dividend Payable 01/10/11</i> | 424.000 | 6,299.92 | 4,032.24 |
| ESSEX PROPERTY TRUST INC (ESS) <i>Share Price: \$114.220; Next Dividend Payable 01/14/11</i> | 61.000 | 6,062.39 | 6,967.42 |
| EXPRESS SCRIPTS INC COMMON (ESRX) <i>Share Price: \$54.050</i> | 330.000 | 8,039.42 | 17,836.50 |
| EXXON MOBIL CORP (XOM) <i>Share Price: \$73.120; Next Dividend Payable 03/11</i> | 229.000 | 5,162.85 | 16,744.48 |
| EZCORP INC A (EZPW) <i>Share Price: \$27.130</i> | 60.000 | 1,216.91 | 1,627.80 |

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Part II
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COMMON STOCKS - VARIOUS

COMMON STOCKS (CONTINUED)

| Security Description | Quantity | Total Cost | Market Value |
|---|----------|------------|--------------|
| FACTSET RESEARCH SYSTEMS INC (FDS) | 13.000 | 707.98 | 1,218.88 |
| <i>Share Price: \$93.760; Next Dividend Payable 03/11</i> | | | |
| FEDERATED INVESTORS INC (FII) | 363.000 | 7,885.79 | 9,499.71 |
| <i>Share Price: \$26.170; Next Dividend Payable 02/11</i> | | | |
| FEDL RLTY INVT TRUST S B I (FRT) | 87.000 | 4,084.81 | 6,779.91 |
| <i>Share Price: \$77.930; Next Dividend Payable 01/18/11</i> | | | |
| FIFTH 3RD BANCORP OHIO (FITB) | 127.000 | 1,554.75 | 1,864.36 |
| <i>Share Price: \$14.680; Next Dividend Payable 01/20/11</i> | | | |
| FIRST CASH FINL SVCS INC (FCFS) | 317.000 | 7,972.88 | 9,823.83 |
| <i>Share Price: \$30.990</i> | | | |
| FIRST POTOMAC REALTY TRUST (FPO) | 135.000 | 2,118.49 | 2,270.70 |
| <i>Share Price: \$16.820; Next Dividend Payable 02/11</i> | | | |
| FIRSTMERIT CORPORATION (FMER) | 45.000 | 947.70 | 890.55 |
| <i>Share Price: \$19.790; Next Dividend Payable 03/11</i> | | | |
| FISERV INC WISCONSIN (FISV) | 27.000 | 1,344.92 | 1,581.12 |
| <i>Share Price: \$58.560</i> | | | |
| JWSERVE CORP (FLS) | 26.000 | 2,134.11 | 3,099.72 |
| <i>Share Price: \$119.220; Next Dividend Payable 01/14/11</i> | | | |
| GENERAL MILLS INC (GIS) | 448.000 | 15,587.80 | 15,944.32 |
| <i>Share Price: \$35.590; Next Dividend Payable 02/11</i> | | | |
| GENTEX CORP (GNTX) | 103.000 | 2,087.34 | 3,044.68 |
| <i>Share Price: \$29.560; Next Dividend Payable 01/11</i> | | | |
| GETTY REALTY CORP (NEW) (GTN) | 134.000 | 3,123.91 | 4,191.52 |
| <i>Share Price: \$31.280; Next Dividend Payable 01/13/11</i> | | | |
| GILEAD SCIENCE (GILD) | 403.000 | 18,235.08 | 14,604.72 |
| <i>Share Price: \$36.240</i> | | | |
| GOLDMAN SACHS GRP INC (GS) | 194.000 | 26,776.56 | 32,623.04 |
| <i>Share Price: \$168.160; Next Dividend Payable 03/11</i> | | | |
| GOOGLE INC-CL A (GOOG) | 51.000 | 26,456.08 | 30,292.47 |
| <i>Share Price: \$593.970</i> | | | |

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COMMON STOCKS - VARIOUS

COMMON STOCKS (CONTINUED)

| Security Description | Quantity | Total Cost | Market Value |
|---|----------|------------|--------------|
| GRACO INC (GGG) <i>Share Price: \$39.450; Next Dividend Payable 02/11</i> | 202.000 | 4,697.45 | 7,968.90 |
| HAEMONETICS CORP (HAE) <i>Share Price: \$63.180</i> | 27.000 | 1,481.49 | 1,705.86 |
| HASBRO INC (HAS) <i>Share Price: \$47.180; Next Dividend Payable 02/11</i> | 246.000 | 6,520.98 | 11,606.28 |
| IP INCORPORATED (HCP) <i>Share Price: \$36.790; Next Dividend Payable 02/11</i> | 159.000 | 4,898.32 | 5,849.61 |
| HDFC BANK LTD ADR (HDB) <i>Share Price: \$167.110</i> | 48.000 | 4,001.18 | 8,021.28 |
| HEALTH CARE REIT INC (HCN) <i>Share Price: \$47.640; Next Dividend Payable 02/11</i> | 159.000 | 6,075.32 | 7,574.76 |
| HEINEKEN NV ADR (HINKY) <i>Share Price: \$24.580</i> | 333.000 | 10,148.25 | 8,185.14 |
| HERBALIFE (HLF) <i>Share Price: \$68.370; Next Dividend Payable 02/11</i> | 25.000 | 1,712.15 | 1,709.25 |
| HESS CORPORATION (HES) <i>Share Price: \$76.540; Next Dividend Payable 01/03/11</i> | 206.000 | 11,678.83 | 15,767.24 |
| HILLENBRAND INC (HI) <i>Share Price: \$20.810; Next Dividend Payable 03/11</i> | 187.000 | 3,622.28 | 3,891.47 |
| HONEYWELL INTERNATIONAL INC (HON) <i>Share Price: \$53.160; Next Dividend Payable 03/11</i> | 243.000 | 10,315.37 | 12,917.88 |
| HOSPITALITY PPTYS TR COM SBI (HPT) <i>Share Price: \$23.040; Next Dividend Payable 02/11</i> | 269.000 | 9,257.49 | 6,197.76 |
| HOST HOTEL & RESORTS INC (HST) <i>Share Price: \$17.870; Next Dividend Payable 01/18/11</i> | 591.000 | 6,959.39 | 10,561.17 |
| HSBC HOLDINGS PLC SPON ADR NEW (HBC) <i>Share Price: \$51.040</i> | 272.000 | 10,144.86 | 13,882.88 |

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COMMON STOCKS - VARIOUS

COMMON STOCKS (CONTINUED)

| Security Description | Quantity | Total Cost | Market Value |
|---|-----------|------------|--------------|
| HUTCHISON WHAMPOA ADR (HUWHY) Share Price: \$51.410 | 231.000 | 8,593.11 | 11,875.71 |
| ICICI BANK LTD (IBN) Share Price: \$50.640 | 186.000 | 6,632.10 | 9,419.04 |
| IHS INC CLA A COM (IHS) Share Price: \$80.390 | 24.000 | 1,196.05 | 1,929.36 |
| ILL TOOL WORKS INC (ITW) Share Price: \$53.400; Next Dividend Payable 01/11/11 | 381.000 | 17,854.85 | 20,345.40 |
| INDOSAT TBK ADS 50 SER B (IIT) Share Price: \$29.120 | 79.000 | 2,698.94 | 2,300.48 |
| ING GROEP NV ADR (ING) Share Price: \$9.790 | 1,119.000 | 16,376.27 | 10,955.01 |
| INTEL CORP (INTC) Share Price: \$21.030; Next Dividend Payable 03/11 | 1,502.000 | 37,104.21 | 31,587.06 |
| INTERCONTINENTALEXCHANGE, INC (ICE) Share Price: \$119.150 | 100.000 | 12,761.50 | 11,915.00 |
| IBM BUSINESS MACHINES CORP (IBM) Share Price: \$146.760; Next Dividend Payable 03/11 | 367.000 | 41,680.73 | 53,860.92 |
| INTUITIVE SURGICAL INC (ISRG) Share Price: \$257.750 | 2.000 | 311.53 | 515.50 |
| INVESCO LTD (IVZ) Share Price: \$24.060; Next Dividend Payable 03/11 | 618.000 | 12,897.75 | 14,869.08 |
| ITC HOLDINGS (ITC) Share Price: \$61.980; Next Dividend Payable 03/11 | 31.000 | 1,359.66 | 1,921.38 |
| ITT CORP (ITT) Share Price: \$52.110; Next Dividend Payable 01/01/11 | 35.000 | 1,764.37 | 1,823.85 |
| JACK HENRY & ASSOC INC (JKHY) Share Price: \$29.150; Next Dividend Payable 03/11 | 318.000 | 6,581.03 | 9,269.70 |
| JOHNSON & JOHNSON (JNJ) Share Price: \$61.850; Next Dividend Payable 03/11 | 367.000 | 22,127.21 | 22,698.95 |

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Line 10 b

COMMON STOCKS - VARIOUS

COMMON STOCKS (CONTINUED)

| Security-Description | Quantity | Total Cost | Market Value |
|---|----------|------------|--------------|
| JOHNSON CONTROLS INCORPORATED (JCI) <i>Share Price: \$38.200; Next Dividend Payable 01/04/11</i> | 644.000 | 23,770.38 | 24,600.80 |
| JOY GLOBAL INC (JOYG) <i>Share Price: \$86.750; Next Dividend Payable 03/11</i> | 16.000 | 1,026.07 | 1,388.00 |
| JPMORGAN CHASE & CO (JPM) <i>Share Price: \$42.420; Next Dividend Payable 01/11</i> | 520.000 | 16,107.19 | 22,058.40 |
| KSAS CY SOUTH INDIAN NEW (KSU) <i>Share Price: \$47.860</i> | 75.000 | 2,277.71 | 3,589.50 |
| KAO CORP SPONS ADR (KCRPY) <i>Share Price: \$26.890</i> | 200.000 | 5,648.35 | 5,378.00 |
| KDDI CORP UNSPON ADR (KDDIY) <i>Share Price: \$57.410</i> | 73.000 | 3,597.53 | 4,190.93 |
| KEPPEL CORP LTD ADR SPONSORED (KPELY) <i>Share Price: \$17.650</i> | 708.000 | 5,616.27 | 12,496.20 |
| KIMCO REALTY CORP MD (KIM) <i>Share Price: \$18.040; Next Dividend Payable 01/18/11</i> | 161.000 | 2,665.85 | 2,904.44 |
| LABORATORY CP AMER HLDGS NEW (LH) <i>Share Price: \$87.920</i> | 11.000 | 847.88 | 967.12 |
| LANDAUER INC. (LDR) <i>Share Price: \$59.970; Next Dividend Payable 01/03/11</i> | 128.000 | 6,840.85 | 7,676.16 |
| LANDSTAR SYSTEMS INC (LSTR) <i>Share Price: \$40.940; Next Dividend Payable 02/11</i> | 209.000 | 8,411.29 | 8,556.46 |
| LIBERTY MEDIA HLDG CAP SER A (LCAPA) <i>Share Price: \$62.560</i> | 31.000 | 1,935.11 | 1,939.36 |
| LIBERTY MEDIA STARZ SR A (LSTZA) <i>Share Price: \$66.480</i> | 28.000 | 1,381.93 | 1,861.44 |
| LIFE PARTNERS HLDGS INC (LPHI) <i>Share Price: \$19.130; Next Dividend Payable 03/11</i> | 190.000 | 4,077.00 | 3,634.70 |

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COMMON STOCKS - VARIOUS

COMMON STOCKS (CONTINUED)

| Security Description | Quantity | Total Cost | Market Value |
|---|----------|------------|--------------|
| LINCOLN ELEC HLDGS INC (LECO) <i>Share Price: \$65.270; Next Dividend Payable 01/14/11</i> | 127.000 | 7,995.18 | 8,289.29 |
| LINCOLN NTL CORP IND (LNC) <i>Share Price: \$27.810; Next Dividend Payable 02/11</i> | 103.000 | 1,987.76 | 2,864.43 |
| LKQ CORPORATION (LKQX) <i>Share Price: \$22.720</i> | 107.000 | 1,702.35 | 2,431.04 |
| LOCKHEED MARTIN CORP (LMT) <i>Share Price: \$69.910; Next Dividend Payable 03/11</i> | 395.000 | 34,403.57 | 27,614.45 |
| LTC PROPERTIES INC (LTC) <i>Share Price: \$28.080; Next Dividend Payable 01/11</i> | 170.000 | 3,216.33 | 4,773.60 |
| LVMH MOËT HENNESSY LOUIS VUITT (LVMUY) <i>Share Price: \$33.150</i> | 481.000 | 7,534.15 | 15,945.15 |
| LYONDELLBASELL NV CL-A (LYB) <i>Share Price: \$34.400</i> | 63.000 | 1,642.10 | 2,167.20 |
| MAN SE UNSPONS ADR (MAGGY) <i>Share Price: \$11.850</i> | 926.000 | 8,125.70 | 10,973.10 |
| MASTERCARD INC CL A (MA) <i>Share Price: \$224.110; Next Dividend Payable 02/11</i> | 35.000 | 7,412.00 | 7,843.85 |
| MATTHEWS INTL CP CL A (MATW) <i>Share Price: \$34.980; Next Dividend Payable 02/11</i> | 80.000 | 3,314.25 | 2,798.40 |
| MC DONALDS CORP (MCD) <i>Share Price: \$76.760; Next Dividend Payable 03/11</i> | 94.000 | 7,379.73 | 7,215.44 |
| MCGRATH RENT CP (MGRC) <i>Share Price: \$26.220; Next Dividend Payable 01/11</i> | 264.000 | 7,777.15 | 6,922.08 |
| MEDTRONIC INC (MDT) <i>Share Price: \$37.090; Next Dividend Payable 01/11</i> | 453.000 | 15,811.03 | 16,801.77 |
| METLIFE INCORPORATED (MET) <i>Share Price: \$44.440; Next Dividend Payable 12/11</i> | 487.000 | 25,199.91 | 21,642.28 |

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COMMON STOCKS - VARIOUS

COMMON STOCKS (CONTINUED)

| Security Description | Quantity | Total Cost | Market Value |
|---|----------|------------|--------------|
| METTLER TOLEDO INTL (MTD) <i>Share Price: \$151.210</i> | 18.000 | 2,081.28 | 2,721.78 |
| MICROCHIP TECHNOLOGY INC (MCHP) <i>Share Price: \$34.210; Next Dividend Payable 03/11</i> | 62.000 | 1,367.10 | 2,121.02 |
| MICROS SYST (MCRS) <i>Share Price: \$43.860</i> | 48.000 | 1,347.35 | 2,105.28 |
| MICROSOFT CORP (MSFT) <i>Share Price: \$27.910; Next Dividend Payable 03/11</i> | 351.000 | 10,274.28 | 9,796.41 |
| MITSUBISHI CORP SPONS ADR NEW (MSBHY) <i>Share Price: \$53.550</i> | 149.000 | 8,026.12 | 7,978.95 |
| MONMOUTH RL EST INVT CP A (MNR) <i>Share Price: \$8.500; Next Dividend Payable 03/11</i> | 285.000 | 2,129.21 | 2,422.50 |
| MSCI INC CL-A (MSCI) <i>Share Price: \$38.960</i> | 57.000 | 2,129.33 | 2,220.72 |
| NATIONAL RETAIL PROPERTIES I (NNN) <i>Share Price: \$26.500; Next Dividend Payable 02/11</i> | 199.000 | 4,262.04 | 5,273.50 |
| NESTLE SPON ADR REP REG SHR (NSRGY) <i>Share Price: \$58.820</i> | 438.000 | 18,346.95 | 25,763.16 |
| NETAPP INC COM (NTAP) <i>Share Price: \$54.960</i> | 256.000 | 10,149.91 | 14,069.76 |
| NEW ORIENTAL ED & TECH GRP ADR (EDU) <i>Share Price: \$105.230</i> | 11.000 | 684.43 | 1,157.53 |
| NI HOLDINGS INC CL B (NIHD) <i>Share Price: \$44.660</i> | 36.000 | 755.74 | 1,607.76 |
| NOBLE CORP NEW (NE) <i>Share Price: \$35.770; Next Dividend Payable 02/11</i> | 228.000 | 7,571.39 | 8,155.56 |
| NOMURA HLDGS INC (NMR) <i>Share Price: \$6.380</i> | 531.000 | 4,027.95 | 3,387.78 |

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COMMON STOCKS - VARIOUS

COMMON STOCKS (CONTINUED)

| Security Description | Quantity | Total Cost | Market Value |
|---|-----------|------------|--------------|
| NORDSTROM INC (JWN) | 364.000 | 14,145.40 | 15,426.32 |
| Share Price: \$42.380; Next Dividend Payable 03/11 | | | |
| NORTHEAST UTILITIES (NU) | 66.000 | 1,415.16 | 2,104.08 |
| Share Price: \$31.880; Next Dividend Payable 03/11 | | | |
| NORTHROP GRUMMAN CP(HLDG CO) (NOC) | 266.000 | 15,359.82 | 17,231.48 |
| Share Price: \$64.780; Next Dividend Payable 03/11 | | | |
| NORTHWESTERN CORPORATION (NWE) | 75.000 | 1,614.96 | 2,162.25 |
| Share Price: \$28.830; Next Dividend Payable 03/11 | | | |
| O REILLY AUTOMOTIVE INC | 318.000 | 11,356.11 | 19,213.56 |
| Share Price: \$60.420 | | | |
| OCCIDENTAL PETROLEUM CORP DE (OXY) | 205.000 | 16,623.47 | 20,110.50 |
| Share Price: \$98.100; Next Dividend Payable 01/15/11 | | | |
| ORACLE CORP (ORCL) | 1,420.000 | 34,395.12 | 44,446.00 |
| Share Price: \$31.300; Next Dividend Payable 02/11 | | | |
| OWENS & MINOR INC NEW (OMI) | 308.000 | 8,085.22 | 9,064.44 |
| Share Price: \$29.430; Next Dividend Payable 03/11 | | | |
| PCAR INC (PCAR) | 266.000 | 15,134.95 | 15,252.44 |
| Share Price: \$57.340; Next Dividend Payable 03/11 | | | |
| PEPSICO INC NC (PEP) | 411.000 | 25,414.95 | 26,850.63 |
| Share Price: \$65.330; Next Dividend Payable 01/03/11 | | | |
| PFIZER INC (PFE) | 926.000 | 15,107.62 | 16,214.26 |
| Share Price: \$17.510; Next Dividend Payable 03/11 | | | |
| PG&E CORPORATION (PCG) | 327.000 | 13,358.63 | 15,643.68 |
| Share Price: \$47.840; Next Dividend Payable 01/15/11 | | | |
| PHILIP MORRIS INTL INC (PM) | 608.000 | 25,691.07 | 35,586.24 |
| Share Price: \$58.530; Next Dividend Payable 01/10/11 | | | |
| PLUM CREEK TIMBER CO INC REI (PCL) | 105.000 | 3,555.63 | 3,932.25 |
| Share Price: \$37.450; Next Dividend Payable 02/11 | | | |
| PORTLAND GENERAL ELEC CO (POR) | 44.000 | 875.47 | 954.80 |
| Share Price: \$21.700; Next Dividend Payable 01/17/11 | | | |

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COMMON STOCKS - VARIOUS

COMMON STOCKS (CONTINUED)

| Security Description | Quantity | Total Cost | Market Value |
|---|----------|------------|--------------|
| POTLATCH CORP NEW (PCH) <i>Share Price: \$32.550; Next Dividend Payable 03/11</i> | 223.000 | 7,162.80 | 7,258.65 |
| PPG INDUSTRIES INC (PPG) <i>Share Price: \$84.070; Next Dividend Payable 03/11</i> | 148.000 | 10,644.71 | 12,442.36 |
| PRAIRIE INC (PX) <i>Share Price: \$95.470; Next Dividend Payable 03/11</i> | 160.000 | 11,191.99 | 15,275.20 |
| PRECISION CASTPARTS CORP (PCP) <i>Share Price: \$139.210; Next Dividend Payable 01/03/11</i> | 113.000 | 13,549.94 | 15,730.73 |
| PROASSURANCE CP (PRA) <i>Share Price: \$60.600</i> | 25.000 | 1,167.21 | 1,515.00 |
| PROCTER & GAMBLE (PG) <i>Share Price: \$64.330; Next Dividend Payable 02/11</i> | 334.000 | 21,782.92 | 21,486.22 |
| PRUDENTIAL FINANCIAL INC (PRU) <i>Share Price: \$58.710; Next Dividend Payable 12/11</i> | 276.000 | 13,312.62 | 16,203.96 |
| PUBLIC SERVICE ENTERPRISE GP (PEG) <i>Share Price: \$31.810; Next Dividend Payable 03/11</i> | 165.000 | 5,437.24 | 5,248.65 |
| PUBLIC STORAGE (PSA) <i>Share Price: \$101.420; Next Dividend Payable 03/11</i> | 120.000 | 9,049.54 | 12,170.40 |
| REALTY INCOME CORP (O) <i>Share Price: \$34.200; Next Dividend Payable 01/18/11</i> | 217.000 | 5,441.43 | 7,421.40 |
| RECKITT BENCKISER GROUP PLC (RBGPY) <i>Share Price: \$11.220</i> | 454.000 | 3,829.46 | 5,093.88 |
| RESMED INC (RMD) <i>Share Price: \$34.640</i> | 80.000 | 1,540.00 | 2,771.20 |
| RICOH LTD ADR (RICOY) <i>Share Price: \$73.460</i> | 145.000 | 9,335.74 | 10,651.70 |
| RLI CORP (RLI) <i>Share Price: \$52.570; Next Dividend Payable 03/11</i> | 91.000 | 4,646.64 | 4,783.87 |
| ROCHE HOLDINGS ADR (RHHBY) <i>Share Price: \$36.650</i> | 398.000 | 16,380.87 | 14,586.70 |

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COMMON STOCKS - VARIOUS

COMMON STOCKS (CONTINUED)

| Security Description | Quantity | Total Cost | Market Value |
|--|----------|------------|--------------|
| ROYAL DUTCH SHELL PLC (RDSA) <i>Share Price: \$66.780</i> | 283.000 | 16,762.50 | 18,898.74 |
| ROYAL KPN NV SPONS ADR (KKPNY) <i>Share Price: \$14.670</i> | 374.000 | 4,745.13 | 5,486.58 |
| SANOFI AVENTIS ADS (SNY) <i>Share Price: \$32.230</i> | 324.000 | 12,193.85 | 10,442.52 |
| SCHLUMBERGER LTD (SLB) <i>Share Price: \$83.500; Next Dividend Payable 01/07/11</i> | 323.000 | 13,869.32 | 26,970.50 |
| SHAW GROUP INCORPORATED (SHAW) <i>Share Price: \$34.230</i> | 57.000 | 2,025.39 | 1,951.11 |
| SIEMENS AKTIENGESellschaft (SI) <i>Share Price: \$124.250</i> | 141.000 | 15,682.45 | 17,519.25 |
| SIGNATURE BANK (SBNY) <i>Share Price: \$50.060</i> | 42.000 | 1,211.64 | 2,102.52 |
| SIMON PPTY GROUP INC (SPG) <i>Share Price: \$99.490; Next Dividend Payable 02/11</i> | 230.000 | 19,079.72 | 22,882.70 |
| WORKS SOLUTIONS INC (SWKS) <i>Share Price: \$28.630</i> | 104.000 | 2,489.74 | 2,977.52 |
| SL GREEN REALTY CP (SLG) <i>Share Price: \$67.510; Next Dividend Payable 01/14/11</i> | 128.000 | 11,446.96 | 8,641.28 |
| SMITH & NEPHEW PLC ADR (SNN) <i>Share Price: \$52.550</i> | 105.000 | 4,650.32 | 5,517.75 |
| SOLERA HOLDINGS INC (SLH) <i>Share Price: \$51.320; Next Dividend Payable 03/11</i> | 48.000 | 1,266.85 | 2,463.36 |
| SOUTHWESTERN ENERGY COMPANY (SWN) <i>Share Price: \$37.430</i> | 291.000 | 12,578.84 | 10,892.13 |
| SOVRAN SELF STORAGE INC (SSS) <i>Share Price: \$36.810; Next Dividend Payable 01/11</i> | 60.000 | 2,133.67 | 2,208.60 |
| ST JUDE MEDICAL INC (STJ) <i>Share Price: \$42.750</i> | 418.000 | 16,772.18 | 17,869.50 |

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COMMON STOCKS - VARIOUS

COMMON STOCKS (CONTINUED)

| Security Description | Quantity | Total Cost | Market Value |
|--|-----------|------------|--------------|
| STANLEY BLACK & DECKER INC (SWK) <i>Share Price: \$66.870; Next Dividend Payable 03/11</i> | 138.000 | 7,328.69 | 9,228.06 |
| STAPLES INC (SPLS) <i>Share Price: \$22.770; Next Dividend Payable 01/13/11</i> | 666.000 | 14,811.84 | 15,164.82 |
| STERICYCLE INC (SRCL) <i>Share Price: \$80.920</i> | 33.000 | 1,669.47 | 2,670.36 |
| FFOLK BANCORP (SUBK) <i>Share Price: \$24.680; Next Dividend Payable 01/06/11</i> | 110.000 | 2,978.62 | 2,714.80 |
| SUMITOMO MITSUI FINL GROUP INC (SMFG) <i>Share Price: \$7.110</i> | 1,444.000 | 11,941.96 | 10,266.84 |
| SWISS REINSURANCE CO SPON ADR (SWCEY) <i>Share Price: \$53.720</i> | 210.000 | 10,151.89 | 11,281.20 |
| SYMRISE AG UNSPONS ADR (SYIEY) <i>Share Price: \$27.330</i> | 205.000 | 3,564.93 | 5,602.65 |
| SYNTEL INC (SYNT) <i>Share Price: \$47.800; Next Dividend Payable 03/11</i> | 168.000 | 5,046.96 | 8,030.40 |
| TAIWAN SMCNDCTR MFG CO LTD ADR (TSM) <i>Share Price: \$12.540</i> | 830.000 | 8,477.26 | 10,408.20 |
| TANGER FACTORY OUTLET CENTERS (SKT) <i>Share Price: \$51.190; Next Dividend Payable 02/11</i> | 93.000 | 3,237.43 | 4,760.67 |
| TARGET CORPORATION (TGT) <i>Share Price: \$60.130; Next Dividend Payable 03/11</i> | 364.000 | 20,800.61 | 21,887.32 |
| TD AMERITRADE HOLDING CORP (AMTD) <i>Share Price: \$18.990; Next Dividend Payable 03/11</i> | 164.000 | 2,861.83 | 3,114.36 |
| TECK RESOURCES LTD (TCK) <i>Share Price: \$61.830; Next Dividend Payable 01/04/11</i> | 127.000 | 4,463.62 | 7,852.41 |
| TELECOM ITALIA SPA ADS (NEW) (TI) <i>Share Price: \$12.940</i> | 179.000 | 2,337.63 | 2,316.26 |

JOHN AND BEVERLY STAUFFER FOUNDATION
95-2241406

Form 990-PF

Part II
Line 10 b

COMMON STOCKS - VARIOUS

COMMON STOCKS (CONTINUED)

| Security Description | Quantity | Total Cost | Market Value |
|---|----------|------------|--------------|
| TEMPUR-PEDIC INT'L INC (TPX) Share Price: \$40.060 | 266.000 | 6,360.59 | 10,655.96 |
| TERADATA CORP (TDC) Share Price: \$41.160 | 51.000 | 1,671.41 | 2,099.16 |
| TEREX CP NEW DEL (TEX) Share Price: \$31.040 | 78.000 | 1,542.26 | 2,421.12 |
| TESCO PLC SPONSORED ADR (TSCDY) Share Price: \$20.180 | 425.000 | 9,383.18 | 8,576.50 |
| THE MACERICH CO (MAC) Share Price: \$47.370; Next Dividend Payable 03/11 | 68.000 | 2,789.96 | 3,221.16 |
| THERMO FISHER SCIENTIFIC INC (TMO) Share Price: \$55.360 | 312.000 | 16,246.62 | 17,272.32 |
| TIFFANY & COMPANY NEW (TIF) Share Price: \$62.270; Next Dividend Payable 01/10/11 | 33.000 | 1,611.33 | 2,054.91 |
| TOKI MARINE HOLDING INS ADR (TKOMY) Share Price: \$29.600 | 144.000 | 3,930.13 | 4,262.40 |
| WELLS COMPANIES INC COM (TRV) Share Price: \$55.710; Next Dividend Payable 03/11 | 269.000 | 12,359.41 | 14,985.99 |
| TREEHOUSE FOODS INC (THS) Share Price: \$51.090 | 32.000 | 1,520.83 | 1,634.88 |
| TUPPERWARE BRANDS CORP (TUP) Share Price: \$47.670; Next Dividend Payable 01/04/11 | 42.000 | 1,312.91 | 2,002.14 |
| UNITED TECHNOLOGIES CORP (UTX) Share Price: \$78.720; Next Dividend Payable 03/11 | 473.000 | 35,192.41 | 37,234.56 |
| VALMONT INDUSTRIES (VMI) Share Price: \$88.730; Next Dividend Payable 01/14/11 | 22.000 | 1,639.10 | 1,952.06 |
| VALSPAR CORP (VAL) Share Price: \$34.480; Next Dividend Payable 01/14/11 | 58.000 | 1,538.32 | 1,999.84 |
| VENTAS INC (VTR) Share Price: \$52.480; Next Dividend Payable 03/11 | 121.000 | 4,452.49 | 6,350.08 |

JOHN AND BEVERLY STAUFFER FOUNDATION
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Part II
Line 10 b

COMMON STOCKS - VARIOUS

COMMON STOCKS (CONTINUED)

| Security Description | Quantity | Total Cost | Market Value |
|--|----------|-----------------------|-----------------------|
| VISA INC CL A (V) <i>Share Price: \$70.380; Next Dividend Payable 03/11</i> | 152.000 | 9,464.51 | 10,697.76 |
| VODAFONE GP PLC ADS NEW (VOD) <i>Share Price: \$26.440; Next Dividend Payable 02/04/11</i> | 713.000 | 19,303.69 | 18,851.72 |
| VORNADO REALTY TR S B I (VNO) <i>Share Price: \$83.330; Next Dividend Payable 02/11</i> | 102.000 | 9,549.31 | 8,499.66 |
| WALGREEN CO (WAG) <i>Share Price: \$38.960; Next Dividend Payable 03/11</i> | 216.000 | 7,480.08 | 8,415.36 |
| WALT DISNEY CO HLDG CO (DIS) <i>Share Price: \$37.510; Next Dividend Payable 01/18/11</i> | 275.000 | 8,837.84 | 10,315.25 |
| WASH REAL EST INV TR MARYLAND (WRE) <i>Share Price: \$30.990; Next Dividend Payable 03/11</i> | 162.000 | 3,701.58 | 5,020.38 |
| WD 40 COMPANY (WDFC) <i>Share Price: \$40.280; Next Dividend Payable 01/11</i> | 221.000 | 7,535.33 | 8,901.88 |
| WEINGARTEN REALTY INV SBI (WRI) <i>Share Price: \$23.760; Next Dividend Payable 03/11</i> | 270.000 | 7,535.47 | 6,415.20 |
| WELLS FARGO & CO NEW (WFC) <i>Share Price: \$30.990; Next Dividend Payable 03/11</i> | 597.000 | 15,427.70 | 18,501.03 |
| WESTPAC BANKING SPONS ADR (WBK) <i>Share Price: \$114.460</i> | 42.000 | 4,617.21 | 4,807.32 |
| WHITESTONE REIT CL B SBI (WSR) <i>Share Price: \$14.800; Next Dividend Payable 01/10/11</i> | 172.000 | 2,296.05 | 2,545.60 |
| WILEY JOHN & SON CL A (JWA) <i>Share Price: \$45.240; Next Dividend Payable 01/14/11</i> | 70.000 | 3,158.16 | 3,166.80 |
| WORLD FUEL SERVICES CORP (INT) <i>Share Price: \$36.160; Next Dividend Payable 01/05/11</i> | 266.000 | 4,944.89 | 9,618.56 |
| WPP PLC ADR (WPPGY) <i>Share Price: \$61.970</i> | 140.000 | 6,546.20 | 8,675.80 |
| YOUNG INNOVATIONS INC (YDNT) <i>Share Price: \$32.010; Next Dividend Payable 03/11</i> | 86.000 | 1,966.56 | 2,752.86 |
| COMMON STOCKS | | \$2,227,447.22 | \$2,593,312.71 |

JOHN AND BEVERLY STAUFER FOUNDATION
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Part II
Line 10 c

CORPORATE BONDS

| | MATURITY DATE | SHARES | (b) Book Value | (c) Fair Market Value |
|---|---------------|--------|----------------------|-----------------------|
| Xerox Corp 5.65% | May. 15, 2013 | 39,000 | 39,929.72 | 42,270.54 |
| Weatherford Intl Ltd 4.95% | Oct. 15, 2013 | 39,000 | 39,177.05 | 41,562.69 |
| DaimlerChrysler N.A.Holdings 6.5% | Nov. 15, 2013 | 30,000 | 30,791.39 | 33,962.10 |
| Exelon Generation Co LLC 5.35% | Jan. 15, 2014 | 38,000 | 39,518.64 | 41,137.66 |
| Dow Chemical Co 7.6% | May. 15, 2014 | 37,000 | 38,951.82 | 42,675.43 |
| Comcast Corp 6.5% | Jan. 15, 2015 | 36,000 | 39,234.81 | 40,994.28 |
| Verizon Communications 5.550% | Feb. 15, 2016 | 50,000 | 51,007.58 | 56,046.00 |
| Cisco Systems Inc. 5.50% | Feb. 22, 2016 | 50,000 | 50,920.16 | 57,055.50 |
| Wyeth 5.50% | Feb. 15, 2016 | 50,000 | 50,594.19 | 56,563.50 |
| Home Depot Inc. 5.40% | Mar. 01, 2016 | 35,000 | 35,007.00 | 39,221.35 |
| Morgan Stanley Dean Witter/Floating Rate 4.76 % | Mar. 01, 2016 | 50,000 | 49,166.25 | 48,767.00 |
| Alcoa Inc. 5.55% | Feb. 01, 2017 | 50,000 | 50,237.99 | 51,930.00 |
| Target Corp. 5.375% | May 1, 2017 | 50,000 | 51,158.16 | 56,034.00 |
| Morgan Stanley Inflation Linked 4.860 % | Dec. 01, 2017 | 50,000 | 50,000.00 | 48,481.50 |
| Verizon Communications 6.100% | Apr. 15, 2018 | 36,000 | 38,937.09 | 40,893.12 |
| AT&T Inc 5.6% | May. 15, 2018 | 38,000 | 39,980.62 | 42,398.12 |
| Philip Morris Intl Inc | May. 16, 2018 | 38,000 | 39,418.46 | 42,841.96 |
| Hartford Finl Svc. Grp 6.000% | Jan. 15, 2019 | 18,000 | 19,354.68 | 18,759.06 |
| Lorillard Tobacco Co 8.125% | Jun. 23, 2019 | 17,000 | 20,172.79 | 18,916.41 |
| Weyerhaeuser Co 7.375% | Oct. 01, 2019 | 17,000 | 19,610.34 | 18,572.16 |
| Boston Scientific Corp 6.000% | Jan. 15, 2020 | 18,000 | 19,521.00 | 18,763.20 |
| Alcoa Inc. 6.150% | Aug. 15, 2020 | 19,000 | 19,707.31 | 19,511.10 |
| | | | \$ 832,397.05 | \$ 877,356.68 |

FIXED-RATE CORPORATE SECURITIES

| | | | | |
|---|---------------|---------|----------------------|----------------------|
| HSBC FINANCIAL 6.875 % | Jan. 30, 2033 | 1,200 | \$ 32,255.17 | \$ 30,456.00 |
| MORGAN STANLEY CAPITAL TRUST III 6.25 % | Mar. 01, 2033 | 400 | 10,366.60 | 8,968.00 |
| BAC CAPITAL TRUST IV 5.875 | May 3, 2033 | 1,000 | 26,167.01 | 21,430.00 |
| JP CHASE CAPITAL IX 5.875% | Jun. 15, 2033 | 2,000 | 50,000.00 | 48,700.00 |
| MORGAN STANLEY CAPITAL TRUST V 5.750% | Jul. 15, 2033 | 1,200 | 30,000.00 | 26,244.00 |
| FLEET CAPITAL TRUST IX | Aug. 01, 2033 | 1,200 | 30,000.00 | 26,400.00 |
| SATURNS GOLDMAN SACHS 6 % | Feb. 15, 2034 | 800 | 19,739.40 | 18,400.00 |
| VARIOUS | VARIOUS | VARIOUS | 41,102.78 | 44,107.43 |
| | | | \$ 239,630.96 | \$ 224,705.43 |

| | |
|------------------------|------------------------|
| \$ 1,072,028.01 | \$ 1,102,062.11 |
|------------------------|------------------------|

JOHN AND BEVERLY STAUFFER FOUNDATION
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Form 990-PF

Part II
Line 13

INVESTMENT IN PARTNERSHIP

| INVESTMENT | SHARES | (b) Book Value | (c) Fair Market Value |
|-----------------------|----------|----------------|-----------------------|
| HATTERAS MULTI TEI FD | 1,006.85 | 101,782.00 | 91,134.39 |
| AIP ABSLT RTNSTS | 89.00 | 101,178.00 | 89,307.86 |
| | | \$ 202,960.00 | \$ 180,442.25 |

| | | |
|--------------------------------|-----------|-----------|
| DIVIDEND & INTEREST RECEIVABLE | 15,176.36 | 15,176.36 |
|--------------------------------|-----------|-----------|

| | |
|------------|------------|
| 218,136.36 | 195,618.61 |
|------------|------------|

JOHN AND BEVERLY STAUFFER FOUNDATION
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CERTIFICATE OF DEPOSIT

| AGENCY | FACE VALUE | (b) Book Value | (c) Fair Market Value |
|-------------------------------|------------|----------------|-----------------------|
| STATE BANK OF INDIA NY | 100,000 | \$ 100,000.00 | \$ 103,384.00 |
| ALLSTATE BANK VERNON HILLS IL | 100,000 | 100,000.00 | 114,211.00 |
| | | \$ 200,000.00 | \$ 217,595.00 |

**OTHER
ALTERNATIVE INVESTMENTS**

| INVESTMENT | SHARES | (b) Book Value | (c) Fair Market Value |
|----------------------|----------|----------------|-----------------------|
| HATTERASMULTI TEI FD | 1,006.85 | 100,000.00 | 91,134.39 |
| AIP ABSLT RTNSTS | 89.00 | 100,000.00 | 89,307.86 |
| LAZARD LTD | 33 | 1,273.00 | 1,273.00 |
| | | \$ 201,273.00 | \$ 181,715.25 |

**J AND B STAUFFER FOUNDATION
2010 990PF PART X WORKSHEET**

| MONTH | MS CASH | MS MM | SECURITIES | MS TOTAL |
|-----------|--------------|-----------------|------------------|------------------|
| JANUARY | 364.37 | 200,137.26 | 4,351,605.06 | 4,552,106.69 |
| FEBRUARY | 911.35 | 201,378.92 | 4,430,029.71 | 4,632,319.98 |
| MARCH | 2,184.05 | 171,347.14 | 4,542,623.29 | 4,716,154.48 |
| APRIL | 1,200.02 | 185,059.37 | 4,582,353.83 | 4,768,613.22 |
| MAY | 1,300.04 | 194,456.41 | 4,358,738.75 | 4,554,495.20 |
| JUNE | 1,913.94 | 134,257.51 | 4,237,043.96 | 4,373,215.41 |
| JULY | 5,350.55 | 131,839.18 | 4,432,969.86 | 4,570,159.59 |
| AUGUST | 1,292.28 | 162,893.94 | 4,343,120.23 | 4,507,306.45 |
| SEPTEMBER | (2,523.73) | 128,322.50 | 4,534,018.93 | 4,659,817.70 |
| OCTOBER | 427.05 | 246,501.19 | 4,650,381.69 | 4,897,309.93 |
| NOVEMBER | (3,395.93) | 231,836.56 | 4,606,068.41 | 4,834,509.04 |
| DECEMBER | 2,148.12 | 169,484.99 | 4,704,849.22 | 4,876,482.33 |
| TOTAL | \$ 11,172.11 | \$ 2,157,514.97 | \$ 53,773,802.94 | \$ 55,942,490.02 |
| | | | | |
| AVERAGE | \$ 931.01 | \$ 179,792.91 | \$ 4,481,150.25 | \$ 4,661,874.17 |

| | |
|-----------------------|-----------------|
| AVG FMV OF SECURITIES | \$ 4,481,150.25 |
| AVG CASH BALANCES | \$ 180,723.92 |