Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2010

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

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

Name of foundation FIRST FRUIT, INC.	**A Employer identification number** 95-3081605
Number and street (or P O box number if mail is not delivered to street address) 14 CORPORATE PLAZA, SUITE 200 — Room/suite	**B** Telephone number (949) 720-3774
City or town, state, and ZIP code NEWPORT BEACH, CA 92660	**C** If exemption application is pending, check here ▶ ☐
	D 1. Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 17,162,334.

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

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

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

		Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(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	12,195.		N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	19.	19.		STATEMENT 1
	4	Dividends and interest from securities	393,860.	389,999.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	<79,847.>			
	b	Gross sales price for all assets on line 6a 5,183,756.				
	7	Capital gain net income (from Part IV, line 2)		0.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	<584,402.>	<607,270.>		STATEMENT 3
	12	**Total.** Add lines 1 through 11	<258,175.>	<217,252.>		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	30,000.	0.		30,000.
	14	Other employee salaries and wages	593,699.	0.		547,967.
	15	Pension plans, employee benefits	82,225.	0.		76,036.
	16a	Legal fees STMT 4	22,800.	0.		22,800.
	b	Accounting fees STMT 5	75,135.	37,568.		37,567.
	c	Other professional fees STMT 6	59,126.	0.		59,126.
	17	Interest				
	18	Taxes STMT 7	41,028.	1,783.		36,351.
	19	Depreciation and depletion	7,362.	0.		
	20	Occupancy				
	21	Travel, conferences, and meetings	164,657.	0.		164,657.
	22	Printing and publications				
	23	Other expenses STMT 8	92,708.	4,885.		87,823.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,168,740.	44,236.		1,062,327.
	25	Contributions, gifts, grants paid	3,730,331.			3,730,331.
	26	**Total expenses and disbursements.** Add lines 24 and 25	4,899,071.	44,236.		4,792,658.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	<5,157,246.>			
	b	**Net investment income** (if negative, enter -0-)		0.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	932,652.	283,488.	283,488.
	2	Savings and temporary cash investments	14,174.	17,440.	17,440.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶ 265,647.			
		Less: allowance for doubtful accounts ▶ 0.	265,138.	265,647.	265,647.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 10	10,452,773.	8,281,569.	7,415,872.
	c	Investments - corporate bonds STMT 11	3,159,348.	959,183.	962,897.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 12	7,914,767.	7,744,501.	8,204,530.
	14	Land, buildings, and equipment: basis ▶ 71,474.			
		Less accumulated depreciation STMT 13 ▶ 59,014.	12,377.	12,460.	12,460.
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	22,751,229.	17,564,288.	17,162,334.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	18,185,818.	18,185,818.	
	29	Retained earnings, accumulated income, endowment, or other funds	4,565,411.	<621,530.>	
	30	**Total net assets or fund balances**	22,751,229.	17,564,288.	
	31	**Total liabilities and net assets/fund balances**	22,751,229.	17,564,288.	

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	22,751,229.
2	Enter amount from Part I, line 27a	2	<5,157,246.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	17,593,983.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	29,695.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	17,564,288.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES	P		
b	CAPITAL GAINS THRU K-1 INVESTMENTS	P		
c	CAPITAL GAINS DIVIDENDS			
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	5,059,025.		5,263,603.	<204,578.>
b	99,445.			99,445.
c	25,286.			25,286.
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				<204,578.>
b				99,445.
c				25,286.
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	<79,847.>
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	1,029,635.	18,377,795.	.056026
2008	2,262,347.	22,004,093.	.102815
2007	2,323,740.	26,366,313.	.088133
2006	1,124,989.	20,517,681.	.054830
2005	2,415,667.	18,236,300.	.132465

2	Total of line 1, column (d)	2	.434269
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	.086854
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	17,935,241.
5	Multiply line 4 by line 3	5	1,557,747.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7	Add lines 5 and 6	7	1,557,747.
8	Enter qualifying distributions from Part XII, line 4	8	4,792,658.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)** **b** Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b **c** All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			1	0.
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	0.
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	0.
6 Credits/Payments:				
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	12,850.		
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	12,850.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	12,850.
11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 12,850. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

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

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

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.FIRSTFRUIT.ORG

14 The books are in care of ▶ NEWPORT ASSETS, INC. Telephone no. ▶ (949) 759-5876

Located at ▶ 14 CORPORATE PLAZA, SUITE 200, NEWPORT BEACH, CA ZIP+4 ▶ 92660

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

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

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

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

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

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | **5b** | |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | **6b** | | X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | **7b** | |

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		30,000.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14A	0.00	0.	0.	0.

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NEWPORT ASSETS, INC. - 14 CORPORATE PLAZA, SUITE 200, NEWPORT BEACH, CA 92660	ACCOUNTING / INVESTMENT ADVISEMEN	75,135.

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	9,770,095.
b	Average of monthly cash balances	1b	272,136.
c	Fair market value of all other assets	1c	8,166,135.
d	**Total** (add lines 1a, b, and c)	1d	18,208,366.
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	18,208,366.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	273,125.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,935,241.
6	**Minimum investment return.** Enter 5% of line 5	6	896,762.

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	896,762.
2a	Tax on investment income for 2010 from Part VI, line 5 2a		
b	Income tax for 2010. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	896,762.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	896,762.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	896,762.

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	4,792,658.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,792,658.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	4,792,658.

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					896,762.
2 Undistributed income, if any, as of the end of 2010					
a Enter amount for 2009 only				0.	
b Total for prior years: _____, _____, _____			0.		
3 Excess distributions carryover, if any, to 2010:					
a From 2005	2,227,096.				
b From 2006	118,943.				
c From 2007	1,026,328.				
d From 2008	1,215,406.				
e From 2009	110,745.				
f Total of lines 3a through e		4,698,518.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $	4,792,658.				
a Applied to 2009, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions) **		4,792,658.			
d Applied to 2010 distributable amount					0.
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).)		896,762.			896,762.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		8,594,414.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7		1,330,334.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		7,264,080.			
10 Analysis of line 9:					
a Excess from 2006	118,943.				
b Excess from 2007	1,026,328.				
c Excess from 2008	1,215,406.				
d Excess from 2009	110,745.				
e Excess from 2010	4,792,658.				

** SEE STATEMENT 15

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 16

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

NONE

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

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

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

SEE STATEMENT 17

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 20				3730331.
Total			▶ 3a	3730331.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	19.	
4 Dividends and interest from securities			14	393,860.	
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	523000	22,868.	14	<607,270.>	
8 Gain or (loss) from sales of assets other than inventory			18	<79,847.>	
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)		22,868.		<293,238.>	0.

13 **Total**. Add line 12, columns (b), (d), and (e) 13 <270,370.>

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee

Date 11/7/11

Title TREASURER

Paid Preparer Use Only

Print/Type preparer's name: DANIEL J. KENNEDY

Preparer's signature

Date: 11/03/11

Check ☐ if self- employed

PTIN

Firm's name ▶ NEWPORT ASSETS, INC.

Firm's EIN ▶

Firm's address ▶ 14 CORPORATE PLAZA, SUITE 200
NEWPORT BEACH, CA 92660

Phone no. (949) 759-5876

2010 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	PRINTER - ABI	030403	200DB	5.00	17	293.			293.	293.		0.
2	PALM PILOT - ROB	031103	200DB	5.00	17	299.			299.	299.		0.
3	PRINTER - KIM	041103	200DB	5.00	17	485.			485.	485.		0.
4	SCANNER	092903	200DB	5.00	17	764.			764.	764.		0.
5	OFFICE CHAIRS	013104	200DB	7.00	17	1,870.			1,870.	1,620.		167.
6	COMPUTER / PRINTER - LORI	093004	200DB	5.00	17	1,819.			1,819.	1,819.		0.
7	NOTEBOOK - ROB	101304	200DB	5.00	17	2,298.			2,298.	2,298.		0.
8	OFFICE FURNITURE / LORI	081705	200DB	7.00	17	1,921.			1,921.	1,492.		172.
9	COMPUTER - ABI	110405	200DB	5.00	17	1,343.			1,343.	1,266.		77.
10	MONITOR - ABI	122205	200DB	5.00	17	309.			309.	291.		18.
11	COMPUTER - PAUL	100105	200DB	5.00	17	3,438.			3,438.	3,240.		198.
12	PALM PILOT	042005	200DB	5.00	17	248.			248.	234.		14.
13	DVD BURNER	041305	200DB	5.00	17	177.			177.	167.		10.
14	COMPUTER KEYBOARDS	050505	200DB	5.00	17	69.			69.	65.		4.
15	COMPUTER - ABI	042705	200DB	5.00	17	1,916.			1,916.	1,806.		110.
16	PRINTER / KEYBOARD - ABI	010106	200DB	5.00	17	181.			181.	150.		21.
17	MONITOR - ROB	030806	200DB	5.00	17	337.			337.	279.		39.
18	SERVER INSTALLATION	092106	200DB	5.00	17	11,366.			11,366.	9,402.		1,309.

028102
05-01-10

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

2010 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
19	SERVER HARDWARE	040706	200DB	5.00	17	7,318.			7,318.	6,054.		843.
20	NOTEBOOK - LORI	110306	200DB	5.00	17	2,758.			2,758.	2,282.		317.
21	ADSL INSTALLATION	080106	200DB	5.00	17	394.			394.	326.		45.
22	SERVER SOFTWARE	092106	200DB	5.00	17	2,759.			2,759.	2,283.		317.
23	NOTE BOOK - KIMBERLY	121407	200DB	5.00	17	1,482.			1,482.	975.		203.
25	LAPTOP - STEVE YOUNG	011808	200DB	5.00	17	1,533.		767.	766.	398.		147.
26	LAPTOP - ROB MARTIN	031408	200DB	5.00	17	725.		363.	362.	188.		70.
27	WORKSTATIONS X 3	031808	200DB	7.00	17	6,000.		3,000.	3,000.	1,164.		525.
28	OFFICE FURNITURE / ROB	100608	200DB	7.00	17	575.		288.	287.	111.		50.
29	OFFICE FURNITURE / PAUL	100608	200DB	7.00	17	325.		163.	162.	63.		28.
30	OFFICE FURNITURE / LORI	100608	200DB	7.00	17	200.		100.	100.	39.		17.
31	FILING CABINETS X 8	100608	200DB	5.00	17	1,200.		600.	600.	312.		115.
32	LAPTOP - PAUL	100308	200DB	5.00	17	2,673.		1,337.	1,336.	695.		256.
33	LAPTOP - JOANNE	032009	200DB	5.00	17	889.		445.	444.	89.		142.
34	LAPTOP - LORI	040609	200DB	5.00	17	2,435.		1,218.	1,217.	243.		390.
35	LAPTOP - ABI	041709	200DB	5.00	17	947.		474.	473.	95.		151.
36	APPLE - ROB	110609	200DB	5.00	17	2,683.		1,342.	1,341.	268.		429.

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

2010 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
37	CUBLICLE REMODEL	030110	200DB	7.00	19C	4,789.			4,789.			684.
38	OFFICE FURNITURE	030410	200DB	7.00	19C	662.			662.			95.
39	NOTEBOOK - LORI	092110	200DB	5.00	19B	419.			419.			84.
40	COMPUTER	071610	200DB	5.00	19B	1,575.			1,575.			315.
	* TOTAL 990-PF PG 1 DEPR					71,474.		10,097.	61,377.	41,555.	0.	7,362.

028102
05-01-10

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

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

SOURCE	AMOUNT
SCHWAB 0399	18.
SCHWAB 7358	1.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	19.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INTEREST/DIVIDENDS FROM K-1 INVESTMENTS	235,899.	0.	235,899.
PIMCO FUND DIVIDENDS	83,501.	7,933.	75,568.
SCHWAB 0399 MF DIVIDENDS	95,211.	16,025.	79,186.
SCHWAB 7358 MF DIVIDENDS	4,535.	1,328.	3,207.
TOTAL TO FM 990-PF, PART I, LN 4	419,146.	25,286.	393,860.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
IN RE CENDENT CORP SETTLEMENT	15.	15.	
OTHER INCOME FROM K-1 INVESTMENTS NET OF UBTI	<681,204.>	<681,204.>	
UBTI INCOME FROM K-1 INVESTMENTS	22,868.	0.	
PINEGROVE INCOME	59,001.	59,001.	
PAUL PARK NOTE INTEREST	4,410.	4,410.	
ROB MARTIN NOTE INTEREST	10,508.	10,508.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<584,402.>	<607,270.>	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	22,800.	0.		22,800.
TO FM 990-PF, PG 1, LN 16A	22,800.	0.		22,800.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING/FINANCIAL ADVISEMENT	75,135.	37,568.		37,567.
TO FORM 990-PF, PG 1, LN 16B	75,135.	37,568.		37,567.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GRANT CONSULTANTS	58,681.	0.		58,681.
EMPLOYEE SEARCH FEES	445.	0.		445.
TO FORM 990-PF, PG 1, LN 16C	59,126.	0.		59,126.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	39,245.	0.		36,351.
FOREIGN TAX W/H ON DIVIDENDS	1,783.	1,783.		0.
TO FORM 990-PF, PG 1, LN 18	41,028.	1,783.		36,351.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROKERAGE FEES	3,267.	3,267.		0.
OFFICE EXPENSE	83,907.	0.		83,907.
PAYROLL PROCESSING	3,916.	0.		3,916.
OTHER INVESTMENT EXPENSE	1,618.	1,618.		0.
TO FORM 990-PF, PG 1, LN 23	92,708.	4,885.		87,823.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
ADJUSTMENT FOR CUMULATIVE UNREALIZED GAINS/LOSSES	29,229.
NON-DEDUCTIBLE EXPENSES THRU K-1 INVESTMENTS	462.
TAX EXEMPT LOSS THRU K-1 INVESTMENTS	4.
TOTAL TO FORM 990-PF, PART III, LINE 5	29,695.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	1,907,275.	786,307.
VARIOUS MUTUAL FUNDS (SCHWAB 0399)	6,143,781.	6,387,184.
VARIOUS MUTUAL FUNDS (SCHWAB 7358)	230,513.	242,381.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,281,569.	7,415,872.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PIMCO BOND FUNDS	959,183.	962,897.
TOTAL TO FORM 990-PF, PART II, LINE 10C	959,183.	962,897.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MAJESTY II - QP, LP	COST	772,533.	838,912.
SILVER CREEK LOW VOL STRATEGIES II LTD	COST	774,293.	691,109.
CMS PRIVATE EQUITY PARTNERS XIV-Q, LP	COST	32,507.	27,082.
CMS MONTAUK SEC. BUYOUT FD, LP	COST	20,136.	44,326.
CMS TECHNOLOGY PARTNERS, LP	COST	17,165.	25,095.
DOERGE CAPITAL	COST	132,055.	1.
NATIONAL FINANCIAL LENDING, LLC	COST	100,192.	7,878.
RCP FUND II, LP	COST	244,670.	239,341.
RCP FUND III, LP	COST	286,806.	345,300.
MAP 1999A, LP	COST	16,526.	63,085.
MAP 2003, LP	COST	171,074.	312,175.
MAP 2004, LP	COST	646,348.	895,310.
SIGULAR GUFF DISTRESSED OP FUND II, LP	COST	507,934.	506,371.
SIGULAR GUFF BRIC OP. FUND, LP	COST	221,876.	302,821.
K.A. MIDSTREAM ENERGY FUND LTD	COST	500,000.	391,926.
NORTHGATE PRIVATE EQUITY PARTNERS	COST	135,360.	130,782.
MARWIT CAPITAL PARTNERS II, LP	COST	401,303.	365,860.
KAYNE ANDERSON ENERGY IV (QP), LP	COST	84,577.	135,465.
TCW ENERGY FUND XIV-A, LP	COST	153,336.	172,354.
PHARRIS VISALIA, LLC	COST	26,225.	71,411.
SIGULAR GUFF SBOF (T), LP	COST	235,547.	284,909.
SIGULAR GUFF BRIC OP. FD II, LP	COST	107,136.	127,272.
SIGULAR GUFF DIST. OP FD III, LP	COST	316,049.	371,374.
TURNER OPPORTUNITY FUND I, LP	COST	66,649.	74,035.
TGV-ARCUS FUNDING, LLC	COST	480,783.	477,333.
UTAH 442 INVESTORS, LLC	COST	733,070.	742,389.
DANA POINT 6 LENDER, LLC	COST	73,999.	73,289.
UTAH MODEL INVESTORS, LLC	COST	130,424.	129,000.
ENCINITAS 9 LENDER, LLC	COST	109,567.	108,325.
ASLAN RESIDENTIAL IV, LLC	COST	246,361.	250,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		7,744,501.	8,204,530.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 13

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
PRINTER - ABI	293.	293.	0.
PALM PILOT - ROB	299.	299.	0.
PRINTER - KIM	485.	485.	0.
SCANNER	764.	764.	0.
OFFICE CHAIRS	1,870.	1,787.	83.
COMPUTER / PRINTER - LORI	1,819.	1,819.	0.
NOTEBOOK - ROB	2,298.	2,298.	0.
OFFICE FURNITURE / LORI	1,921.	1,664.	257.
COMPUTER - ABI	1,343.	1,343.	0.
MONITOR - ABI	309.	309.	0.
COMPUTER - PAUL	3,438.	3,438.	0.
PALM PILOT	248.	248.	0.
DVD BURNER	177.	177.	0.
COMPUTER KEYBOARDS	69.	69.	0.
COMPUTER - ABI	1,916.	1,916.	0.
PRINTER / KEYBOARD - ABI	181.	171.	10.
MONITOR - ROB	337.	318.	19.
SERVER INSTALLATION	11,366.	10,711.	655.
SERVER HARDWARE	7,318.	6,897.	421.
NOTEBOOK - LORI	2,758.	2,599.	159.
ADSL INSTALLATION	394.	371.	23.
SERVER SOFTWARE	2,759.	2,600.	159.
NOTE BOOK - KIMBERLY	1,482.	1,178.	304.
LAPTOP - STEVE YOUNG	1,533.	1,312.	221.
LAPTOP - ROB MARTIN	725.	621.	104.
WORKSTATIONS X 3	6,000.	4,689.	1,311.
OFFICE FURNITURE / ROB	575.	449.	126.
OFFICE FURNITURE / PAUL	325.	254.	71.
OFFICE FURNITURE / LORI	200.	156.	44.
FILING CABINETS X 8	1,200.	1,027.	173.
LAPTOP - PAUL	2,673.	2,288.	385.
LAPTOP - JOANNE	889.	676.	213.
LAPTOP - LORI	2,435.	1,851.	584.
LAPTOP - ABI	947.	720.	227.
APPLE - ROB	2,683.	2,039.	644.
CUBLICLE REMODEL	4,789.	684.	4,105.
OFFICE FURNITURE	662.	95.	567.
NOTEBOOK - LORI	419.	84.	335.
COMPUTER	1,575.	315.	1,260.
TOTAL TO FM 990-PF, PART II, LN 14	71,474.	59,014.	12,460.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
PETER M. OCHS 444 ISABELLA TERRACE CORONA DEL MAR, CA 92625	PRESIDENT & DIRECTOR 25.00	0.	0.	0.
GAIL J. OCHS 444 ISABELLA TERRACE CORONA DEL MAR, CA 92625	VICE PRESIDENT & DIRECTOR 15.00	0.	0.	0.
DAVID W. BENNETT 907 WEST ALDER COURT WASHOUGAL, WA 98671	DIRECTOR 6.50	6,000.	0.	0.
DENNIS W. THOME 1510 GLEN AYR DRIVE LAKEWOOD, CO 80215	SECRETARY & DIRECTOR 13.50	6,000.	0.	0.
RICHARD M. HAUGEN 14 CORPORATE PLAZA NEWPORT BEACH, CA 92660	TREASURER 5.00	0.	0.	0.
KRISTI YOUNG 31412 HOLLY DRIVE LAGUNA BEACH, CA 92651	DIRECTOR 5.00	6,000.	0.	0.
HENRY CLOUD 264 CONWAY AVENUE LOS ANGELES, CA 90024	DIRECTOR 5.00	6,000.	0.	0.
VICTORIA CLOUD 264 CONWAY AVENUE LOS ANGELES, CA 90024	DIRECTOR 5.00	6,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		30,000.	0.	0.

NOTE TO STATEMENT 14

RECIPIENT	TITLE	DESCRIPTION OF COMPENSATION RECEIVED	AMOUNT
DAVID W. BENNETT	DIRECTOR	BOARD OF DIRECTOR FEES ($2,000/ MTG)	6,000
DAVID W. BENNETT	DIRECTOR	GRANT CONSULTING FEES	45,888
SUBTOTAL			51,888
DENNIS W. THOME	DIRECTOR/SCTRY	BOARD OF DIRECTOR FEES ($2,000/ MTG)	6,000
DENNIS W. THOME	DIRECTOR/SCTRY	LEGAL CONSULTING	22,800
SUBTOTAL			28,800
KRISTI YOUNG	DIRECTOR	BOARD OF DIRECTOR FEES ($2,000/ MTG)	6,000
HENRY CLOUD	DIRECTOR	BOARD OF DIRECTOR FEES ($2,000/ MTG)	6,000
VICTORIA CLOUD	DIRECTOR	BOARD OF DIRECTOR FEES ($2,000/ MTG)	6,000
TOTAL COMPENSATION OF OFFICERS, DIRECTORS, TRUSTEES			98,688

Form 990-PF

Part VIII - Compensation of Five Highest-Paid Employees

Statement 14A

Name and Address	Title and Avrg Hrs/Wk	Compen-sation	Employee Ben Plan Contrib	Deferred Contributions
PAUL PARK 14 CORPORATE PLAZA, STE 200 NEWPORT BEACH, CA 92660	40	160,468	15,017	5,560
ROBERT MARTIN 14 CORPORATE PLAZA, STE 200 NEWPORT BEACH, CA 92660	40	186,900	16,763	5,607
LORI DREXLER 14 CORPORATE PLAZA, STE 200 NEWPORT BEACH, CA 92660	40	81,400	5,813	3,256
JOANNE WHITMAN 14 CORPORATE PLAZA, STE 200 NEWPORT BEACH, CA 92660	20	57,749	5,647	2,288
JENNIFER CASTRO 14 CORPORATE PLAZA, STE 200 NEWPORT BEACH, CA 92660	40	56,500	5,707	2,260

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION 53.4942(A)-3(D)(2) TO TREAT EXCESS QUALIFYING DISTRIBUTIONS AS DISTRIBUTIONS OUT OF CORPUS

STATEMENT 15

THE FIRST FRUIT FOUNDATION HEREBY ELECTS TO TREAT CURRENT YEAR QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEEDING TAX YEAR'S UNDISTRIBUTED INCOME AS BEING MADE OUT OF CORPUS

FORM 990-PF PART XV - LINE 1A STATEMENT 16

LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

PETER M. OCHS
GAIL J. OCHS

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 17
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

PAUL PARK, EXECUTIVE DIRECTOR

TELEPHONE NUMBER

(949) 720-3774

FORM AND CONTENT OF APPLICATIONS

SEC. 509(A) ORGS SHOULD SEND INFO DESCRIBING THE ORG AND THE USE OF GRANT

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

GIFTS ARE MADE ONLY TO SECTION 509(A)(1), (2), OR (3) ORGANIZATIONS WHICH ENGAGE IN ADVANCING THE GOSPEL OF JESUS CHRIST. PREFERANCE IS GIVEN TO STRATEGIC PROTESTANT EVANGELICAL CHRISTIAN MISSIONS.

FIRST FRUIT, INC. **95-3081605**

FORM 990-PF, PART XV, LINE 3 **STATEMENT 20**

ALL OF THE ORGANIZATIONS LISTED BELOW HAVE BEEN CLASSIFIED AS EXEMPT UNDER 509(a)(1) or (2) EACH GIFT FROM FIRST FRUIT, INC WAS GIVEN TO ASSIST EACH ORGANIZATION TO FULFILL ITS EXEMPT RELIGIOUS PURPOSE

Name	Address				Amount
ABWE International, Inc	c/o Donor Services	Harrisburg	PA	17105	8,000
Africa Renewal Ministries	PO Box 13733	San Antonio	TX	78278	20,000
Alpha USA	2275 Half Day Road, Ste 185	Bannockburn	IL	60015	45,000
Artists in Christian Testimony Intl	PO Box 1649	Brentwood	TN	37024-1649	5,000
Asian Access	PO Box 200	San Dimas	CA	91773	85,250
Asian Institute of Missiology	PO Box 10484	Knoxville	TN	37939-0484	35,000
Asian Partners International, Inc	P O Box 64419	Lubbock	TX	79464	500
Assemblies of God	1445 N Boonville Ave	Springfield	MO	65802-1894	35,000
Awana International	One East Bode Road	Streamwood	IL	60107	73,600
Betel of America	2602 4th Street	Astoria	NY	11102	25,000
BILD International	2400 Oakwood Rd	Ames	IA	50014	18,400
Care for Children USA	466 Central Avenue #39	Northfield	IL	60093	110,000
Care of Creation, Inc	P O Box 44582	Madison	WI	53744	12,500
Center for Faith Action and Response	1800 South Elm	Greenville	IL	62246	5,000
Cerritos Presbyterian Church	11841-178th St	Artesia	CA	90701	38,000
Chinese Christian Internet Mission, Inc	97 Floral Street, PO Box 610153	Newton	MA	02461	52,500
Christ for the City International	P O Box 390395	Omaha	NE	68139	13,000
Christian Aid Mission	1201 5th Street ext	Charlottesville	VA	22902	29,000
CityTeam Ministries	2304 Zanker Road	San Jose	CA	95131-1137	75,000
CM2 Ministries	18006 Skypark Cir, Ste 210	Irvine	CA	92614	20,000
Coaching Mission International, Inc	59900 CR 21	Goshen	IN	46528	50,000
Create Partners	10875 SW 89th Avenue	Tigard	OR	97223	7,000
Cure International, Inc	701 Bosler Ave	Lemoyne	PA	1704	25,000
Dalit Freedom Network	5350 South Roslyn Street, Suite 450	Greenwood Village	CO	80111	100,000
Daystar US	5701 Normandale Road #325	Edina	MN	55424	2,500
Development Associates International	PO Box 49278	Colorado Springs	CO	80949	75,000
DOOR International	PO Box 457	Bunn	NC	27508-0457	152,000
Eden Reforestation Projects	777 E Alosta Dr	Azusa	CA	91702	50,000
Educational Services Exchange with China	9-B North 4tg St	Alhambra	CA	91801	10,000
Emmanuel Gospel Center	PO Box 180245	Boston	MA	02118	3,000
Entrust	PO Box 25520	Colorado Springs	CO	80936-5520	49,000
Fellowship Bible Church	16391 Chillicothe Road	Chagrin Falls	OH	44023	7,500
Friends in Action International	PO Box 323	Elizabethtown	PA	17022	25,000
Frontier Labourers for Christ	PO Box 630382	Highlands Ranch	CO	80163	5,000
Frontiers	181 Rainbow Drive, #8121	Livingston	TX	77399-1081	61,800
Giving Wisely	Suite 300, 820 Broad St	Chattanooga	TN	37402-2604	100,000
Glad Tidings India	53 Harristown Road	Paradise	PA	17562	50,000
Global Connection International	9250 E Costilla Ave, Ste 600	Greenwood Village	CO	80112	5,000
Global Disciples	315 W James St #202	Lancaster	PA	17603	27,000
Global Ministries Foundation	65 Germantown Ct, Ste 409	Cordova	TN	38018	45,000
Gospel Light Worldwide	1957 Eastman Ave	Ventura	CA	93003	2,000
Gotta Go Corporation	67694 East Bay Road	North Bend	OR	97459	42,300
Hagar USA, Inc	PO Box 180620	Delafield	WI	53018	10,450
Heart for Lebanon Foundation	PO Box 1294	Black Mountain	NC	29711	6,600
Hi Kidz International	PO Box 341	Suwanee	GA	30024	75,000
Humanitarian International Services Group	4700 Castleton Way, Ste 200	Castle Rock	CO	80109	39,100
Institute for Global Engagement	1601 N Kent Street, Ste 909	Arlington	VA	22209	68,800
International Inst for Christian Studies	PO Box 12147	Overland Park	KS	66282-2147	12,000
International Justice Mission	PO Box 58147	Washington	DC	20037-8147	5,000
Kids Alive International	2507 Cumberland Drive	Valparaiso	IN	46383	31,400
Lampstand Partnership	1257 Coltons Mill Road	Bedford	VA	24523	57,000
Latin America Mission	PO Box 524900	Miami	FL	33152-7900	12,100
Lausanne Comm for World Evangelization	P O Box 9020	San Dimas	CA	91773	29,000
Life in Abundance International	1605 E Elizabeth Street, #1069	Pasadena	CA	91104	45,000
Lifewater International	PO Box 3131	San Luis Obispo	CA	93403	30,000
Light of Africa	P O Box 494730	Redding	CA	96049	500
Luis Palau Evangelistic Association	PO Box 50	Portland	OR	97207	53,000
MA FRAQ Sanatorium Association	PO Box 2001	Boone	NC	28607	5,000
Missions International	PO Box 681299	Frankilin	TN	27068	94,000
MOPS International, Inc	2379 South Trenton Way	Denver	CO	80231	2,000
MPOWER Foundation	1800 Williamson Ct	Louisville	KY	40223	10,000
Narramore Christian Foundation, Inc	250 W Colorado Blvd , Suite 200	Arcadia	CA	91007	10,000

FIRST FRUIT, INC. **95-3081605**
FORM 990-PF, PART XV, LINE 3 **STATEMENT 20**

ALL OF THE ORGANIZATIONS LISTED BELOW HAVE BEEN CLASSIFIED AS EXEMPT UNDER 509(a)(1) or (2) EACH GIFT FROM FIRST FRUIT, INC WAS GIVEN TO

Name	Address				Amount
National Christian Foundation	11625 Rainwater Drive, Ste 500	Alpharetta	GA	30009	22,000
Neighborly Evangelism Ministries	5500 S Simms St, Unit 0	Littleton	CO	80127	15,000
New Directions International	PO Box 2347	Burlington	NC	27216	20,000
Noura International	1112 Glenmore Drive NW	Cleveland	TN	37312	10,000
Oakseed Ministries International	P O Box 607	Dunn Loring	VA	22027	3,000
Oasis Ministries, Inc	PO Box 2583	Pasadena	CA	91102	5,000
OMF International	10 West Dry Creek Circle	Littleton	CO	80120-4413	2,500
One Mission Society, Inc	941 Fry Road, PO Box A	Greenwood	IN	46142	39,000
Open Air Campaigners	PO Box D	Nazareth	PA	18064-0520	10,000
Overseas Campus Ministries, Inc	1753 Cabrillo Ave	Torrance	CA	90501	5,000
Partners International	1117 E Westview Court	Spokane	WA	99218	113,000
Potters House Association International	P O Box 106-Department A	Pewaukee	WI	53072-0106	2,600
Presbyterian Church USA	100 Witherspoon Street	Louisville	KY	40202-139	14,000
Prison Fellowship International	PO Box 17434	Washington	DC	20041	1,500
Project Amazon	PO Box 3253	Peoria	IL	61612	110,000
Reach International, Inc	PO Box 868	Westminster	CO	80036	3,000
Reformed Church of America	4500 60th Street, SE	Grand Rapids	MI	49512-9670	7,500
Samaritan's Purse	PO Box 3000	Boone	NC	28607	107,000
Sangam Fellowship	19380 SW Jaylee St	Beaverton	OR	97007	1,200
Scriptures in Use	101 So La Canada Dr Ste 49D	Green Valley	AZ	85614	8,445
SEN USA	PO Box 622	Hobart	IN	46342	1,000
Serve India Ministries	PO Box 522	Charleston	IL	61920	45,000
South American Teaching and Service	5132 Barstow Street	San Diego	CA	92117	3,600
Strategic Global Assistance, Inc	2601 Benham Avenue	Elkhart	IN	46517	125,000
Strategic Resource Group	PO Box 1809	Easton	MD	21601	250,000
Systematic Asian Leadership Training	PO Box 38405	Charlotte	NC	28278	5,000
T4 Global, Inc	PO Box 130266	Dallas	TX	75313-0266	50,000
The Gathering	601 Shelley Drive Suite 201	Tyler	TX	75701	5,000
The International Foundation	P O Box 23813	Washington	DC	20026-3813	2,000
The Navigators	PO Box 6400	Colorado Springs	CO	80934	2,500
The Seed Company	3030 Matlock Road, Ste 104	Arlington	TX	76015	6,386
The Word for the World	PO Box 26363	Colorado Springs	CO	80936	53,600
Tyrannus Halls International	14 Bayside	Irvine	CA	92614	10,000
U S Center for World Missions	1605 Elizabeth Street	Pasadena	CA	91104	26,000
University of the Nations	75-5851 Kuakini Hwy #256	Kona	HI	96740	5,700
Via Senca Foundation	2239 Providence Street	Falls Church	VA	22043	10,000
Viva Network North America	601 Union Street, Ste 3010	Seattle	WA	98101	100,000
VSI	PO Box 1929	Tomball	TX	77377	45,000
Warm Blankets Childrens Foundation	5105 Tollview Drive, Ste 155	Rolling Meadows	IL	60008	10,000
World Orphans	P O Box 1840	Castle Rock	CO	80104	10,000
World Sports	PO Box 2607	Bonita Springs	FL	34133	54,000
World Vision	34834 Weyerhaeuser Was South	Federal Way	WA	98001	45,000
Wycliffe Seed Company	3030 Matlock Road, Suite 104	Arlington	TX	76015-2934	100,000
Youth With A Mission	PO Box 61700	Honolulu	HI	96839-1700	70,000
TOTAL TO FORM 990-PF, PART XV, LINE 3A					3,730,331