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Return of Private Foundation

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

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning

, 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 KAYNE FOUNDATION		A Employer identification number 95-4124379
Number and street (or P O box number if mail is not delivered to street address) 1800 AVENUE OF THE STARS, 3RD FLOOR		B Telephone number 310-284-5560
City or town, state, and ZIP code LOS ANGELES, CA 90067		C If exemption application is pending, 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		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 16,845,990.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
(Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		10,149.	10,149.		STATEMENT 1
4 Dividends and interest from securities		347,075.	347,075.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,295,271.			
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			1,295,894.		
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		41,737.	<39,613.>		STATEMENT 3
12 Total. Add lines 1 through 11		1,694,232.	1,613,505.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages		72,000.	0.		72,000.
15 Pension plans, employee benefits					
16a Legal fees STMT 4		1,954.	0.		1,954.
b Accounting fees STMT 5		44,687.	21,594.		21,593.
c Other professional fees STMT 6		68,084.	0.		68,084.
17 Interest					
18 Taxes STMT 7		162,175.	0.		5,763.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 8		8,753.	250.		4,607.
24 Total operating and administrative expenses. Add lines 13 through 23		357,653.	21,844.		174,001.
25 Contributions, gifts, grants paid		1,450,066.			1,476,200.
26 Total expenses and disbursements. Add lines 24 and 25		1,807,719.	21,844.		1,650,201.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<113,487.>			
b Net investment income (if negative, enter -0-)			1,591,661.		
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					
	2 Savings and temporary cash investments			95,458.	404,457.	404,457.
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges			114,959.	27,282.	27,282.
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock STMT 10			97,151.	109,462.	109,462.
	c Investments - corporate bonds STMT 11			1,574,686.	2,577,171.	2,577,171.
11 Investments - land, buildings, and equipment: basis ▶						
Less: accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other STMT 12			13,525,019.	13,666,565.	13,666,565.	
14 Land, buildings, and equipment: basis ▶						
Less: accumulated depreciation ▶						
15 Other assets (describe ▶ STATEMENT 13)			291,000.	61,053.	61,053.	
16 Total assets (to be completed by all filers)			15,698,273.	16,845,990.	16,845,990.	
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable			257,544.	234,059.	
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶ STATEMENT 14)			74,000.	98,232.	
23 Total liabilities (add lines 17 through 22)			331,544.	332,291.		
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			15,366,729.	16,513,699.	
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☐					
	and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds					
28 Paid-in or capital surplus, or land, bldg., and equipment fund						
29 Retained earnings, accumulated income, endowment, or other funds						
30 Total net assets or fund balances			15,366,729.	16,513,699.		
31 Total liabilities and net assets/fund balances			15,698,273.	16,845,990.		

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	15,366,729.
2 Enter amount from Part I, line 27a	2	<113,487.>
3 Other increases not included in line 2 (itemize) ▶ NET UNREALIZED GAIN	3	1,260,457.
4 Add lines 1, 2, and 3	4	16,513,699.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	16,513,699.

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 FROM PARTNERSHIP (ST)		P	VARIOUS	VARIOUS
b FROM PARTNERSHIP (LT)		P	VARIOUS	VARIOUS
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 81,056.			81,056.
b 1,214,215.			1,214,215.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
a			81,056.
b			1,214,215.
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	1,295,271.
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	1,206,443.	15,728,793.	.076703
2008	386,834.	12,719,043.	.030414
2007	1,148,656.	15,142,982.	.075854
2006	1,278,303.	12,843,025.	.099533
2005	700,370.	7,496,521.	.093426

2 Total of line 1, column (d)	2	.375930
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	.075186
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	15,951,488.
5 Multiply line 4 by line 3	5	1,199,329.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	15,917.
7 Add lines 5 and 6	7	1,215,246.
8 Enter qualifying distributions from Part XII, line 4	8	1,650,201.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	15,917.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	15,917.
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	15,917.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	28,035.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	45,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	73,035.	
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	57,118.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ☒ 57,118. 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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see 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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► MARK MORSKI Telephone no. ► 310-282-7913 Located at ► 1800 AVENUE OF THE STARS, 3RD FLOOR, LOS ANGELES, ZIP+4 ► 90067			
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			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See 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 ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years ► , , ,	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► , , ,		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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

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

Organizations relying on a current notice regarding disaster assistance check here

☒

5b

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

6b

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

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

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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 15		0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SHERI SINDELL - 1800 AVENUE OF THE STARS, 3RD FLOOR, LOS ANGELES, CA	ADMINISTRATIVE COORDINATOR 35.00	72,000.	0.	0.

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

0

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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
JANIS MINTON CONSULTING - 2444 WILSHIRE BLVD., STE 622, SANTA MONICA, CA 90403	GRANTMAKING CONSULTING	66,000.
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	
	0.
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	
	0.
2	
All other program-related investments. See instructions.	
3 N/A	
	0.
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	4,286,867.
b	Average of monthly cash balances	1b	420,273.
c	Fair market value of all other assets	1c	11,487,264.
d	Total (add lines 1a, b, and c)	1d	16,194,404.
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	16,194,404.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	242,916.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,951,488.
6	Minimum investment return. Enter 5% of line 5	6	797,574.

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	797,574.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	15,917.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	306.
c	Add lines 2a and 2b	2c	16,223.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	781,351.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	781,351.
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	781,351.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:			
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,650,201.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,650,201.
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	15,917.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,634,284.

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				781,351.
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	393,438.			
b From 2006	750,536.			
c From 2007	423,710.			
d From 2008				
e From 2009	420,812.			
f Total of lines 3a through e	1,988,496.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 1,650,201.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				781,351.
e Remaining amount distributed out of corpus	868,850.			
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:	2,857,346.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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	393,438.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	2,463,908.			
10 Analysis of line 9:				
a Excess from 2006	750,536.			
b Excess from 2007	423,710.			
c Excess from 2008				
d Excess from 2009	420,812.			
e Excess from 2010	868,850.			

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED SCHEDULE				1476200.
Total				▶ 3a 1476200.
b Approved for future payment UCLA - THE ANDERSON FORECAST FUND 110 WESTWOOD PLAZA, GOLD HALL, SUITE B302 LOS CEDAR-SINAI MEDICAL CENTER 8700 BEVERLY BLVD., SUITE 2416 LOS ANGELES, CA GARDEN CONSERVANCY, THE POST OFFICE BOX 219 COLD SPRING, NY 10516	NONE NONE NONE	PUBLIC CHARITY PUBLIC CHARITY PUBLIC CHARITY	GENERAL GENERAL GENERAL	120,000. 20,000. 40,000.
Total				▶ 3b 180,000.

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

SOURCE	AMOUNT
CAL NATIONAL BANK	6.
JP MORGAN CLEARING CORP #1932	10,143.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	10,149.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
JP MPRGAN CLEARING CORP #1932	46,410.	0.	46,410.
THE WALKING COMPANY HOLDINGS INC	300,665.	0.	300,665.
TOTAL TO FM 990-PF, PART I, LN 4	347,075.	0.	347,075.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY INCOME FROM PASS-THROUGH ENTITY	41,737.	<39,613.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	41,737.	<39,613.>	

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	1,954.	0.		1,954.
TO FM 990-PF, PG 1, LN 16A	1,954.	0.		1,954.

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 FEES	44,687.	21,594.		21,593.
TO FORM 990-PF, PG 1, LN 16B	44,687.	21,594.		21,593.

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
GRANTMAKING CONSULTING & ADMINISTRATIVE	68,084.	0.		68,084.
TO FORM 990-PF, PG 1, LN 16C	68,084.	0.		68,084.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE TAXES	10.	0.		10.
STATE COMPOSITE TAXES	3,503.	0.		0.
PAYROLL TAXES	5,753.	0.		5,753.
EXCISE TAX - CURRENT & DEFERRED	152,909.	0.		0.
TO FORM 990-PF, PG 1, LN 18	162,175.	0.		5,763.

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LICENSES & REGISTRATION	150.	0.		150.
BANK FEES	215.	215.		0.
LOW SUL. CREDITS FROM FLOW-THRU	143.	0.		0.
NON-DEDUCTIBLE FROM FLOW-THRU	3,753.	0.		0.
PAYROLL PROCESSING FEES	1,042.	0.		1,042.
OTHER OPERATING & ADMIN	3,450.	35.		3,415.
TO FORM 990-PF, PG 1, LN 23	8,753.	250.		4,607.

FOOTNOTES

STATEMENT 9

PART VII-B, QUESTION 1 (A)(3):
FACILITIES, CERTAIN GOODS AND SERVICES ARE PROVIDED BY
DISQUALIFIED PARTIES WITHOUT CHARGE.

PART VII-B, QUESTION 1 (A)(4) AND 1 (B):
THE ORGANIZATION HAS INVESTED IN SEVERAL INVESTMENT FUNDS IN
WHICH THE INVESTMENT MANAGER OF SUCH FUNDS ARE DISQUALIFIED
PARTIES. THE INVESTMENT MANAGERS RECEIVE AN ASSET BASED
MANAGEMENT FEE AS WELL AS A PERFORMANCE ALLOCATION FOR SOME
OF THESE FUNDS. THE ORGANIZATION BELIEVES SUCH TRANSACTIONS
ARE AN EXCEPTION TO AN ACT OF SELF DEALING PURSUANT TO IRC
4941 (D)(2)(E) AND REGULATION 53.4941 (D)(3)(C).

FORM 990-PF, PART VIII

DURING THE YEAR, THE KAYNE FOUNDATION (THE FOUNDATION)
UTILIZED THE SERVICES OF JANIS MINTON CONSULTING (THE COM-
PANY) FOR GRANTMAKING SERVICES. ONE OF THE OWNERS OF THE
COMPANY IS AN OFFICER/DIRECTOR OF THE FOUNDATION.
SEE PART VIII, ITEM 3 FOR MORE DETAILS.

FORM 990-PF	CORPORATE STOCK	STATEMENT 10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GLACIER WATER SUPPLY	109,462.	109,462.
TOTAL TO FORM 990-PF, PART II, LINE 10B	109,462.	109,462.

FORM 990-PF	CORPORATE BONDS	STATEMENT 11
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BIG DOG HOLDINGS	2,577,171.	2,577,171.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,577,171.	2,577,171.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	12
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
KAYNE ANDERSON NON-TRADITIONAL INVESTMENTS, LP	FMV	907,848.	907,848.
KAYNE ANDERSON PRIVATE INVESTORS, LP	FMV	1,350,877.	1,350,877.
KAYNE ANDERSON PRIVATE INVESTORS II (QP), LP	FMV	629,524.	629,524.
KAYNE ANDERSON PRIVATE INVESTORS MEZZANINE LP	FMV	415,259.	415,259.
KAYNE ANDERSON ENERGY FUND III (Q.P.) L.P.	FMV	1,162,768.	1,162,768.
KAFU HOLDINGS	FMV	5,711,084.	5,711,084.
KAYNE ANDERSON ENERGY FUND IV (Q.P.) L.P.	FMV	1,248,851.	1,248,851.
KAYNE ANDERSON MLP INVST CO	FMV	1,740,354.	1,740,354.
KAYNE ANDERSON MDSTM ENERGY FD COM	FMV	500,000.	500,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		13,666,565.	13,666,565.

FORM 990-PF	OTHER ASSETS		STATEMENT 13
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DISTRIBUTIONS RECEIVABLE	200,000.	61,053.	61,053.
DEFERRED TAX ASSET	91,000.	0.	0.
TO FORM 990-PF, PART II, LINE 15	291,000.	61,053.	61,053.

FORM 990-PF	OTHER LIABILITIES		STATEMENT 14
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
DEFERRED TAX LIABILITY	74,000.	98,232.	
TOTAL TO FORM 990-PF, PART II, LINE 22	74,000.	98,232.	

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 15
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
SUZANNE L KAYNE 1800 AVENUE OF THE STARS, 3RD FLOOR	PRESIDENT 1.00	0.	0.	0.
RICHARD A KAYNE 1800 AVENUE OF THE STARS, 3RD FLOOR	DIRECTOR 1.00	0.	0.	0.
HOWARD ZELIKOW 1800 AVENUE OF THE STARS, 3RD FLOOR	TREASURER 1.00	0.	0.	0.
JANIS MINTON- SEE FOOTNOTE 1800 AVENUE OF THE STARS, 3RD FLOOR	SECRETARY 1.00	0.	0.	0.

KAYNE FOUNDATION

95-4124379

MAGGIE KAYNE
1800 AVENUE OF THE STARS, 3RD
FLOOR

DIRECTOR

1.00

0.

0.

0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

0.

0.

0.

PART XV SUPPLEMENTARY INFORMATION
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR - 2010
The Kayne Foundation
95-4124379

Recipient - Name and Address	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
	None	Public Charity	General		
After-School Allstars 6501 Fountain Avenue Los Angeles, CA 90028					5,000
Aids Project Los Angeles 611 South Kingsley Drive Los Angeles, CA 90005					2,000
Alex's Lemonade Stand Foundation 333 E. Lancaster Avenue #414 Wynnewood, PA 19096					2,500
Alliance College Ready Public Schools 2023 South Union Avenue Los Angeles, CA 90007					40,000
Alliance, The (Independent School Allianc 1545 Wilshire Boulevard Suite 711 Los Angeles, CA 90017					5,000
Alzheimer's Association 5900 Wilshire Boulevard Suite 1100 Los Angeles, CA 90036					2,000
American Academy in Rome 7 East 60th Street New York, NY 10022					2,500
American Cancer Society South Atlantic Division 250 Williams Street Atlanta, GA 30303-1002					3,000
American Enterprise Institute of Public P 1150 Seventeenth Street, N W. Washington, D C 20036					10,000

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Recipient - Name and Address	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
	None	Public Charity			
American Friends of Our Armed Forces 232 Wild Horse Palm Desert, CA 92211	None	Public Charity	General		2,000
American Friends of the Israel Museum 500 Fifth Avenue Suite 2540 New York, NY 10110	None	Public Charity	General		7,500
Art Museum Council of LACMA 5905 Wilshire Boulevard Los Angeles, CA 90036	None	Public Charity	General		5,000
Association of Fundraising Professionals Greater Los Angeles Chapter 1820 W Orangewood Avenue Suite 111 Orange, CA 92868	None	Public Charity	General		2,500
Autry National Center 4700 Western Heritage Way Los Angeles, CA 90027	None	Public Charity	General		5,000
Aviva Family and Children's Services 7120 Franklin Avenue Los Angeles, CA 90046	None	Public Charity	General		8,000
Bogart Pediatric Cancer Research Program 5900 Wilshire Boulevard Suite 2600 Los Angeles, CA 90036	None	Public Charity	General		2,000
Britweek 11766 Wilshire Boulevard Suite 1230 Los Angeles, CA 90025	None	Public Charity	General		5,000
California Community Foundation 445 S Figueroa St Suite 3400 Los Angeles, CA 90071	None	Public Charity	General		17,500

PART XV SUPPLEMENTARY INFORMATION
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The Kayne Foundation
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Recipient - Name and Address	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
	None	Public Charity			
California Council for the Humanities 312 Sutter Street Suite 601 San Francisco, CA 94108	None	Public Charity	General		1,000
California Music Project P O Box 4297 San Rafael, CA 94913	None	Public Charity	General		2,000
Cedars-Sinai Medical Center 8700 Beverly Blvd Suite 2416 Los Angeles, CA 90048	None	Public Charity	General		10,000
Cedars-Sinai Medical Center/WCRI 8700 Beverly Blvd Suite 2416 Los Angeles, CA 90048	None	Public Charity	General		2,500
Center for Early Education 563 N Alfred St. West Hollywood, CA 90048-2512	None	Public Charity	General		10,500
Chago's Conservation Trust-US 1221 New Gambier Road P O Box 1185 Mount Vernon, Ohio 43050	None	Public Charity	General		2,000
Children's Burn Foundation 5000 Van Nuys Blvd. Suite 300 Sherman Oaks, CA 91403-1784	None	Public Charity	General		10,000
Children's Defense Fund 25 E Street, NW Washington, DC 20001	None	Public Charity	General		5,000
Chrysalis 1853 Lincoln Blvd Santa Monica, CA 90404	None	Public Charity	General		10,000

PART XV SUPPLEMENTARY INFORMATION
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Recipient - Name and Address	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
	None				
Circle of Care Foundation 5000 Van Nuys Boulevard Suite 305 Sherman Oaks, CA 91403	None		Public Charity	General	1,000
City of Hope 1500 East Duarte Road Duarte, CA 91010-3000	None		Public Charity	General	5,000
Community Partners 1000 N. Alameda Street Suite 240 Los Angeles, CA 90012	None		Public Charity	General	1,000
Conservation International 2011 Crystal Drive Suite 500 Arlington, VA 22202	None		Public Charity	General	10,000
Crossroads School 1714 Twenty-First Street Santa Monica, CA 90404-3917	None		Public Charity	General	5,000
Cystic Fibrosis Foundation 205 East 42nd Street Suite 1821 New York, NY 10017	None		Public Charity	General	5,000
Decorative Arts and Design Council LACMA 5905 Wilshire Boulevard Los Angeles, CA 90036	None		Public Charity	General	15,000
Desert Community Foundation 75-105 Merle St Suite 300 Palm Desert, CA 92211	None		Public Charity	General	3,000
Diabetes Research Institute Foundation 200 South Park Road Suite 100 Hollywood, FL 33021	None		Public Charity	General	2,500

PART XV SUPPLEMENTARY INFORMATION
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR - 2010
The Kayne Foundation
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Recipient - Name and Address	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
	None	Public Charity			
Didi Hirsch Mental Health Services 4760 S Sepulveda Blvd Culver city, CA 90230-4820	None	Public Charity	General		1,000
EarthSpark International 1616 H St. NW, Suite 900 Washington, D.C 20006	None	Public Charity	General		5,000
EIF's Women's Cancer Research Fund 1201 West 5th Street Suite T-700 Los Angeles, CA 90017	None	Public Charity	General		12,500
Everychild Foundation P O Box 1808 Pacific Palisades, CA 90272	None	Public Charity	General		5,000
Exceptional Children's Foundation 8740 Washington Boulevard Culver City, CA 90232	None	Public Charity	General		305,000
Feminist Majority Foundation West Coast Office 433 South Beverly Drive Suite 801 Arlington, VA 22209	None	Public Charity	General		3,000
Friends of Alta PO Box 8126 Alta, UT 84092	None	Public Charity	General		1,000
Friends of Florence 4545 W Street, NW Washington, DC 20007	None	Public Charity	General		4,300
Friends of Robinson Garden 1008 Elden Way Beverly Hills, CA 90210	None	Public Charity	General		8,500
Friends of Yemin Orde	None	Public Charity	General		10,000

PART XV SUPPLEMENTARY INFORMATION
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR - 2010
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Recipient - Name and Address	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
4501 Connecticut Ave , NW Suite 813 Washington, DC 20008					
Fulfillment Fund 6100 Wilshire Boulevard Suite 600 Los Angeles, CA 90048	None		Public Charity	General	2,500
Fund for Park Avenue 445 Park Avenue Suite 1000 New York, NY 10022	None		Public Charity	General	1,000
Gabriella Axelrad Education Foundation 639 S Commonwealth Avenue Suite B Los Angeles, CA 90005	None		Public Charity	General	2,500
Garden Conservancy, The Post Office Box 219 Cold Spring, New York 10516	None		Public Charity	General	10,000
Garden School Foundation 1660 Stanford Street Santa Monica, CA 90404	None		Public Charity	General	5,000
George Washington Foundation, The 1201 Washington Avenue Fredericksburg, VA 22401	None		Public Charity	General	5,000
Hammer Museum 10899 Wilshire Blvd Los Angeles, CA 90024	None		Public Charity	General	40,000
High Mountain Institute Post Office Box 970 Leadville, CO 80461	None		Public Charity	General	3,000
Hispanics for LA Opera 135 N. Grand Avenue	None		Public Charity	General	7,500

PART XV SUPPLEMENTARY INFORMATION
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR - 2010
The Kayne Foundation
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Recipient - Name and Address	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
Los Angeles, CA 90067					
Homeboy Industries 130 W Bruno Street Los Angeles, CA 90012	None		Public Charity	General	6,500
Hope Renewals, Inc. 11611 San Vicente Blvd. Suite 710 Los Angeles, CA 90049	None		Public Charity	General	1,000
Huntington Library, The 1151 Oxford Road San Marino, CA 91108	None		Public Charity	General	2,500
InsideOUT Writers 1680 N. Vine Street Suite 614 Hollywood, CA 90028	None		Public Charity	General	5,000
Institute of Classical Architecture & Cla 20 West 44th Street New York, NY 10036	None		Public Charity	General	2,500
International Medical Corp 1919 Santa Monica Blvd Suite 400 Santa Monica, CA 90404	None		Public Charity	General	8,000
Israel Children's Centers 3275 West Hillsboro Blvd , Suite 102 Deerfield Beach, FL 33442	None		Public Charity	General	5,000
Israel Philharmonic Orchestra Friends of Israel Philharmonic Orchestra 122 East 42nd Street Suite 4507 New York, NY 10168	None		Public Charity	General	2,500
Jewish Family Service of the Desert 72925 Fred Waring Drive Suite 202	None		Public Charity	General	1,000

PART XV SUPPLEMENTARY INFORMATION
 GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR - 2010
 The Kayne Foundation
 95-4124379

Recipient - Name and Address	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
Palm Desert, CA 92260					
Jewish Family Service/SOVA 16439 Vanowen St. Van Nuys, CA 91406	None		Public Charity	General	1,000
Jewish Federation, The 6505 Wilshire Blvd Los Angeles, CA 90048	None		Public Charity	General	100,000
Jewish Vocational Service 6505 Wilshire Blvd. Suite 200 Los Angeles, CA 90048	None		Public Charity	General	8,000
KCET 4401 Sunset Boulevard Los Angeles, CA 90027	None		Public Charity	General	10,000
Lance Armstrong Foundation 2201 E Sixth Street Austin, TX 78702	None		Public Charity	General	1,000
Library Foundation of Los Angeles 630 W Fifth Street Los Angeles, CA 90071	None		Public Charity	General	5,400
Looking Beyond 2934 1/2 Beverly Glen Circle #224 Los Angeles, CA 90077	None		Public Charity	General	2,500
Los Angeles Conservancy 523 West Sixth Street Suite 826 Los Angeles, CA 90014	None		Public Charity	General	2,500
Los Angeles County Museum of Art 5905 Wilshire Boulevard Los Angeles, CA 90036	None		Public Charity	General	178,000

PART XV SUPPLEMENTARY INFORMATION
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Recipient - Name and Address	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
Los Angeles Philharmonic Association 151 South Grand Avenue Los Angeles, CA 90012-3034	None		Public Charity	General	5,000
Los Angeles Police Foundation 515 S. Flower Street Ste 1680 Los Angeles, CA 90071	None		Public Charity	General	5,000
Louisburg College Office of Institutional Advancement 501 North Main Street Louisburg, NC 27549-2399	None		Public Charity	General	1,000
Maine Coast Heritage Trust 1 Bowdoin Mill Island Suite 201 Topsham, ME 04086	None		Public Charity	General	1,000
Metropolitan Museum of Art 1000 Fifth Avenue New York, NY 10028-0198	None		Public Charity	General	1,000
Museum of Contemporary Art 250 South Grand Avenue Los Angeles, CA 90012	None		Public Charity	General	45,000
Museum of Modern Art, The 11 West 53 Street New York, NY 10019-5497	None		Public Charity	General	1,500
Music Center 135 North Grand Avenue Los Angeles, CA 90012	None		Public Charity	General	14,000
Natural Resources Defense Council 1314 2nd St. Santa Monica, CA 90401	None		Public Charity	General	5,000

**PART XV SUPPLEMENTARY INFORMATION
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR - 2010**

**The Kayne Foundation
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Recipient - Name and Address	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
Nature Conservancy, The 4245 N Fairfax Drive Suite 100 Arlington, Virginia 22203-1606	None		Public Charity	General	10,000
New York Needs You 40 Worth Street #826 New York, NY 10013	None		Public Charity	General	5,000
No Strings Foundation 11054 Ventura Boulevard #331 Studio City, CA 91604	None		Public Charity	General	40,000
One Book, One City 6625 Zumirez Drive Malibu, CA 90265	None		Public Charity	General	1,000
Otis College of Art and Design 9045 Lincoln Boulevard Los Angeles, CA 90045	None		Public Charity	General	5,000
Palm Springs Art Museum P O. Box 2310 101 Museum Drive Palm Springs, CA 92263-2310	None		Public Charity	General	10,000
Pasadena Arts Council 65 S Grand Ave Pasadena, CA 91105	None		Public Charity	General	10,000
PEN USA P O Box 6037 Beverly Hills, CA 90212	None		Public Charity	General	3,000
Phase One 256 26th Street Santa Monica, CA 90402	None		Public Charity	General	5,000

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Recipient - Name and Address	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
Rand Corporation 1776 Main Street P O Box 2138 Santa Monica, CA 90407-2138	None		Public Charity	General	5,000
Rape Foundation, The 1223 Wilshire Boulevard No 410 Santa Monica, CA 90403	None		Public Charity	General	10,000
Royal Oak Foundation 26 Broadway Suite 950 New York, NY 10004-1715	None		Public Charity	General	1,000
Santa Monica Museum of Art Bergamot Station G1 2525 Michigan Avenue Santa Monica, CA 90404	None		Public Charity	General	8,000
Save the Children 54 Wilton Road Westport, CT 06880	None		Public Charity	General	6,000
SHARE, Inc. Post Office Box 1342 Beverly Hills, CA 90213-1342	None		Public Charity	General	15,000
Sheriff's Youth Foundation 4700 Ramona Blvd 4th Floor Monterey Park, CA 91754-2169	None		Public Charity	General	5,000
Silverlake Conservatory of Music 3920 Sunset Blvd Los Angeles, CA 90029	None		Public Charity	General	5,000
Simon Wiesenthal Center 1399 South Roxbury Drive	None		Public Charity	General	5,000

PART XV SUPPLEMENTARY INFORMATION
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR - 2010
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Recipient - Name and Address	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
Los Angeles, CA 90035					
Sinai Akiba Academy 10400 Wilshire Boulevard Los Angeles, CA 90024	None		Public Charity	General	2,500
SITE Santa Fe 1606 Paseo De Peralta Santa Fe, CA 87501	None		Public Charity	General	500
Smithsonian Institution P O Box 37012 Washington, DC 20013-7012	None		Public Charity	General	2,000
Southern California Public Radio 474 South Raymond Avenue Pasadena, CA 91105	None		Public Charity	General	2,500
Spiral Foundation 211 Vance Street Pacific Palisades, CA 90272	None		Public Charity	General	1,000
St. Francis of Assisi Catholic Church 525 West Vista Way Vista, CA 92083-5794	None		Public Charity	General	2,000
Tree People 12601 Mulholland Drive Beverly Hills, CA 90210	None		Public Charity	General	10,000
UCLA Athletic Foundation/Joel Hein Endowm 10920 Wilshire Boulevard Suite 1400 Los Angeles, CA 90024-6516	None		Public Charity	General	3,000
UCLA Foundation 10920 Wilshire Boulevard Suite 1400 Los Angeles, CA 90024-6516	None		Public Charity	General	163,500

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GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR - 2010
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Recipient - Name and Address	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
UCLA Foundation Visionary Ball UCLA Development 10920 Wilshire Boulevard Suite 1400 Los Angeles, CA 90024-6516	None		Public Charity	General	10,000
United Friends of the Children 1055 Wilshire Boulevard Suite 1955 Los Angeles, CA 90017	None		Public Charity	General	10,000
United States Artists 5757 Wilshire Boulevard Suite 580 Los Angeles, CA 90036	None		Public Charity	General	5,000
University of St Andrews American Founda C/o Alston & Bird 1201 West Peachtree Street Atlanta, GA 30309-3424	None		Public Charity	General	2,000
Valley Charter School PO Box 4128 Valley Village, CA 91343	None		Public Charity	General	5,000
Valley Outreach Synagogue 21818 Craggyviewk Street Suite 104 Chatsworth, CA 91311-2952	None		Public Charity	General	2,500
Veteran's Park Conservatory 11661 San Vicente Boulevard Suite 204 Los Angeles, CA 90049	None		Public Charity	General	1,000
Western Los Angeles County Council - BSA 16525 Sherman Way Suite C-8 Van Nuys, CA 91406	None		Public Charity	General	5,000
Women's Campaign International 3701 Chestnut Street 6th Floor	None		Public Charity	General	10,000

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 The Kayne Foundation
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Recipient - Name and Address	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
Philadelphia, PA 19104					
World Monuments Fund 95 Madison Avenue New York, NY 10016	None		Public Charity	General	10,000
					<u>1,476,200</u>