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

2010

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 <b>THE HERB ALPERT FOUNDATION</b>		A Employer identification number <b>95-4191227</b>	
Number and street (or P O box number if mail is not delivered to street address) <b>1414 6TH STREET</b>		B Telephone number <b>818-528-3545</b>	
City or town, state, and ZIP code <b>SANTA MONICA, CA 90401</b>		C If exemption application is pending, check here ► <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ <b>31,139,659.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>	
<b>Part I Analysis of Revenue and Expenses</b> (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
1 Contributions, gifts, grants, etc., received	9,150,196.	N/A	
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments	21,808.	STATEMENT 1	
3 Dividends and interest from securities	700,686.	STATEMENT 2	
5a Gross rents			
b Net rental income or (loss) _____	-1,070,731.		
6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a 7 Capital gain net income (from Part IV, line 2)	7,588,347.		
8 Net short-term capital gain	0.		
9 Income modifications Gross sales less returns, 10a and allowances			
10b Cost of goods sold c Gross profit or (loss) NOV 14 2011 IRS-OSC	356,886.	STATEMENT 3	
11 Other income	355,010.		
12 Total Add lines 1 through 11	9,158,845.	1,072,803.	
13 Compensation of officers, directors, trustees, etc	296,157.	0.	
14 Other employee salaries and wages	165,250.	0.	
15 Pension plans, employee benefits			
16a Legal fees			
b Accounting fees	51,947.	0.	
c Other professional fees			
17 Interest			
18 Taxes	27,909.	0.	
19 Depreciation and depletion	360.	0.	
20 Occupancy			
21 Travel, conferences, and meetings			
22 Printing and publications			
23 Other expenses	508,130.	0.	
24 Total operating and administrative expenses Add lines 13 through 23	1,049,753.	0.	
25 Contributions, gifts, grants paid	14,405,748.	0.	
26 Total expenses and disbursements Add lines 24 and 25	15,455,501.	14,405,748.	
27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)	-6,296,656.	696,974.	
		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
	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments		794,416.	1,044,743.
	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 ► 3,103.	3,103.		
		Less: allowance for doubtful accounts ► 0.	0.	1,001.	3,103.
Assets	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations	STMT 8	96,747.	101,064.
	b	Investments - corporate stock	STMT 9	21,942,231.	16,560,011.
	c	Investments - corporate bonds	STMT 10	439,833.	122,333.
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans	STMT 11	1,493.	1,493.
	13	Investments - other	STMT 12	12,151,631.	11,294,946.
	14	Land, buildings, and equipment: basis ► 10,049.	10,049.		
		Less accumulated depreciation STMT 13 ► 9,700.	9,700.	710.	349.
	15	Other assets (describe ► STATEMENT 14)	STATEMENT 14	750,000.	750,000.
	16	Total assets (to be completed by all filers)		36,178,062.	29,878,042.
	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 ► OTHER LIABILITIES )	OTHER LIABILITIES	0.	467.
Liabilities	23	Total liabilities (add lines 17 through 22)		0.	467.
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
		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 ► <input checked="" type="checkbox"/>			
		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		0.	0.
	29	Retained earnings, accumulated income, endowment, or other funds		36,178,062.	29,877,575.
	30	Total net assets or fund balances		36,178,062.	29,877,575.
Net Assets or Fund Balances	31	Total liabilities and net assets/fund balances		36,178,062.	29,878,042.

## 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	36,178,062.
2	Enter amount from Part I, line 27a	2	-6,296,656.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	29,881,406.
5	Decreases not included in line 2 (itemize) ►	5	3,831.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	29,877,575.

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**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.)
<b>1a</b>					
<b>b</b>	<b>SEE ATTACHED STATEMENTS</b>				
<b>c</b>					
<b>d</b>					
<b>e</b>					
	(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)	
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>	<b>7,693,530.</b>		<b>8,741,581.</b>		<b>-1,048,051.</b>
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			
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					<b>-1,048,051.</b>
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		<b>-1,048,051.</b>
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		<b>N/A</b>

**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	<b>10,850,408.</b>	<b>33,743,077.</b>	<b>.321560</b>
2008	<b>18,345,556.</b>	<b>57,683,844.</b>	<b>.318036</b>
2007	<b>19,861,575.</b>	<b>76,593,973.</b>	<b>.259310</b>
2006	<b>4,915,297.</b>	<b>64,638,001.</b>	<b>.076043</b>
2005	<b>3,450,070.</b>	<b>48,211,263.</b>	<b>.071561</b>
2 Total of line 1, column (d)		2	<b>1.046510</b>
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	<b>.209302</b>
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5		4	<b>31,456,907.</b>
5 Multiply line 4 by line 3		5	<b>6,583,994.</b>
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	<b>6,970.</b>
7 Add lines 5 and 6		7	<b>6,590,964.</b>
8 Enter qualifying distributions from Part XII, line 4		8	<b>14,405,748.</b>

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).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2010 estimated tax payments and 2009 overpayment credited to 2010

6a 25,000.

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

25,000.

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

18,030.

11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ►

11

18,030. Refunded ►

11

0.

**Part VII-A Statements Regarding Activities**

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?

Yes No

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*

1c X

c Did the foundation file Form 1120-POL for this year?

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 X

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

3 X

*If "Yes," attach a detailed description of the activities*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*

4a X

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4b X

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 X

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

6 X

*If "Yes," attach the statement required by General Instruction T*

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

7 X

- 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?

7 Did the foundation have at least \$5,000 in assets at any time during the year?

8b X

*If "Yes," complete Part II, col. (c), and Part XV*

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

9 X

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)

10 X

of each state as required by General Instruction G? *If "No," attach explanation*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*

10 X

10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

**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 ► **HERBALPERTFOUNDATION.ORG**

13   X

14 The books are in care of ► **BALTER, MILLER KING & FRAZIN LLP** Telephone no ► **(818) 528-3545**

14   X

Located at ► **16255 VENTURA BLVD., SUITE 1250, ENCINO, CA** ZIP+4 ► **91436**

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   X

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**

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

Yes  No  X

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  X No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?

 Yes  X No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?

 Yes  X No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?

 Yes  X 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  X 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  X 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 ►

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)): 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  X 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

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  X No

b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)

3b  N/A

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

4a  X

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?

4b  X

**Part 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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (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  
 Yes  No  
 Yes  No  
 Yes  No  
 Yes  No

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

► 

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

Yes  No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes  No

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

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

Yes  No

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?

Yes  No

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 15		296,157.	0.	0.

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

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

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

► 0

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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
NONE		

**Total number of others receiving over \$50,000 for professional services**

►

0

**Part IX-A Summary of Direct Charitable Activities**

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

Expenses

1	N/A	
2		
3		
4		

**Part IX-B Summary of Program-Related Investments**

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		
3	All other program-related investments. See instructions	
Total. Add lines 1 through 3	►	0.

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**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	18,741,187.
b Average of monthly cash balances	1b	840,163.
c Fair market value of all other assets	1c	12,354,596.
d Total (add lines 1a, b, and c)	1d	31,935,946.
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	31,935,946.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	479,039.
5 Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	31,456,907.
6 Minimum investment return Enter 5% of line 5	6	1,572,845.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ►  and do not complete this part.)

1 Minimum investment return from Part X, line 6	1	1,572,845.
2a Tax on investment income for 2010 from Part VI, line 5	2a	6,970.
b Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	6,970.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,565,875.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	1,565,875.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,565,875.

**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	14,405,748.
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	14,405,748.
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	6,970.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	14,398,778.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,565,875.
2 Undistributed income, if any, as of the end of 2010			0.	
a Enter amount for 2009 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	1,054,448.			
b From 2006	1,760,318.			
c From 2007	16,144,237.			
d From 2008	15,483,622.			
e From 2009	9,166,356.			
f Total of lines 3a through e	43,608,981.			
4 Qualifying distributions for 2010 from Part XII, line 4 ► \$ 14,405,748.			0.	
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				1,565,875.
e Remaining amount distributed out of corpus	12,839,873.			0.
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			
6 Enter the net total of each column as indicated below:	56,448,854.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income. Subtract line 4b from line 2b				
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	1,054,448.			
9 Excess distributions carryover to 2011 Subtract lines 7 and 8 from line 6a	55,394,406.			
10 Analysis of line 9:				
a Excess from 2006	1,760,318.			
b Excess from 2007	16,144,237.			
c Excess from 2008	15,483,622.			
d Excess from 2009	9,166,356.			
e Excess from 2010	12,839,873.			



## Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE ATTACHED	NONE		CHARITABLE	14405748.
Total			► 3a	14405748.
b Approved for future payment				
NONE				
Total			► 3b	0.

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	21,808.	
4 Dividends and interest from securities	523000	4,701.	14	695,985.	
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	522100	1,876.	14	355,010.	
8 Gain or (loss) from sales of assets other than inventory	523000	-22,680.	18	-1,048,051.	
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)		-16,103.		24,752.	0.
13 Total Add line 12, columns (b), (d), and (e)			13		8,649.
(See worksheet in line 13 instructions to verify calculations.)					

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



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

► Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

**2010****Name of the organization****Employer identification number****THE HERB ALPERT FOUNDATION****95-4191227****Organization type (check one)****Filers of:** **Section:**

Form 990 or 990-EZ

501(c)( ) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Form 990-PF

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

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

**Special Rules**

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

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

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

► \$ \_\_\_\_\_

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

**Name of organization**

**Employer identification number**

## THE HERB ALPERT FOUNDATION

95-4191227

## Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	HERB ALPERT	\$ 9,150,196.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash
	1414 6TH STREET		(Complete Part II if there is a noncash contribution)
	SANTA MONICA, CA 90401		
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
		\$ _____	(Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
		\$ _____	(Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
		\$ _____	(Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
		\$ _____	(Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
		\$ _____	(Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

THE HERB ALPERT FOUNDATION

95-4191227

## Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	PUBLICLY TRADED SECURITIES	\$ 9,108,810.	/ /10
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

**Name of organization**

**Employer identification number**

## THE HERB ALPERT FOUNDATION

95-4191227

### **Part III**

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

## THE HERB ALPERT FOUNDATION

## 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.)
a NORTHERN TRUST 1981	P		
b NORTHERN TRUST 1981	P		
c NORTHERN TRUST 1983	P		
d NORTHERN TRUST 1983	P		
e NORTHERN TRUST 1984	P		
f NORTHERN TRUST 1984	P		
g NORTHERN TRUST 1986	P		
h NORTHERN TRUST 1986	P		
i OCM PRINC OPP FUND IV	P		
j OCM PRINC OPP FUND IV	P		
k OCM PRINC OPP FUND VII	P		
l OCM PRINC OPP FUND VII	P		
m OCM PRINC OPP FUND VII - 1256 - SHORT TERM	P		
n OCM PRINC OPP FUND VII - 1256 - LONG TERM	P		
o ARCHIPELAGO PARTNERS	P		

(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 82,184.		73,792.	8,392.
b 1,422,038.		1,322,674.	99,364.
c 149,480.		130,998.	18,482.
d 3,838,445.		4,451,642.	-613,197.
e 1,907.			1,907.
f 265,918.		611,966.	-346,048.
g 20,104.		18,941.	1,163.
h 1,417,843.		1,663,512.	-245,669.
i 3,878.			3,878.
j 7,965.			7,965.
k		786.	-786.
l		13,260.	-13,260.
m 2,778.			2,778.
n 4,166.			4,166.
o 36,417.			36,417.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			8,392.
b			99,364.
c			18,482.
d			-613,197.
e			1,907.
f			-346,048.
g			1,163.
h			-245,669.
i			3,878.
j			7,965.
k			-786.
l			-13,260.
m			2,778.
n			4,166.
o			36,417.

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

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

## THE HERB ALPERT FOUNDATION

## 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.)
a ARCHIPELAGO PARTNERS			P		
b ARCHIPELAGO PARTNERS - 1256 - SHORT TERM			P		
c ARCHIPELAGO PARTNERS - 1256 - LONG TERM			P		
d POST TRAD HIGH			P		
e POST TRAD HIGH			P		
f BEACH POINT TOTAL RETURN FUND II			P		
g BEACH POINT TOTAL RETURN FUND II			P		
h MERRILL LYNCH			P		
i MOSAIQUE MULTI STRATEGY FUND, LLC			P		
j MOSAIQUE MULTI STRATEGY FUND, LLC			P		
k TCW SPECIAL MRTG CREDIT			P		
l TCW SPECIAL MRTG CREDIT			P		
m OCM IV AIF			P		
n TCW SPCL MTG CREDIT - UBTI					
o TCW SPCL MTG CREDIT - UBTI			P		
(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 93,731.			93,731.		
b 996.			996.		
c 1,495.			1,495.		
d 144,651.			144,651.		
e 62,894.			62,894.		
f		27,736.	-27,736.		
g 6,081.			6,081.		
h 515.			515.		
i 122.			122.		
l		236.	-236.		
k 22,778.			22,778.		
l		337,769.	-337,769.		
m		4,677.	-4,677.		
n		7,073.	-7,073.		
o 104,969.			104,969.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")		
(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			93,731.		
b			996.		
c			1,495.		
d			144,651.		
e			62,894.		
f			-27,736.		
g			6,081.		
h			515.		
i			122.		
l			-236.		
k			22,778.		
l			-337,769.		
m			-4,677.		
n			-7,073.		
o			104,969.		
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		
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		

## THE HERB ALPERT FOUNDATION

## 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.)
a ARCHIPELAGO PARTNERS - UBTI					
b ARCHIPELAGO PARTNERS - UBTI					
c BEACH POINT TOTAL RETURN FUND II UBTI			P		
d BEACH POINT TOTAL RETURN FUND II - UBTI					
e MOSAIQUE - UBTI					
f MOSAIQUE MULTI STRATEGY FUND, LLC - SEC. 1231			P		
g BEACH POINT TOTAL RETURN FUND II - SEC. 1231			P		
h OCM IV AIF - SEC. 1231			P		
i ARCHIPELAGO PARTNERS - SEC. 1231			P		
j ARCHIPELAGO PARTNERS UBTI					
k					
l					
m					
n					
o					
(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		42,162.	-42,162.		
b		31,260.	-31,260.		
c	214.		214.		
d		47.	-47.		
e		151.	-151.		
f	151.		151.		
g		86.	-86.		
h		1,003.	-1,003.		
i	1,810.		1,810.		
j		1,810.	-1,810.		
k					
l					
m					
n					
o					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")		
(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			-42,162.		
b			-31,260.		
c			214.		
d			-47.		
e			-151.		
f			151.		
g			-86.		
h			-1,003.		
i			1,810.		
j			-1,810.		
k					
l					
m					
n					
o					
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	-1,048,051.	
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	

2010 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

\* TOTAL 990-BG 1 DEPB

028111  
05-01-10

(D) - Asset disposed

21

\* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

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

SOURCE	AMOUNT
J P MORGAN	7,375.
NORTHERN TRUST	14,426.
WELLS FARGO	7.
<b>TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A</b>	<b>21,808.</b>

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ARCHIPELAGO PRTNSHIP	68,436.	0.	68,436.
J P MORGAN	4,323.	0.	4,323.
MOSAIQUE MULTI STRATEGY FUND	52.	0.	52.
NORTHERN TRUST	344,315.	0.	344,315.
OCM PRINC OPP FD IV	65,485.	0.	65,485.
OCM PRINC OPP FD IV AIF	321.	0.	321.
OCM PRINC OPP FD VII	58,467.	0.	58,467.
OCM PRINC OPP FD VII AIF	21.	0.	21.
POST TOTAL RETURN FUND II	107,961.	0.	107,961.
TCW SPECIAL MRTG CREDIT	51,305.	0.	51,305.
<b>TOTAL TO FM 990-PF, PART I, LN 4</b>	<b>700,686.</b>	<b>0.</b>	<b>700,686.</b>

## FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OCM PRINC OPP FD IV	1,223.	1,056.	
OCM PRINC OPP FD IV AIF	-1,931.	0.	
OCM PRINC OPP FD VII	-2,760.	-2,760.	
TCW SP MTG CREDITS FD	314.	307.	
ARCHIPELAGO PRTNSHIP	-2,399.	-2,399.	
BEACH POINT TOTAL RETURN	12,052.	8,586.	
OCM PRINC OPP FD VII AIF	7,027.	6,925.	
POST TRADITIONAL HIGH	342,186.	342,186.	
MOSAIQUE MULTI STRATEGY FUND, LLC	446.	381.	
OCM PRINC OPP FD IV	728.	728.	
<b>TOTAL TO FORM 990-PF, PART I, LINE 11</b>	<b>356,886.</b>	<b>355,010.</b>	

## FORM 990-PF

## ACCOUNTING FEES

## STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	51,947.	21,947.		0.
TO FORM 990-PF, PG 1, LN 16B	51,947.	21,947.		0.

## FORM 990-PF

## TAXES

## STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	25,016.	0.		0.
FOREIGN TAX	17,216.	17,216.		0.
BUILDING - PROPERTY TAX	9,116.	0.		0.
STATE TAXES, NET OF REFUND	10.	10.		0.
FEDERAL TAXES, NET OF REFUND	-23,449.	0.		0.
TO FORM 990-PF, PG 1, LN 18	27,909.	17,226.		0.

## FORM 990-PF

## OTHER EXPENSES

## STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUTO	2,724.	0.		0.
DUES AND SUBSCRIPTIONS	4,751.	0.		0.
HOSPITALITY	1,797.	0.		0.
PUBLIC RELATIONS	18,820.	0.		0.
EQUIPMENT REPAIRS	380.	0.		0.
FREIGHT / MESSENGER	247.	0.		0.
INSURANCE	17,373.	0.		0.
INVESTMENT FEES	147,130.	147,130.		0.
OFFICE EXPENSE	2,855.	0.		0.
TELEPHONE	3,043.	0.		0.
COMPUTER ON-LINE	1,332.	0.		0.
UTILITIES	674.	0.		0.
OVERHEAD COSTS	11,508.	0.		0.
PAYROLL PROCESSING	1,696.	0.		0.
BUILDING - REPAIRS AND MAINTENANCE	8,405.	0.		0.

BUILDING - SECURITY	221.	0.	0.
BUILDING - UTILITIES	3,442.	0.	0.
TRAVEL	14,327.	0.	0.
EMPLOYEE BENEFITS	75,035.	0.	0.
POSTAGE	535.	0.	0.
EDUCATION/SEMINARS	1,975.	0.	0.
TAXES AND LICENSES	76.	0.	0.
OCM PRINC OPP FD IV OTHER			
DEDUCTIONS	16,596.	16,596.	0.
OCM PRINC OPP FD IV AIF			
OTHER DEDUCTIONS	67.	67.	0.
TCW SP MTG CREDITS INTEREST			
EXPENSE	5,667.	5,528.	0.
ARCHIPELAGO PRTNSHIP			
INTEREST EXPENSE	64,630.	64,630.	0.
POINT TOTAL PARTNERSHIP			
DEDUCTIONS	19,863.	19,863.	0.
POINT TOTAL PARTNERSHIP			
INVESTMENT EXPENSE	10,805.	10,805.	0.
OCM PRINC OPP FD VII			
INETERST EXPENSE	14,213.	14,213.	0.
MOSAIQUE MULTI STRATEGY FUND			
PTR DEDUCTIONS	6,027.	6,027.	0.
OCM PRINC OPP FD VII OTHER			
DEDUCTIONS	22.	22.	0.
TCW SP MTG CREDITS OTHER			
DEDUCTIONS	943.	943.	0.
ARCHIPELAGO OTHER DEDUCTIONS	50,163.	50,163.	0.
BUILDING - LANDSCAPING	20.	0.	0.
FLOWERS	99.	0.	0.
OCM PRINC OPP FD VII OTHER			
DEDUCTIONS	669.	669.	0.
TO FORM 990-PF, PG 1, LN 23	508,130.	336,656.	0.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
DIFFERENCE BETWEEN FAIR MARKET VALUE AND BOOK VALUE OF CONTRIBUTIONS PAID	3,831.
TOTAL TO FORM 990-PF, PART III, LINE 5	3,831.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
FRANKLIN CALIFORNIA INTERMEDIATE		X	101,064.	109,678.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			101,064.	109,678.
TOTAL TO FORM 990-PF, PART II, LINE 10A			101,064.	109,678.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITY SECURITIES HELD AT NORTHERN TRUST A/C#1981	1,190,198.	1,126,486.
EQUITY SECURITIES HELD AT NORTHERN TRUST A/C#1983	5,203,767.	5,935,504.
EQUITY SECURITIES HELD AT NORTHERN TRUST A/C#1984	4,818,270.	5,788,249.
EQUITY SECURITIES HELD AT NORTHERN TRUST A/C#1986	0.	0.
EQUITY SECURITIES HELD AT NORTHERN TRUST A/C#2109	5,347,776.	4,341,097.
TOTAL TO FORM 990-PF, PART II, LINE 10B	16,560,011.	17,191,336.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
200,000 AMERN GEN FIN CORP	0.	0.
100,000 PVTPL GOLDMAN SACHS GROUP	0.	0.
50,000 WELLS FARGO & CO	44,316.	50,416.
50,000 BANK OF AMERICA	40,048.	48,222.
50,000 GENERAL ELECTRIC CAP	37,969.	48,228.
TOTAL TO FORM 990-PF, PART II, LINE 10C	122,333.	146,866.

FORM 990-PF

MORTGAGE LOANS

STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORTGAGE BACKED SECURITIES	1,493.	1,505.
TOTAL TO FORM 990-PF, PART II, LINE 12	1,493.	1,505.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIP INVESTMENT - MOSAIQUE	FMV		
MULTI STRATEGY FUND, LLC		-8,536.	12,241.
INVESTMENT - MW POST	FMV	4,180,481.	4,296,154.
INVESTMENT-OCM PRINCIP OPPORT FD IV	FMV	897,108.	1,004,671.
INVESTMENT-OCM PRINCIP OPPORT FD IV	FMV		
AIF		22,858.	32,952.
INVESTMENT-OCM PRINCIP OPPORT FD	FMV		
VII		784,755.	906,745.
INVESTMENT-OCM PRINCIP OPPORT FD	FMV		
VII AIF		29,286.	28,847.
INVESTMENT-TCW SP. MORTG CREDITS	FMV	0.	0.
INVESTMENT-ARCHIPELAGO PRTNSHIP	FMV	3,657,189.	3,854,712.
INVESTMENT- BEACH POINT TOTAL	FMV		
RETURN FD		1,731,805.	1,755,757.
TOTAL TO FORM 990-PF, PART II, LINE 13		11,294,946.	11,892,079.

FORM 990-PF

DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT

STATEMENT 13

DESCRIPTION

COST OR  
OTHER BASISACCUMULATED  
DEPRECIATION

BOOK VALUE

COMPUTER EQUIPMENT	1,754.	1,754.	0.
OFFICE EQUIPMENT	2,583.	2,583.	0.
OFFICE EQUIPMENT	2,834.	2,834.	0.
OFFICE EQUIPMENT	1,211.	1,204.	7.
OFFICE EQUIPMENT	1,667.	1,324.	343.
TOTAL TO FM 990-PF, PART II, LN 14	10,049.	9,699.	350.

FORM 990-PF	OTHER ASSETS	STATEMENT 14
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
LOAN RECEIVABLE - NV FOUNDATION	750,000.	750,000.	750,000.
TO FORM 990-PF, PART II, LINE 15	750,000.	750,000.	750,000.

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 EXPENSE CONTRIB ACCOUNT
HERB ALPERT LOS ANGELES, CA	CHAIRMAN AS REQUIRED	0.	0.
LANI HALL ALPERT LOS ANGELES, CA	VICE CHAIR. AS REQUIRED	0.	0.
RONA SEBASTIAN LOS ANGELES, CA	PRESIDENT 40.00	296,157.	0.
PAUL FRIMMER LOS ANGELES, CA	CFO AS REQUIRED	0.	0.
IAN WIENER LOS ANGELES, CA	SECRETARY AS REQUIRED	0.	0.
DAVID ALPERT LOS ANGELES, CA	ASSISTANT SECRETARY AS REQUIRED	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		296,157.	0.

FORM 990-PF

PART XV - LINE 1A  
LIST OF FOUNDATION MANAGERS

STATEMENT 16

NAME OF MANAGER

HERB ALPERT  
LANI HALL ALPERT

**THE HERB ALPERT FOUNDATION**  
**Form 990 PF Part XV 3 - Contributions paid during the year**  
**2010**

	<u>Amount</u>
18th Street Arts Center	\$ 25,000
Accion USA, Inc	2,000
Americans for the Arts	25,000
California Institute of the Arts	613,340
California Jazz Foundation	20,000
California State Summer School	301,050
Careers Through Culinary Arts	2,000
Chrysalis	62,000
CHP 11-99 Foundation	5,000
Community Arts Partnership	500,000
Communities In Schools, Inc	75,000
Concern Foundation	10,000
The Center on Philanthropy and Public Policy	10,000
ENCOMPASS	157,720
The Evergreen State College	2,000
Fairfax High School Student Body Fund	2,500
Friends of Levitt Pavilion	1,000
Good People Fund	100,000
Gabriella Axelrad Education	25,000
Grantmakers in the Arts	4,000
Hawaii Performing Arts	3,400
Homeboy Industries	25,000
The Harlem School of the Arts	500,000
The Harmony Project	231,303
Inside Out Community Arts	5,000
The International Trumpet	25,000
Jewish Family Service	12,800
The Jazz Bakery	42,500
The Jazz Foundation	50,000
K-JAZZ	26,000
LA Jazz Society	29,500
LA City College	5,000
LA Goal	3,500
LA Unified School District	5,500
Library Foundation	12,500
Los Angeles County Arts	25,000
Los Angeles Regional Foodbank	5,000
Madison Project	10,000
Modest Needs Foundation	280,000
MusiCares	250,000
New Roads High School	10,000
New Roads Middle School	10,000

THE HERB ALPERT FOUNDATION  
Form 990 PF Part XV 3 - Contributions paid during the year  
2010

	<u>Amount</u>
New Vision Foundation	23,014
The New Heritage Theatre Group	28,000
The Ojai Foundation	250,000
Plaza de la Raza	15,000
P.S Arts	135,000
Redcat	25,000
Pen Center West USA	15,000
Rising Phoenix Repertory	2,000
Ryman Arts	15,000
Santa Monica Arts Foundation	3,000
Santa Monica Fire Fighters Association	500
Shakespeare Center Los Angeles	15,000
Society of Signers	15,000
Symphonic Jazz Orchestra	2,500
Smithsonian Institution	25,000
Ten Thousand Things Theater	2,000
The Southern Poverty Law	25,000
Thelonious Monk Institute of Jazz	100,000
UCLA Foundation	10,062,622
UCLA School of the Arts	20,000
UCLA Music Partnership	17,500
Unusual Suspects Theatre	35,000
Vista Del Mar	50,000
Young Storytellers Foundation	15,000
	<hr/>
	\$ <u>14,405,748</u>

# Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.

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

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

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

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

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

Part I only

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

Type or print	Name of exempt organization <b>THE HERB ALPERT FOUNDATION</b>	Employer identification number <b>95-4191227</b>
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. <b>1414 6TH STREET</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>SANTA MONICA, CA 90401</b>	

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

**0 4**

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

**BALTER, MILLER KING & FRAZIN LLP**

- The books are in the care of ► **16550 VENTURA BLVD ENCINO CA - 91436**

Telephone No. ► **(818) 528-3545** FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ► . If it is for part of the group, check this box ►  and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until

**AUGUST 15, 2011**, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

►  calendar year **2010** or

►  tax year beginning , and ending

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

Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ <b>0.</b>
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$ <b>25,000.</b>
c	Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ <b>0.</b>

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2011)

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

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

<b>Type or print</b>  <b>File by the extended due date for filing your return. See instructions.</b>	Name of exempt organization  <b>THE HERB ALPERT FOUNDATION</b>	Employer identification number  <b>95-4191227</b>
	Number, street, and room or suite no. If a P.O. box, see instructions.  <b>1414 6TH STREET</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.  <b>SANTA MONICA, CA 90401</b>	

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

**0 4**

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

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

**BALTER, MILLER KING & FRAZIN LLP**

- The books are in the care of ► **16255 VENTURA BLVD., SUITE 1250 - ENCINO, CA 91436**  
Telephone No. ► **(818) 528-3545** FAX No. ►

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

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2011**.

5 For calendar year **2010**, or other tax year beginning , and ending .

6 If the tax year entered in line 5 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period

7 State in detail why you need the extension  
**ADDITIONAL TIME IS NEEDED TO PREPARE A COMPLETE AND ACCURATE RETURN.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	25,000.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

**Signature and Verification**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ► **Susan Morgan** Title ► **CPA** Date ► **8/5/11**

Form 8868 (Rev. 1-2011)