Form 990-PF

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

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

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

Name of foundation: THE GIBSON, DUNN & CRUTCHER FOUNDATION

A Employer identification number: 95-4301635

Number and street (or P O box number if mail is not delivered to street address): 333 SOUTH GRAND AVENUE — Room/suite

B Telephone number: (213) 229-7252

City or town, state, and ZIP code: LOS ANGELES, CA 90071

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 3906127.

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received	1600000.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	123.	123.		Statement 1
	4 Dividends and interest from securities	87011.	87011.		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	34989.			
	b Gross sales price for all assets on line 6a 746417.				
	7 Capital gain net income (from Part IV, line 2)		34989.		
	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	145.	145.		Statement 3
	12 **Total.** Add lines 1 through 11	1722268.	122268.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees Stmt 4	150.	150.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes Stmt 5	852.	421.		105.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 6	29521.	29521.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	30523.	30092.		105.
	25 Contributions, gifts, grants paid	1202100.			1202100.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1232623.	30092.		1202205.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	489645.			
	b **Net investment income** (if negative, enter -0-)		92176.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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023501 12-07-10 LHA For Paperwork Reduction Act Notice, see the instructions. Form 990-PF (2010)

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1055925.	1748709.	1748709.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations Stmt 8	847865.	585994.	617134.
	b Investments - corporate stock Stmt 9	494337.	602418.	865783.
	c Investments - corporate bonds Stmt 10	676939.	627104.	672722.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ ACCRUED DIVIDENDS)	1499.	1779.	1779.
	16 **Total assets** (to be completed by all filers)	3076565.	3566004.	3906127.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)	206.	0.	
	23 **Total liabilities** (add lines 17 through 22)	206.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] 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	3076359.	3566004.	
	30 **Total net assets or fund balances**	3076359.	3566004.	
	31 **Total liabilities and net assets/fund balances**	3076565.	3566004.	

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	3076359.
2	Enter amount from Part I, line 27a	2	489645.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3566004.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3566004.

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	746417.		711428.	34989.

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				34989.

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	34989.
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	480798.	2451972.	.196086
2008	30.	1870961.	.000016
2007	35.	1944432.	.000018
2006	150105.	1893525.	.079273
2005	50035.	1636984.	.030565

2 Total of line 1, column (d)	2	.305958
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	.061192
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	2959406.
5 Multiply line 4 by line 3	5	181092.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	922.
7 Add lines 5 and 6	7	182014.
8 Enter qualifying distributions from Part XII, line 4	8	1202205.

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 ▶ [X] and enter 1% of Part I, line 27b		1	922.
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	922.
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	922.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 564.		
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	564.
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	358.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11 Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶	Refunded ▶	11	

Part VII-A Statements Regarding Activities

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

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ CHARLES E. WOODHOUSE Telephone no ▶(213) 229-7252
Located at ▶333 S. GRAND AVENUE, SUITE 5208, LOS ANGELES, CA ZIP+4 ▶90071-3197

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

		Line	Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)*	N/A	3b		
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)*

			Yes	No
5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 11		0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
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	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	0.

Form **990-PF** (2010)

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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	2348655.
b	Average of monthly cash balances	1b	655818.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	3004473.
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	3004473.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	45067.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2959406.
6	**Minimum investment return.** Enter 5% of line 5	6	147970.

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	147970.
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a: 922.		
b	Income tax for 2010 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	922.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	147048.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	147048.
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	147048.

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	1202205.
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	1202205.
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	922.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1201283.

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				147048.
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				
b From 2006 56294.				
c From 2007				
d From 2008				
e From 2009 359323.				
f Total of lines 3a through e	415617.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 1202205.				
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				147048.
e Remaining amount distributed out of corpus	1055157.			
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	1470774.			
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	0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	1470774.			
10 Analysis of line 9				
a Excess from 2006 56294.				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009 359323.				
e Excess from 2010 1055157.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

None

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

None

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

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

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

CHARLES E. WOODHOUSE, (213) 229-7252
333 SOUTH GRAND AVENUE, SUITE 5208, LOS ANGELES, CA 900713197

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

NO PARTICULAR FORMAT REQUIRED AT THIS TIME

c Any submission deadlines:

NONE

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

THESE MATTERS WILL BE DETERMINED FROM TIME TO TIME

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
See Statement 12				
Total			▶ 3a	1202100.
b Approved for future payment				
None				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	123.	
4 Dividends and interest from securities			14	87011.	
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			14	145.	
8 Gain or (loss) from sales of assets other than inventory			18	34989.	
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)		0.		122268.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 122268.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Charles E. Woodhouse | 5/16/11 | CFO

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
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

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 GIBSON, DUNN & CRUTCHER FOUNDATION

Employer identification number

95-4301635

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	[X] 501(c)(3) exempt private foundation
	[ ] 4947(a)(1) nonexempt charitable trust treated as a private foundation
	[ ] 501(c)(3) taxable private foundation

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

[X] 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).

Name of organization	Employer identification number
THE GIBSON, DUNN & CRUTCHER FOUNDATION	95-4301635

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	GIBSON, DUNN & CRUTCHER LLP 333 SOUTH GRAND AVENUE LOS ANGELES, CA 900713197	$ 1600000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
THE GIBSON, DUNN & CRUTCHER FOUNDATION	95-4301635

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
		$	

(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: THE GIBSON, DUNN & CRUTCHER FOUNDATION

Employer identification number: 95-4301635

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

(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

(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

(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

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	100000 Fed Farm Credit Bk 3.000% 2/12/14	P	02/17/09	11/30/10
b	100000 Fed Farm Credit Bk 3.450% 2/05/15	P	02/17/09	12/20/10
c	100000 Fed Farm Credit Bk 3.750% 1/29/16	P	02/17/09	12/23/10
d	50000 Fed Home Ln Bk 4.375% 3/17/10	P	07/27/05	03/17/10
e	100000 Fed Home Ln Mtg Corp 2.750% 4/11/11	P	02/18/09	02/22/10
f	50000 Fed Natl Mtg Assn 2.875% 10/12/10	P	02/19/09	02/22/10
g	50000 Fed Natl Mtg Assn 2.875% 10/12/10	P	02/19/09	10/12/10
h	50000 SBC Communications 5.300% 11/15/10	P	08/01/07	11/15/10
i	100 Amex Materials SPDR	P	01/26/04	05/03/10
j	100 Amex Materials SPDR	P	01/20/09	05/03/10
k	200 Amex Materials SPDR	P	01/29/09	05/03/10
l	450 Amex Technology Select SPDR	P	01/24/06	05/03/10
m	25 Apple Inc	P	01/20/09	12/22/10
n	200 Bank of America Corp	P	08/16/02	12/22/10
o	100 Bank of America Corp	P	01/20/09	12/22/10

	(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	105457.		101278.	4179.
b	105364.		101962.	3402.
c	105110.		101812.	3298.
d	50000.		50100.	-100.
e	102415.		102336.	79.
f	50804.		51270.	-466.
g	50000.		51270.	-1270.
h	50000.		49836.	164.
i	3404.		2546.	858.
j	3404.		2162.	1242.
k	6809.		4402.	2407.
l	10539.		9639.	900.
m	8127.		1971.	6156.
n	2674.		6903.	-4229.
o	1337.		587.	750.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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				4179.
b				3402.
c				3298.
d				-100.
e				79.
f				-466.
g				-1270.
h				164.
i				858.
j				1242.
k				2407.
l				900.
m				6156.
n				-4229.
o				750.

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	

023591
05-01-10

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	400 Bristol Meyers Squibb Co	P	07/26/95	05/03/10
b	0.012 FRONTIER COMMUNICATIONS CORP	P	01/20/09	07/21/10
c	72 FRONTIER COMMUNICATIONS CORP	P	01/20/09	07/28/10
d	100 Goldman Sachs Group Inc	P	01/20/09	05/03/10
e	300 MORGAN STANLEY	P	05/03/10	12/22/10
f	300 Petroleo Brasileiro SA	P	01/29/09	11/09/10
g	200 Pfizer Inc	P	01/20/09	05/03/10
h	100 Pfizer Inc	P	01/20/09	05/03/10
i	150 Quest Diagnostics Inc	P	01/24/06	07/27/10
j	1065.901 Vanguard/Ttee Equity Fd Int'l	P	02/04/04	12/23/10
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	10145.		6534.	3611.
b				0.
c	551.		557.	-6.
d	14778.		8310.	6468.
e	8199.		9087.	-888.
f	10711.		7905.	2806.
g	3344.		3500.	-156.
h	1672.		1520.	152.
i	6889.		7471.	-582.
j	34684.		28470.	6214.
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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				3611.
b				0.
c				-6.
d				6468.
e				-888.
f				2806.
g				-156.
h				152.
i				-582.
j				6214.
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	34989.
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

023591
05-01-10

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
WELLS FARGO BANK - MONEY MARKET	123.
Total to Form 990-PF, Part I, line 3, Column A	123.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
WELLS FARGO BANK - CORPORATE BONDS	18782.	0.	18782.
WELLS FARGO BANK - DIVIDENDS	41036.	0.	41036.
WELLS FARGO BANK - US GOVERNMENT	27193.	0.	27193.
Total to Fm 990-PF, Part I, ln 4	87011.	0.	87011.

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
CLASS ACTION SETTLEMENT PROCEEDS	145.	145.	
Total to Form 990-PF, Part I, line 11	145.	145.	

Form 990-PF Accounting Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING FEE	150.	150.		0.
To Form 990-PF, Pg 1, ln 16b	150.	150.		0.

Form 990-PF Taxes Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INTERNAL REVENUE SERVICE - EXCISE TAX	326.	0.		0.
FRANCHISE TAX BOARD - FILING FEE	10.	0.		10.
SECRETARY OF STATE - FILING FEE	20.	0.		20.
REGISTRY OF CHARITABLE TRUSTS - ANNUAL FEE	75.	0.		75.
FOREIGN TAXES	421.	421.		0.
To Form 990-PF, Pg 1, ln 18	852.	421.		105.

Form 990-PF Other Expenses Statement 6

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INVESTMENT FEES	29002.	29002.		0.
BANK CHARGES - CHECKING ACCOUNT	519.	519.		0.
To Form 990-PF, Pg 1, ln 23	29521.	29521.		0.

Footnotes Statement 7

PURSUANT TO REGULATION SEC.301.6104(d)-1, THE UNDERSIGNED FOUNDATION MANAGER FOR THE GIBSON, DUNN & CRUTCHER FOUNDATION CERTIFIES THAT PURSUANT TO SEC. 6104(d) OF THE INTERNAL REVENUE CODE RELATING TO PUBLIC INSPECTION OF PRIVATE FOUNDATIONS' ANNUAL REPORTS, THE ANNUAL RETURN FOR THE YEAR ENDING DECEMBER 31, 2010 IS AVAILABLE FOR PUBLIC INSPECTION BY ANY INTERESTED CITIZEN WHO REQUESTS IT AT THE FOUNDATION'S PRINCIPAL OFFICE LOCATED AT 333 SOUTH GRAND AVENUE, LOS ANGELES, CALIFORNIA 90071, TELEPHONE (213) 229-7000, BEGINNING ON MAY 16, 2011.

Charles E. Woodhouse

FOUNDATION MANAGER FOR THE GIBSON DUNN & CRUTCHER FOUNDATION

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
GOVERNMENT OBLIGATIONS	X		585994.	617134.
Total U.S. Government Obligations			585994.	617134.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			585994.	617134.

Form 990-PF Corporate Stock Statement 9

Description	Book Value	Fair Market Value
EQUITY SECURITIES	602418.	865783.
Total to Form 990-PF, Part II, line 10b	602418.	865783.

Form 990-PF Corporate Bonds Statement 10

Description	Book Value	Fair Market Value
CORPORATE OBLIGATIONS	627104.	672722.
Total to Form 990-PF, Part II, line 10c	627104.	672722.

Form 990-PF Part VIII - List of Officers, Directors Trustees and Foundation Managers Statement 11

Name and Address	Title and Avrg Hrs/Wk	Compen-sation	Employee Ben Plan Contrib	Expense Account
KENNETH M. DORAN 333 SOUTH GRAND AVENUE LOS ANGELES, CA 900713197	PRESIDENT 2.00	0.	0.	0.
DEAN J. KITCHENS 333 SOUTH GRAND AVENUE LOS ANGELES, CA 900713197	SECRETARY 2.00	0.	0.	0.
CHARLES E. WOODHOUSE 333 SOUTH GRAND AVENUE LOS ANGELES, CA 900713197	CHIEF FINANCIAL OFFICER 2.00	0.	0.	0.
RANDY M. MASTRO 200 PARK AVENUE NEW YORK, NY 101660193	DIRECTOR 2.00	0.	0.	0.
THEODORE J. BOUTROUS, JR. 333 SOUTH GRAND AVENUE LOS ANGELES, CA 900713197	DIRECTOR 2.00	0.	0.	0.
MARY G. MURPHY 555 MISSION STREET, SUITE 3000 SAN FRANCISCO, CA 94105	DIRECTOR 2.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		0.	0.	0.

Form 990-PF Grants and Contributions Paid During the Year Statement 12

Recipient Name and Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
THE ALLIANCE FOR CHILDREN'S RIGHTS 3333 WILSHIRE BLVD STE 550 LOS ANGELES, CA 90010	CHARITABLE	PUBLIC CHARITY	15000.
AMERICAN JEWISH COMMITTEE 1156 15TH STREET NW # 1201 WASHINGTON, DC 20005	CHARITABLE	PUBLIC CHARITY	50000.
AMERICAN SPECTATOR FOUNDATION 1611 N KENT STREET STE 901 ARLINGTON, VA 22209	CHARITABLE	PUBLIC CHARITY	8000.
ASECA P.O. Box 5767 WASHINGTON, DC 20016	CHARITABLE	PUBLIC CHARITY	10000.
BEGINNING WITH CHILDREN FOUNDATION - 575 Lexington Avenue, 33rd Floor at 51st Street NEW YORK, NY 10022	CHARITABLE	PUBLIC CHARITY	6000.
BET TZEDEK 145 S FAIRFAX AVE STE 200 LOS ANGELES, CA 90036	CHARITABLE	PUBLIC CHARITY	25000.
BOYS AND GIRLS CLUB OF AMERICA 1275 Peachtree Street NE ATLANTA, GA 30309-5700	CHARITABLE	PUBLIC CHARITY	10000.
BRITISHAMERICAN BUSINESS 52 Vanderbilt Avenue, 20th Floor NEW YORK, NY 10017	CHARITABLE	PUBLIC CHARITY	10000.

BUILDON P.O. Box 16741 STAMFORD, CT 06905	CHARITABLE	PUBLIC CHARITY	25000.
BUSINESS EXECUTIVES FOR NATIONAL SECURITY 1030 15th Street, NW WASHINGTON, DC 20005	CHARITABLE	PUBLIC CHARITY	25000.
CAL STATE FULLERTON PHILANTHROPIC FOUNDATION 2600 Nutwood Ave, Suite 850 FULLERTON, CA 92831	CHARITABLE	PUBLIC CHARITY	6000.
CALIFORNIA SCIENCE CENTER FOUNDATION 700 Exposition Park Drive LOS ANGELES, CA 90037	CHARITABLE	PUBLIC CHARITY	7500.
CATHOLIC EDUCATION FOUNDATION 3424 Wilshire Boulevard, 3rd Floor LOS ANGELES, CA 90010	CHARITABLE	PUBLIC CHARITY	15000.
CENTER THEATRE GROUP 601 W. Temple St. LOS ANGELES, CA 90012	CHARITABLE	PUBLIC CHARITY	15000.
CHILDREN'S HOSPITAL BOSTON 300 Longwood Avenue BOSTON, MA 02115	CHARITABLE	PUBLIC CHARITY	5000.
CITIZENS UNION 299 Broadway NEW YORK, NY 10007	CHARITABLE	PUBLIC CHARITY	25000.
COACHART 3303 WILSHIRE BLVD STE 320 LOS ANGELES, LA 90010	CHARITABLE	PUBLIC CHARITY	10000.
CURE DECHENNE 3334 East Coast Highway #157 CORONA DEL MAR, CA 92625	CHARITABLE	PUBLIC CHARITY	5000.

DAY ONE P.O. Box 1507, Canal Street Station NEW YORK, NY 10013	CHARITABLE	PUBLIC CHARITY	10000.
FEDERALIST SOCIETY 1015 18TH ST NW, SUITE 425 WASHINGTON, DC 20036	CHARITABLE	PUBLIC CHARITY	50000.
GREATER LOS ANGELES ZOO ASSOCIATION 5333 ZOO DRIVE LOS ANGELES, LA 90027-1451	CHARITABLE	PUBLIC CHARITY	7500.
HUMAN RIGHTS FIRST 333 Seventh Avenue, 13th Floor NEW YORK, NY 10001-5108	CHARITABLE	PUBLIC CHARITY	10000.
INTEL CEO SUMMIT 2200 Mission College Blvd. SANTA CLARA, CA 95054-1549	CHARITABLE	PUBLIC CHARITY	150000.
INTERNATIONAL WOMEN'S MEDIA FOUNDATION 1625 K Street NW, Suite 1275 WASHINGTON, DC 20006	CHARITABLE	PUBLIC CHARITY	25000.
INTREPID MUSEUM FOUNDATION Pier 86, W 46th St and 12th Ave NEW YORK, NY 10036-4103	CHARITABLE	PUBLIC CHARITY	15000.
JEWISH THEOLOGICAL SEMINARY 3080 Broadway NEW YORK, NY 10027	CHARITABLE	PUBLIC CHARITY	10000.
KCET 4401 Sunset Boulevard LOS ANGELES, CA 90027	CHARITABLE	PUBLIC CHARITY	10000.
LAMBDA LEGAL DEFENSE & EDUCATION FUND 120 Wall Street NEW YORK, NY 10005-3904	CHARITABLE	PUBLIC CHARITY	25000.

LATINO JUSTICE PRLDEF 99 Hudson Street 14th Floor NEW YORK, NY 10013-2815	CHARITABLE	PUBLIC CHARITY	5000.
LAWYERS' COMMITTEE FOR CIVIL RIGHTS 1401 New York Avenue, NW, Suite 400 WASHINGTON, DC 20005	CHARITABLE	PUBLIC CHARITY	10000.
LEGAL AID FOUNDATION OF COLORADO 1900 Grant Street, Suite 1112 DENVER, CO 80203	CHARITABLE	PUBLIC CHARITY	12250.
LEGAL AID FOUNDATION OF LOS ANGELES 1102 Crenshaw Boulevard LOS ANGELES, CA 90019	CHARITABLE	PUBLIC CHARITY	60000.
LEGAL AID SOCIETY - EMPLOYMENT LAW CENTER 180 Montgomery Street, Suite 600 SAN FRANCISCO, CA 94104	CHARITABLE	PUBLIC CHARITY	14850.
LEGAL AID SOCIETY OF NEW YORK 199 Water Street NEW YORK, NY 10038	CHARITABLE	PUBLIC CHARITY	100000.
LOS ANGELES BALLET 11755 Exposition Boulevard LOS ANGELES, CA 90064	CHARITABLE	PUBLIC CHARITY	15000.
LOS ANGELES PHILHARMONIC ASSOCIATION 151 South Grand Avenue LOS ANGELES, CA 90012-3034	CHARITABLE	PUBLIC CHARITY	40000.
LUSTGARTEN FOUNDATION 1111 Stewart Avenue BETHPAGE, NY 11714	CHARITABLE	PUBLIC CHARITY	50000.
METROPOLITAN MUSEUM OF ART 1000 Fifth Avenue NEW YORK, NY 10028-0198	CHARITABLE	PUBLIC CHARITY	15000.

MEXICAN AMERICAN LEGAL DEFENSE & EDUCATION FUND 634 S. Spring Street LOS ANGELES, CA 90014	CHARITABLE	PUBLIC CHARITY	15000.
NATIONAL CENTER FOR STATE COURTS 300 Newport Avenue WILLIAMSBURG, VA 23185	CHARITABLE	PUBLIC CHARITY	25000.
NEW YORK LAWYERS FOR THE PUBLIC INTEREST 151 West 30th Street, 11th Floor NEW YORK, NY 10001-4017	CHARITABLE	PUBLIC CHARITY	10000.
OFFICE OF THE APPELLATE DEFENDER 11 Park Place Ste 1601 NEW YORK, NY 10007	CHARITABLE	PUBLIC CHARITY	10000.
THE OTHER BAR FOUNDATION 235 Montgomery Street, 17th floor SAN FRANCISCO, CA 94101	CHARITABLE	PUBLIC CHARITY	5000.
OUTWARD BOUND P.O. Box 62161 BALTIMORE, MD 21264-2161	CHARITABLE	PUBLIC CHARITY	50000.
PAINTED TURTLE 1300 4th Street, Suite 300 SANTA MONICA, CA 90401	CHARITABLE	PUBLIC CHARITY	5000.
PEPPERDINE UNIVERSITY SCHOOL OF LAW 24255 Pacific Coast Highway MALIBU, CA 90263	CHARITABLE	PUBLIC CHARITY	25000.
PRO BONO PARTNERSHIP 237 Mamaroneck Avenue, Suite 300 White Plains, NY 10605	CHARITABLE	PUBLIC CHARITY	15000.
RONALD REAGAN PRESIDENTIAL LIBRARY FOUNDATION 40 Presidential Drive SIMI VALLEY, CA 93065	CHARITABLE	PUBLIC CHARITY	25000.

SILICÓN VALLEY CAMPAIGN FOR LEGAL SERVICES P.O. Box 848 SAN JOSE, CA 95106-3848	CHARITABLE	PUBLIC CHARITY	10000.
UCLA FOUNDATION 10920 Wilshire Boulevard, Suite 900 LOS ANGELES, CA 90024-6519	CHARITABLE	PUBLIC CHARITY	10000.
WESTERN CENTER ON LAW & POVERTY 3701 WILSHIRE BLVD., STE 208 LOS ANGELES, CA 90010	CHARITABLE	PUBLIC CHARITY	15000.
WESTERN JUSTICE CENTER FOUNDATION 55 South Grand Avenue PASADENA, CA 91105	CHARITABLE	PUBLIC CHARITY	15000.
YMCA OF GREATER NEW YORK 5 West 63rd Street; 6th Floor NEW YORK, NY 10023	CHARITABLE	PUBLIC CHARITY	10000.
YMCA OF METROPOLITAN LOS ANGELES 625 South New Hampshire Avenue LOS ANGELES, CA 90005	CHARITABLE	PUBLIC CHARITY	10000.
THE ALLIANCE FOR CHILDREN'S RIGHTS 145 S FAIRFAX AVE STE 200 LOS ANGELES, CA 90036	CHARITABLE	PUBLIC CHARITY	15000.
PRO BONO PARTNERSHIP 237 Mamaroneck Avenue, Suite 300 White Plains, NY 10605	CHARITABLE	PUBLIC CHARITY	15000.
UCLA FOUNDATION 10920 Wilshire Boulevard, Suite 900 LOS ANGELES, CA 90024-6519	CHARITABLE	PUBLIC CHARITY	10000.
Total to Form 990-PF, Part XV, line 3a			1202100.