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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No 1545-0052

2010Department 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 THE HERB ALPERT FOUNDATION | | A Employer identification number 95-4191227 |
| Number and street (or P.O. box number if mail is not delivered to street address) 1414 6TH STREET | Room/suite | B Telephone number 818-528-3545 |
| City or town, state, and ZIP code SANTA MONICA, CA 90401 | | 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) \$ 31,139,659. | 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"/> |
| (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 <input type="checkbox"/> |

| 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 | | 9,150,196. | | N/A | |
| 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B | | | | | |
| 3 Interest on savings and temporary cash investments | | 21,808. | 21,808. | | STATEMENT 1 |
| 4 Dividends and interest from securities | | 700,686. | 695,985. | | STATEMENT 2 |
| 5a Gross rents | | | | | |
| b Net rental income or (loss) | | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | | -1,070,731. | | | |
| b Gross sales price for all assets on line 6a | 7,588,347. | | | | |
| 7 Capital gain net income (from Part IV, line 2) | | | 0. | | |
| 8 Net short-term capital gain | | | | | |
| 9 Income modifications | | | | | |
| 10a Gross sales less returns and allowances | | | | | |
| b Less: Cost of goods sold | | | | | |
| c Gross profit or (loss) | | | | | |
| 11 Other income | | 356,886. | 355,010. | | STATEMENT 3 |
| 12 Total. Add lines 1 through 11 | | 9,158,845. | 1,072,803. | | |
| 13 Compensation of officers, directors, trustees, etc. | | 296,157. | 0. | | 0. |
| 14 Other employee salaries and wages | | 165,250. | 0. | | 0. |
| 15 Pension plans, employee benefits | | | | | |
| 16a Legal fees | | | | | |
| b Accounting fees | STMT 4 | 51,947. | 21,947. | | 0. |
| c Other professional fees | | | | | |
| 17 Interest | | | | | |
| 18 Taxes | STMT 5 | 27,909. | 17,226. | | 0. |
| 19 Depreciation and depletion | | 360. | 0. | | |
| 20 Occupancy | | | | | |
| 21 Travel, conferences, and meetings | | | | | |
| 22 Printing and publications | | | | | |
| 23 Other expenses | STMT 6 | 508,130. | 336,656. | | 0. |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | | 1,049,753. | 375,829. | | 0. |
| 25 Contributions, gifts, grants paid | | 14,405,748. | | | 14,405,748. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | | 15,455,501. | 375,829. | | 14,405,748. |
| 27 Subtract line 26 from line 12: | | | | | |
| a Excess of revenue over expenses and disbursements | | -6,296,656. | | | |
| b Net investment income (if negative, enter -0-) | | | 696,974. | | |
| c Adjusted net income (if negative, enter -0-) | | | | N/A | |

| 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 | 794,416. | 1,044,743. | 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. | | | |
| | | Less: allowance for doubtful accounts ▶ 0. | 1,001. | 3,103. | 3,103. |
| | 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. | 109,678. |
| | b | Investments - corporate stock STMT 9 | 21,942,231. | 16,560,011. | 17,191,336. |
| | c | Investments - corporate bonds STMT 10 | 439,833. | 122,333. | 146,866. |
| Liabilities | 11 | Investments - land, buildings, and equipment basis ▶ | | | |
| | | Less accumulated depreciation ▶ | | | |
| | 12 | Investments - mortgage loans STMT 11 | 1,493. | 1,493. | 1,505. |
| | 13 | Investments - other STMT 12 | 12,151,631. | 11,294,946. | 11,892,079. |
| | 14 | Land, buildings, and equipment: basis ▶ 10,049. | | | |
| | | Less accumulated depreciation STMT 13 ▶ 9,700. | 710. | 349. | 349. |
| | 15 | Other assets (describe ▶ STATEMENT 14) | 750,000. | 750,000. | 750,000. |
| | 16 | Total assets (to be completed by all filers) | 36,178,062. | 29,878,042. | 31,139,659. |
| | 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) | 0. | 467. | |
| | 23 | Total liabilities (add lines 17 through 22) | 0. | 467. | |
| Net Assets or Fund Balances | | 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. | |
| | 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) ▶ SEE STATEMENT 7 | 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. |

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 | | | |
| b SEE ATTACHED STATEMENTS | | | |
| 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 | | | |
| b | | | |
| c | | | |
| d | | | |
| e 7,693,530. | | 8,741,581. | -1,048,051. |

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

| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---------------------------|--------------------------------------|---|---|
| a | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | -1,048,051. |

| | | | |
|---|---|---|-------------|
| 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 |

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 | 10,850,408. | 33,743,077. | .321560 |
| 2008 | 18,345,556. | 57,683,844. | .318036 |
| 2007 | 19,861,575. | 76,593,973. | .259310 |
| 2006 | 4,915,297. | 64,638,001. | .076043 |
| 2005 | 3,450,070. | 48,211,263. | .071561 |

| | | |
|--|---|-------------|
| 2 Total of line 1, column (d) | 2 | 1.046510 |
| 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 | .209302 |
| 4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 | 4 | 31,456,907. |
| 5 Multiply line 4 by line 3 | 5 | 6,583,994. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 6,970. |
| 7 Add lines 5 and 6 | 7 | 6,590,964. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 14,405,748. |

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | | 1 | 6,970. |
| 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 | 6,970. |
| 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 | 6,970. |
| 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 <input type="checkbox"/> if Form 2220 is attached | | 8 | |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | | 9 | |
| 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 <input checked="" type="checkbox"/> 18,030. Refunded <input type="checkbox"/> | | 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 |
| 1c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0. | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0. | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities | | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes | | X |
| 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) <input checked="" type="checkbox"/> 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 |

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Part VII-A Statements Regarding Activities (continued)

| | | | | |
|----|--|----|-----|----|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | 11 | | X |
| 12 | Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>HERBALPERTFOUNDATION.ORG</u> | 13 | X | |
| 14 | The books are in care of ► <u>BALTER, MILLER KING & FRAZIN LLP</u> Telephone no ► <u>(818) 528-3545</u> Located at ► <u>16255 VENTURA BLVD., SUITE 1250, ENCINO, CA</u> ZIP+4 ► <u>91436</u> | | | |
| 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? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here | | 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? | | 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 ► | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 | |
| 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? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010) | N/A | |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | | 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? | | X |

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ 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)?

5b

X

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

6b

X

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

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

7b

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

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

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

Form 990-PF (2010)

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 | | | | |
| a Enter amount for 2009 only | | | 0. | |
| 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. | | | | |
| a Applied to 2009, but not more than line 2a | | | 0. | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | 0. | | |
| c Treated as distributions out of corpus (Election required - see instructions) | 0. | | | |
| d Applied to 2010 distributable amount | | | | 1,565,875. |
| e Remaining amount distributed out of corpus | 12,839,873. | | | |
| 5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a)) | 0. | | | 0. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | 56,448,854. | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | 0. | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | 0. | | |
| d Subtract line 6c from line 6b. Taxable amount - see instructions | | 0. | | |
| e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011 | | | | 0. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) | 0. | | | |
| 8 Excess distributions carryover from 2005 not applied on line 5 or line 7 | 1,054,448. | | | |
| 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 XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

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

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

Part XVII

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

- | 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | Yes | No |
|---|--|-------|----|
| | | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

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

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

| |
|------|
| PTIN |
|------|

SUSAN FRAZIN

Susan Frax

11/4/11

P0023379

Firm's name ▶ **BALTER, MILLER, KING & FRAZIN, LLP**

Firm's EIN ▶

Firm's address ▶ 16255 VENTURA BLVD., #1250
ENCINO, CA 91436

Phone no. (818) 528-3545

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

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

OMB No 1545-0047

2010

Name of the organization

THE HERB ALPERT FOUNDATION

Employer identification number

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

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck 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 1414 6TH STREET SANTA MONICA, CA 90401 | \$ 9,150,196. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (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 |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| | | \$ | |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| | | \$ | |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| | | \$ | |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| | | \$ | |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| | | \$ | |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| | | \$ | |

Name of organization

Employer identification number

THE 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.) ▶ \$

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---------------------------|---|-----------------|--|
| | | | |
| | | | |
| | | | |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee |
| | | | |
| | | | |
| | | | |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee |
| | | | |
| | | | |
| | | | |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee |
| | | | |
| | | | |
| | | | |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee |
| | | | |
| | | | |
| | | | |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee |
| | | | |
| | | | |
| | | | |

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.) |
|--|--|--|--------------------------------------|----------------------------------|
| 1a | 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 }

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

2

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.) |
|--|--|--------------------------------------|----------------------------------|
| 1a 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. |
| j | | 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) 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 | | | 93,731. |
| b | | | 996. |
| c | | | 1,495. |
| d | | | 144,651. |
| e | | | 62,894. |
| f | | | -27,736. |
| g | | | 6,081. |
| h | | | 515. |
| i | | | 122. |
| j | | | -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 }

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 }

2

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.) |
|--|--|--------------------------------------|----------------------------------|
| 1a 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) 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 | | | -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

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990-PF

| Asset No | Description | Date Acquired | Method | Life | Convention | Line No | Unadjusted Cost Or Basis | Bus % Excl | Section 179 Expense | * Reduction In Basis | Basis For Depreciation | Beginning Accumulated Depreciation | Current Sec 179 Expense | Current Year Deduction | Ending Accumulated Depreciation |
|--------------------------|--------------------|---------------|--------|------|------------|---------|--------------------------|------------|---------------------|----------------------|------------------------|------------------------------------|-------------------------|------------------------|---------------------------------|
| 23 | COMPUTER EQUIPMENT | 10/13/03 | 200DB | 5.00 | MACRS | MQ17 | 1,754. | | | 877. | 877. | 877. | | 0. | 877. |
| 24 | OFFICE EQUIPMENT | 11/03/04 | 200DB | 5.00 | MACRS | MQ17 | 2,583. | | | | 2,583. | 2,583. | | 0. | 2,583. |
| 25 | OFFICE EQUIPMENT | 11/15/04 | 200DB | 5.00 | MACRS | MQ17 | 2,834. | | | | 2,834. | 2,834. | | 0. | 2,834. |
| 26 | OFFICE EQUIPMENT | 03/03/06 | 200DB | 5.00 | MACRS | MQ17 | 1,211. | | | | 1,211. | 1,072. | | 132. | 1,204. |
| 27 | OFFICE EQUIPMENT | 11/29/07 | 200DB | 5.00 | MACRS | MQ17 | 1,667. | | | | 1,667. | 1,096. | | 228. | 1,324. |
| * TOTAL 990-PF PG 1 DEPR | | | | | | | 10,049. | | | 877. | 9,172. | 8,462. | | 360. | 8,822. |

028111
05-01-10

(D) - Asset disposed

* 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. |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 21,808. |

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. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 700,686. | 0. | 700,686. |

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. | |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 356,886. | 355,010. | |

| 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 |
|-------------|--|-----------|---|

| 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 |
|-------------|--|-----------|---|

| 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 |
|-------------|-----------------|-----------|---|

| 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 |
|-------------|-----------------|-----------|----|

| 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 MULTI STRATEGY FUND, LLC | FMV | -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 AIF | FMV | 22,858. | 32,952. |
| INVESTMENT-OCM PRINCIP OPPORT FD VII | FMV | 784,755. | 906,745. |
| INVESTMENT-OCM PRINCIP OPPORT FD VII AIF | FMV | 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 RETURN FD | FMV | 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 BASIS | ACCUMULATED 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 |
|----------------------------------|-------------------------------|---------------------------|----------------------|
| 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 |
|--|---|-------------------|------------------------------|--------------------|
| NAME AND ADDRESS | TITLE AND AVRG HRS/WK | COMPEN- SATION | EMPLOYEE BEN PLAN CONTRIB | EXPENSE ACCOUNT |
| HERB ALPERT LOS ANGELES, CA | CHAIRMAN AS REQUIRED | 0. | 0. | 0. |
| LANI HALL ALPERT LOS ANGELES, CA | VICE CHAIR. AS REQUIRED | 0. | 0. | 0. |
| RONA SEBASTIAN LOS ANGELES, CA | PRESIDENT 40.00 | 296,157. | 0. | 0. |
| PAUL FRIMMER LOS ANGELES, CA | CFO AS REQUIRED | 0. | 0. | 0. |
| IAN WIENER LOS ANGELES, CA | SECRETARY AS REQUIRED | 0. | 0. | 0. |
| DAVID ALPERT LOS ANGELES, CA | ASSISTANT SECRETARY AS REQUIRED | 0. | 0. | 0. |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII | | 296,157. | 0. | 0. |

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 16

NAME OF MANAGERHERB 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

OMB No. 1545-1709

► **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 ☒ **X**
- 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 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 THE HERB ALPERT FOUNDATION | Employer identification number 95-4191227 |
| 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. 1414 6TH STREET | |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions. SANTA MONICA, CA 90401 | |

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

04

| 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 | \$ 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 | 3b | \$ 25,000. |
| 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 | \$ 0. |

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 ☒ **X**

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

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 ☐ **X**
• 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 Frazin** Title **CPA** Date **8/5/11**

Form 8868 (Rev. 1-2011)