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Form **990**Department of the Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0047

2010**Open to Public Inspection**

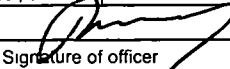
A For the 2010 calendar year, or tax year beginning 4/1/2010 and ending 12/22/2010	
B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated* <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization WILLIAM LAWRENCE AND BLANCHE HUGHES FOUNDATION Doing Business As Number and street (or P O box if mail is not delivered to street address) 22917 PACIFIC COAST HIGHWAY Room/suite 300A City or town, state or country, and ZIP + 4 MALIBU CA 90265 F Name and address of principal officer H. PHILLIP KOEFFLER, M D, PRESIDENT - SAME AS ABOVE I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527 J Website: ▶ N/A K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶ L Year of formation 1995 M State of legal domicile CA
D Employer identification number 95-4536657 E Telephone number (310) 774-5300 G Gross receipts \$ 3,834,155 H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number ▶	

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: THE FOUNDATION PROVIDES GRANTS TO THE CALIFORNIA COMMUNITY FOUNDATION AS WELL AS OTHER QUALIFIED TAX-EXEMPT ORGANIZATIONS FOR THE PURPOSE OF MEDICAL RESEARCH		
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3	Number of voting members of the governing body (Part VI, line 1a)	3	3
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	2
	5	Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5	0
	6	Total number of volunteers (estimate if necessary)	6	9
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
b	Net unrelated business taxable income from Form 990-T, line 34	7b	0	
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9	Program service revenue (Part VIII, line 2g)		0
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	529,666	1,252,514
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		0
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	529,666	1,252,514
	Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	4,364,665
14		Benefits paid to or for members (Part IX, column (A), line 4)		0
15		Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	120,000	90,000
16a		Professional fundraising fees (Part IX, column (A), line 11e)		0
b		Total fundraising expenses (Part IX, column (A), line 25)		0
17		Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)	28,773	27,973
Net Assets or Fund Balances	18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	4,513,438	3,045,553
	19	Revenue less expenses Subtract line 18 from line 12	-3,983,772	-1,793,039
	20	Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21	Total liabilities (Part X, line 26)	23,495,113	22,975,674
22	Net assets or fund balances. Subtract line 21 from line 20	0	0	
			23,495,113	22,975,674

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer:  RAYMOND F. HUNING, ASST. TREASURER Type or print name and title	Date 5/27/2011			
Paid Preparer's Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶	Firm's EIN ▶			
	Firm's address ▶	Phone no			

May the IRS discuss this return with the preparer shown above? (see instructions) ☐ Yes ☐ No

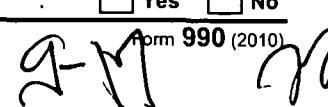
For Paperwork Reduction Act Notice, see the separate instructions.

(HTA)

Form 990 (2010)

SCANNED JUN 27 2011

 RECEIVED
 JUN 1 2011
 OGDEN, UT



Part III**Statement of Program Service Accomplishments**

Check if Schedule O contains a response to any question in this Part III

☒ **X****1** Briefly describe the organization's mission:

SEE SCHEDULE O

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?☐ Yes☒ No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?☐ Yes☒ No

If "Yes," describe these changes on Schedule O.

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported**4a** (Code:) (Expenses \$ 1,436,291 including grants of \$ 1,327,500) (Revenue \$ 0.)

THE FOUNDATION IS RECOGNIZED AS A "SUPPORTING ORGANIZATION" UNDER SECTION 509(A)(3) OF THE CODE, AND OPERATES TO SUPPORT THE CALIFORNIA COMMUNITY FOUNDATION ("CCF"), A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION ALSO RECOGNIZED AS A TAX-EXEMPT ORGANIZATION UNDER SECTION 501(C)(3) OF THE CODE. UNDER THE TERMS OF ITS TAX-EXEMPTION, THE FOUNDATION IS REQUIRED TO DISTRIBUTE AT LEAST 85 PERCENT OF ITS INCOME EACH YEAR TO A DONOR-ADVISED FUND ESTABLISHED AT CCF. DISTRIBUTIONS FROM THE DONOR-ADVISED FUND ARE LIMITED TO GRANTS TO OTHER TAX-EXEMPT ORGANIZATIONS FOR THE PURPOSE OF CONDUCTING MEDICAL RESEARCH. IN 2010, THE FOUNDATION HELD A MEDICAL RESEARCH SYMPOSIUM, WHICH BROUGHT OVER TEN MEDICAL DOCTORS AND RESEARCHERS TOGETHER TO DISCUSS APPROACHES TO PREVENTATIVE CANCER CARE OR THERAPY, RESEARCH FINDINGS AND GRANT NEEDS.

4b (Code:) (Expenses \$ 0 including grants of \$ 0) (Revenue \$ 0.)**4c** (Code:) (Expenses \$ 0 including grants of \$ 0) (Revenue \$ 0.)**4d** Other program services. (Describe in Schedule O.)

(Expenses \$ 1,600,080 including grants of \$ 1,600,080) (Revenue \$ 0)

4e Total program service expenses ▶ 3,036,371

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	1	X
2 Is the organization required to complete Schedule B, Schedule of Contributors? (see instructions)	2	X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3	X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	4	X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5	X
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	6	X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7	X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8	X
9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	9	X
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V	10	X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI.	11a	X
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII.	11b	X
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII.	11c	X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX.	11d	X
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X.	11e	X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X.	11f	X
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII	12a	X
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional	12b	X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	X
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If "Yes," complete Schedule F, Parts I and IV	14b	X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV	15	X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV	16	X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)	17	X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18	X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19	X
20a Did the organization operate one or more hospitals? If "Yes," complete Schedule H	20a	X
b If "Yes" to line 20a, did the organization attach its audited financial statements to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)	20b	N/A

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21 X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22	X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>	24a	X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	X
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	X
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	X
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a	X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b	X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26	X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>	27	X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a	X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b	X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c	X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29	X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30	X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31	X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32	X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33	X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	34 X	
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)?	35	X
a Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36	X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37	X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O.	38 X	

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V. ☐

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	2	
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	0	
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.	0	
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file. (see instructions)	N/A	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	N/A	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
b	If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	N/A	
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	N/A	
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	N/A	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
d	If "Yes," indicate the number of Forms 8282 filed during the year.	7d	
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	N/A	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	N/A	
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	N/A	
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?	N/A	
b	Did the organization make a distribution to a donor, donor advisor, or related person?	N/A	
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12.	N/A	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	N/A	
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders.	N/A	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	N/A	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	N/A	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	N/A	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	N/A	
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.	N/A	
c	Enter the amount of reserves on hand.	N/A	
14a	Did the organization receive any payments for indoor tanning services during the tax year?		X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	N/A	

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI. ☒ X

Section A. Governing Body and Management

		Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year	1a 3		
b Enter the number of voting members included in line 1a, above, who are independent	1b 2		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	X	
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	X	
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5		X
6 Does the organization have members or stockholders?	6		X
7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a	X	
b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:			
a The governing body?	8a	X	
b Each committee with authority to act on behalf of the governing body?	8b	X	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
10a Does the organization have local chapters, branches, or affiliates?	10a	X
b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	10b	
11a Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11a	X
b Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a Does the organization have a written conflict of interest policy? If "No," go to line 13	12a	X
b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X
c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	12c	X
13 Does the organization have a written whistleblower policy?	13	X
14 Does the organization have a written document retention and destruction policy?	14	X
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official	15a	X
b Other officers or key employees of the organization	15b	X
If "Yes" to line 15a or 15b, describe the process in Schedule O. (See instructions.)		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	X
b If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶ CA

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.

☐ Own website ☒ Another's website ☒ Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ▶ DAVID SINGELYN, TREASURER (310) 774-5300
22917 PACIFIC COAST HIGHWAY #300A, MALIBU, CA 90265

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response to any question in this Part VII. ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid
 - List all of the organization's **current** key employees, if any. See instructions for definition of "key employee"
 - List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
 - List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
 - List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations
- List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) H. PHILLIP KOEFFLER, M.D. PRESIDENT/DIRECTOR	10.	X		X				120,000	0	0
(2) B. WAYNE HUGHES, JR. DIRECTOR	0.1	X						0	0	0
(3) ERIC GUSTAVSON DIRECTOR	0.1	X						0	0	0
(4) TAMU JONES DIRECTOR	0.1	X						0	0	0
(5) JOHN E. KOBARA DIRECTOR	0.1	X						0	0	0
(6) DAVID SINGELYN TREASURER	0.3			X				0	0	0
(7) DAVID GOLDBERG SECRETARY	0.1			X				0	0	0
(8) RAYMOND HUNING ASSISTANT TREASURER	0.3			X				0	0	0
(9) SARA H. VOGT-LOWELL ASSISTANT SECRETARY	0.3			X				0	0	0
(10)										
(11)										
(12)										
(13) * INFORMATION ABOUT COMPENSATION PAID BY CALIFORNIA COMMUNITY FOUNDATION, THE FOUNDATION'S SUPPORTED ORGANIZATION, IS NOT AVAILABLE TO THE FOUNDATION										
(14)										
(15)										
(16)										

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(17)										
(18)										
(19)										
(20)										
(21)										
(22)										
(23)										
(24)										
(25)										
(26)										
(27)										
(28)										
1b Sub-total							120,000	0	0	
c Total from continuation sheets to Part VII, Section A							0	0	0	
d Total (add lines 1b and 1c)							120,000	0	0	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **1**

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>		X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization

(A) Name and business address	(B) Description of services	(C) Compensation
H. PHILLIP KOEFFLER, M.D. - 22917 PACIFIC COAST HIGHWAY #300A, MALIBU, CA 90265	GRANT CONSULTANT	120,000

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **1**

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns	1a 0				
	b	Membership dues	1b 0				
	c	Fundraising events	1c 0				
	d	Related organizations	1d 0				
	e	Government grants (contributions)	1e 0				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f 0				
	g	Noncash contributions included in lines 1a-1f. \$	0				
	h	Total. Add lines 1a-1f	0				
Program Service Revenue	Business Code						
	2a			0			
	b			0			
	c			0			
	d			0			
	e			0			
	f	All other program service revenue		0			
g	Total. Add lines 2a-2f		0				
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		400,077			400,077
	4	Income from investment of tax-exempt bond proceeds		0			
	5	Royalties		0			
	6a	(i) Real					
		(ii) Personal					
	b	Less. rental expenses					
	c	Rental income or (loss)		0			
	d	Net rental income or (loss)		0			
	7a	(i) Securities					
		(ii) Other					
	b	Less. cost or other basis and sales expenses		2,581,641			
	c	Gain or (loss)		852,437			
	d	Net gain or (loss)		852,437			852,437
8a	Gross income from fundraising events (not including \$ 0 of contributions reported on line 1c). See Part IV, line 18		0				
b	Less: direct expenses		0				
c	Net income or (loss) from fundraising events		0				
9a	Gross income from gaming activities. See Part IV, line 19		0				
b	Less: direct expenses		0				
c	Net income or (loss) from gaming activities		0				
10a							
b	Less: cost of goods sold		0				
c	Net income or (loss) from sales of inventory		0				
Miscellaneous Revenue			Business Code				
11a			0				
b			0				
c			0				
d	All other revenue		0				
e	Total. Add lines 11a-11d		0				
12	Total revenue. See instructions.		1,252,514	0	0	1,252,514	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21	2,927,580	2,927,580		
2	Grants and other assistance to individuals in the U.S. See Part IV, line 22	0			
3	Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16	0			
4	Benefits paid to or for members	0			
5	Compensation of current officers, directors, trustees, and key employees	90,000	90,000		
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7	Other salaries and wages	0			
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	0			
9	Other employee benefits	0			
10	Payroll taxes	0			
11	Fees for services (non-employees)				
a	Management	0			
b	Legal	6,372		6,372	
c	Accounting	0			
d	Lobbying	0			
e	Professional fundraising services See Part IV, line 17	0			
f	Investment management fees	0			
g	Other	21,601	18,791	2,810	
12	Advertising and promotion	0			
13	Office expenses	0			
14	Information technology	0			
15	Royalties	0			
16	Occupancy	0			
17	Travel	0			
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	0			
20	Interest	0			
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	0	0	0	0
23	Insurance	0			
24	Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24f. If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O.)				
a	-----	0			
b	-----	0			
c	-----	0			
d	-----	0			
e	-----	0			
f	All other expenses -----	0			
25	Total functional expenses. Add lines 1 through 24f .	3,045,553	3,036,371	9,182	0
26	Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720). Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash—non-interest-bearing	194,788	1	425,951
	2 Savings and temporary cash investments	300,045	2	858,052
	3 Pledges and grants receivable, net	0	3	0
	4 Accounts receivable, net	0	4	0
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	1,998	9	321
	10a Land, buildings, and equipment. cost or other basis. Complete Part VI of Schedule D	10a 0		
	b Less: accumulated depreciation	10b 0	10c	0
	11 Investments—publicly traded securities	0	11	0
	12 Investments—other securities. See Part IV, line 11	22,998,282	12	21,691,350
	13 Investments—program-related. See Part IV, line 11	0	13	0
	14 Intangible assets	0	14	0
	15 Other assets. See Part IV, line 11	0	15	0
16 Total assets. Add lines 1 through 15 (must equal line 34)	23,495,113	16	22,975,674	
Liabilities	17 Accounts payable and accrued expenses		17	
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties	0	23	0
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	25 Other liabilities. Complete Part X of Schedule D	0	25	0
	26 Total liabilities. Add lines 17 through 25	0	26	0
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	23,495,113	27	22,975,674
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	23,495,113	33	22,975,674
	34 Total liabilities and net assets/fund balances	23,495,113	34	22,975,674

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI. ☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	1,252,514
2	Total expenses (must equal Part IX, column (A), line 25)	2	3,045,553
3	Revenue less expenses. Subtract line 2 from line 1	3	-1,793,039
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	23,495,113
5	Other changes in net assets or fund balances (explain in Schedule O)	5	1,273,600
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	22,975,674

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII. ☐

	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant?		X
b Were the organization's financial statements audited by an independent accountant?		X
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.		
d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

2010

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ.

▶ See separate instructions.

Name of the organization

WILLIAM LAWRENCE AND BLANCHE HUGHES FOUNDATION

Employer identification number

95-4536657

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)
- 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state. _____
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 9 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
- 11 ☒ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2).** See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a ☐ Type I
 - b ☐ Type II
 - c ☐ Type III—Functionally integrated
 - d ☒ Type III—Other

e ☒ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2).**

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box. ☒

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
- (ii) A family member of a person described in (i) above?
- (iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11g(i)		X
11g(ii)		X
11g(iii)		X

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1–9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A) CALIFORNIA COMMUNITY FOUNDATION	95-3510055	11A	X		X		X		1,327,500
(B)									0
(C)									0
(D)									0
(E)									0
Total									1,327,500

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						0
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0
4 Total. Add lines 1 through 3	0	0	0	0	0	0
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						0

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4	0	0	0	0	0	0
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						0
9 Net income from unrelated business activities, whether or not the business is regularly carried on						0
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						0
11 Total support. Add lines 7 through 10						0
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f))	14	0.00%
15 Public support percentage from 2009 Schedule A, Part II, line 14	15	0.00%
16a 33 1/3% support test—2010. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 33 1/3% support test—2009. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10%-facts-and-circumstances test—2010. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 10%-facts-and-circumstances test—2009. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II.
If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						0
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						0
3 Gross receipts from activities that are not an unrelated trade or business under section 513						0
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
5 The value of services or facilities furnished by a governmental unit to the organization without charge						0
6 Total. Add lines 1 through 5.	0	0	0	0	0	0
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						0
c Add lines 7a and 7b.	0	0	0	0	0	0
8 Public support. (Subtract line 7c from line 6.)						0

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6	0	0	0	0	0	0
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						0
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0
c Add lines 10a and 10b	0	0	0	0	0	0
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						0
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV).						0
13 Total support. (Add lines 9, 10c, 11, and 12.)	0	0	0	0	0	0

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

15 Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f)).	15	0.00%
16 Public support percentage from 2009 Schedule A, Part III, line 15.	16	0.00%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f)).	17	0.00%
18 Investment income percentage from 2009 Schedule A, Part III, line 17.	18	0.00%

- 19a **33 1/3% support tests—2010.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization. ▶ ☐
- b **33 1/3% support tests—2009.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization. ▶ ☐
- 20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions. ▶ ☐

Part IV

Supplemental Information. Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

- Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.
► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2010

Open to Public
Inspection

Name of the organization

Employer identification number

WILLIAM LAWRENCE AND BLANCHE HUGHES FOUNDATION

95-4536657

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year) .		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)

<input type="checkbox"/> Preservation of land for public use (e g , recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ►

4 Number of states where property subject to conservation easement is located ►

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ►

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 ► \$

(ii) Assets included in Form 990, Part X ► \$

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ► \$

b Assets included in Form 990, Part X ► \$

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

a ☐ Public exhibition

d ☐ Loan or exchange programs

b ☐ Scholarly research

e ☐ Other

c ☐ Preservation for future generations

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV and complete the following table.

	Amount
1c	
1d	
1e	
1f	0

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☒ No

b If "Yes," explain the arrangement in Part XIV.

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	0	0	0		

2 Provide the estimated percentage of the year end balance held as:

a Board designated or quasi-endowment ☐ %

b Permanent endowment ☐ %

c Term endowment ☐ %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

(i) unrelated organizations

(ii) related organizations

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

	Yes	No
3a(i)		
3a(ii)		
3b		

4 Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	0	0		0
b Buildings	0	0	0	0
c Leasehold improvements	0	0	0	0
d Equipment	0	0	0	0
e Other	0	0	0	0

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) 0

Part VII Investments—Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives	0	
(2) Closely-held equity interests	0	
(3) Other PUBLIC STORAGE STOCK	21,691,350	END-OF-YEAR MARKET VALUE
(A) -----	0	
(B) -----	0	
(C) -----	0	
(D) -----	0	
(E) -----	0	
(F) -----	0	
(G) -----	0	
(H) -----	0	
(I) -----	0	
Total (Column (b) must equal Form 990, Part X, col. (B) line 12.)	21,691,350	

Part VIII Investments—Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)	0	
(2)	0	
(3)	0	
(4)	0	
(5)	0	
(6)	0	
(7)	0	
(8)	0	
(9)	0	
(10)	0	
Total (Column (b) must equal Form 990, Part X, col. (B) line 13.)	0	

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	0
(2)	0
(3)	0
(4)	0
(5)	0
(6)	0
(7)	0
(8)	0
(9)	0
(10)	0
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.)	0

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Amount
(1) Federal income taxes	0
(2)	0
(3)	0
(4)	0
(5)	0
(6)	0
(7)	0
(8)	0
(9)	0
(10)	0
(11)	0
Total (Column (b) must equal Form 990, Part X, col. (B) line 25.)	0

2. FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740)

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	0
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	
9	Total adjustments (net). Add lines 4 through 8	9	0
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	0

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	0
3	Subtract line 2e from line 1	3	0
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	0
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12)	5	0

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	0
3	Subtract line 2e from line 1	3	0
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	0
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	0

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

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Part XIV Supplemental Information *(continued)*

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service
Name of the organization

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No. 1545-0047

2010

**Open to Public
Inspection**

Name of the organization

Part I General Information on Grants and Assistance

Employer identification number

95-4536657

- Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☐ Yes ☐ No
- Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed. ☐

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) CALIFORNIA COMMUNITY FOUNDATION 445 S. FIGUEROA ST. #3400 LOS ANGELES, CA 90071	95-3510055	501(c)(3)	1,327,500	0			FOR MEDICAL RESEARCH
(2) CHILDRENS HOSPITAL LOS ANGELES 4550 SUNSET BLVD LOS ANGELES, CA 90027	95-1690977	501(c)(3)	10,000	0			FOR MEDICAL RESEARCH
(3) MEMORIAL SLOAN-KETTERING CANCER CENTER 631 THIRD AVE. 28TH FL NEW YORK, NY 10017	13-1924236	501(c)(3)	275,000	0			FOR MEDICAL RESEARCH
(4) UNIVERSITY OF MARYLAND 320 W LEXINGTON ST. 4TH FL BALTIMORE, MD 21201	52-6002033	501(c)(3)	165,000	0			FOR MEDICAL RESEARCH
(5) DAVID GEFEN SCHOOL OF MEDICINE 640 CE YOUNG DRIVE SOUTH LOS ANGELES, CA 90095	95-6006143	501(c)(3)	165,000	0			FOR MEDICAL RESEARCH
(6) BRIGHAM AND WOMEN'S HOSPITAL PO BOX 3887 BOSTON, MA 02241	04-2312909	501(c)(3)	165,000	0			FOR MEDICAL RESEARCH
(7) OREGON HEALTH & SCIENCE UNIVERSITY 3181 SW SAM JACKSON PARK RD PORTLAND, OR 97239	93-1176109	170(c)(1)	110,000	0			FOR MEDICAL RESEARCH
(8) UNIVERSITY OF VIRGINIA PO BOX 400195 CHARLOTTESVILLE, VA 22904	54-6001796	501(c)(3)	164,580	0			FOR MEDICAL RESEARCH
(9) HUNTSMAN CANCER FOUNDATION 520 WAKARA WAY SALT LAKE CITY, UT 84108	87-0541293	501(c)(3)	66,000	0			FOR MEDICAL RESEARCH
(10) CHILDRENS HOSPITAL BOSTON 1295 BOYLSTON ST. 391 BOSTON, MA 02215	04-2774441	501(c)(3)	159,500	0			FOR MEDICAL RESEARCH
(11) STANFORD UNIVERSITY 2700 SAND HILL RD MENLO PARK, CA 94025	94-1156365	501(c)(3)	220,000	0			FOR MEDICAL RESEARCH
(12) DANA-FARBER CANCER INSTITUTE 44 BINNEY ST. BP 333 BOSTON, MA 02115	04-2263040	501(c)(3)	70,000	0			FOR MEDICAL RESEARCH
2 Enter total number of section 501(c)(3) and government organizations							12
3 Enter total number of other organizations							13

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

(HTA)

Continuation Sheet for Schedule I (Form 990)

Page 1 of 1

Name of the organization

WILLIAM LAWRENCE AND BLANCHE HUGHES FOUNDATION

Employer identification number

95-4536657

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(13) UNIVERSITY OF MINNESOTA 420 DELAWARE ST SE MMC 460 MINNEAPOLIS, MN 55455	41-6027707	501(c)(3)	30,000	0			FOR MEDICAL RESEARCH
(14)			0	0			
(15)			0	0			
(16)			0	0			
(17)			0	0			
(18)			0	0			
(19)			0	0			
(20)			0	0			
(21)			0	0			
(22)			0	0			
(23)			0	0			
(24)			0	0			
(25)			0	0			
(26)			0	0			
(27)			0	0			
(28)			0	0			
(29)			0	0			

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.

Part III can be duplicated if additional space is needed.

	(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1		0	0	0		
2		0	0	0		
3		0	0	0		
4		0	0	0		
5		0	0	0		
6		0	0	0		
7		0	0	0		

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

Part II Line 1(a)(2). THE FIRST STEP IN THE PROPOSAL PROCESS IS THE SUBMISSION OF THE WILLIAM LAWRENCE AND BLANCHE HUGHES FOUNDATION

("FOUNDATION"). GRANT APPLICATION WHICH INCLUDES THE: (1) APPLICANT'S INFORMATION, (2) GRANT AMOUNT REQUESTED INCLUDING TOTAL AMOUNT OF

DIRECT AND INDIRECT COSTS, (3) PROJECT INFORMATION, (4) BUDGET AND (5) RESEARCH ABSTRACT ATTACHED TO THE APPLICATION. THE ABSTRACT

INCLUDES A TECHNICAL DESCRIPTION OF THE PROPOSED RESEARCH PROJECT.

UPON REVIEW OF THE APPLICATION DR KOEFFLER, THE FOUNDATION'S GRANT CONSULTANT, WILL DETERMINE WHETHER OR NOT THE PROPOSED

RESEARCH PROJECT IS CONSISTENT WITH THE FOUNDATION'S CURRENT FUNDING OBJECTIVES.

THROUGH DECEMBER 2010, IF THE RESEARCH PROJECT MERITS CONSIDERATION, DR KOEFFLER SUBMITS A GRANT RECOMMENDATION FORM TO

CALIFORNIA COMMUNITY FOUNDATION ("CCF"), THE SUPPORTED ORGANIZATION. GRANT RECOMMENDATIONS ARE SUBJECT TO THE REVIEW AND APPROVAL OF

CCF. CCF WILL PERFORM THE NECESSARY DUE DILIGENCE OF THE CHARITABLE ORGANIZATION TO ENSURE COMPLIANCE WITH FEDERAL REGULATIONS.

SUBSEQUENT TO DECEMBER 2010, THE FOUNDATION MADE GRANTS DIRECTLY TO TAX-EXEMPT ORGANIZATIONS THAT PERFORM MEDICAL RESEARCH.

DR. KOEFFLER ALSO EVALUATES THE PROGRESS OF THOSE WHO RECEIVED GRANTS FROM CCH OR THE FOUNDATION.

Continuation Sheet for Schedule I (Form 990)

Name of the organization WILLIAM LAWRENCE AND BLANCHE HUGHES FOUNDATION	Employer identification number 95-4536657
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Part III Continuation of Grants and Other Assistance to Individuals in the United States

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
8	0	0	0		
9	0	0	0		
10	0	0	0		
11	0	0	0		
12	0	0	0		
13	0	0	0		
14	0	0	0		
15	0	0	0		
16	0	0	0		
17	0	0	0		
18	0	0	0		
19	0	0	0		
20	0	0	0		
21	0	0	0		
22	0	0	0		
23	0	0	0		
24	0	0	0		
25	0	0	0		
26	0	0	0		

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service
Name of the organization

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2010

**Open to Public
Inspection**

Employer identification number

WILLIAM LAWRENCE AND BLANCHE HUGHES FOUNDATION

95-4536657

Form 990 Part III Line 1 THE FOUNDATION IS RECOGNIZED AS A "SUPPORTING ORGANIZATION"
UNDER SECTION 509(A)(3) OF THE CODE, AND OPERATES TO SUPPORT THE CALIFORNIA COMMUNITY
FOUNDATION ("CCF"), A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION ALSO RECOGNIZED AS A
TAX-EXEMPT ORGANIZATION UNDER SECTION 501(C)(3) OF THE CODE. UNDER THE TERMS OF ITS
TAX-EXEMPTION, THE FOUNDATION IS REQUIRED TO DISTRIBUTE AT LEAST 85 PERCENT OF ITS INCOME EACH
YEAR TO A DONOR-ADVISED FUND ESTABLISHED AT CCF. DISTRIBUTIONS FROM THE DONOR-ADVISED FUND ARE
LIMITED TO GRANTS TO OTHER TAX-EXEMPT ORGANIZATIONS FOR THE PURPOSE OF CONDUCTING MEDICAL
RESEARCH. ON DECEMBER 22, 2010, THE FOUNDATION WAS CONVERTED TO A PRIVATE NONOPERATING
FOUNDATION.

Form 990 Part III Line 4d UPON DISTRIBUTION OF 85 PERCENT OF ITS INCOME DURING THE FISCAL
YEAR TO THE DONOR-ADVISED FUND ESTABLISHED AT CCF, THE FOUNDATION MADE VARIOUS DISTRIBUTIONS
TO OTHER QUALIFIED TAX-EXEMPT ORGANIZATIONS FOR THE PURPOSE OF CONDUCTING MEDICAL RESEARCH.
SEE SCHEDULE I.

Form 990 Part VI Section A Line 2 JOHN E. KOBARA IS THE SENIOR VICE PRESIDENT AND
EMPLOYEE OF CALIFORNIA COMMUNITY FOUNDATION ("CCF"), A RELATED TAX-EXEMPT ORGANIZATION (SEE
SCHEDULE R). TAMU JONES IS A PROGRAM OFFICER AND EMPLOYEE OF CCF. ERIC GUSTAVSON AND B. WAYNE
HUGHES, JR. ARE DIRECTORS. ERIC GUSTAVSON IS THE SPOUSE OF TAMARA H. GUSTAVSON, SISTER TO B.
WAYNE HUGHES, JR.

Form 990 Part VI Section A Line 4 ON DECEMBER 17, 1997, THE FOUNDATION WAS RECOGNIZED BY
THE INTERNAL REVENUE SERVICE ("IRS") AS A SUPPORTING ORGANIZATION UNDER SECTION 509(A)(3) OF
THE INTERNAL REVENUE CODE, WHICH OPERATES TO SUPPORT THE CALIFORNIA COMMUNITY FOUNDATION, A
501(C)(3) ORGANIZATION. ON DECEMBER 22, 2010, THE FOUNDATION CONVERTED ITS STATUS TO A PRIVATE
NONOPERATING FOUNDATION. SEE ATTACHED LETTER TO IRS DATED JANUARY 10, 2011 AND AMENDED AND
RESTATED ARTICLES OF INCORPORATION FILED WITH THE CALIFORNIA SECRETARY OF STATE ON DECEMBER
22, 2010.

Form 990 Part VI Section A Line 7a DIRECTORS ARE APPOINTED BY B. WAYNE HUGHES. THE NUMBER

Name of the organization

Employer identification number

WILLIAM LAWRENCE AND BLANCHE HUGHES FOUNDATION

95-4536657

OF DIRECTORS SHALL BE NO LESS THAN THREE AND NO MORE THAN FIVE

Form 990 Part VI Section B Line 11b FORM 990 WAS PROVIDED TO THE FOUNDATION'S BOARD OF

DIRECTORS. THE BOARD OF DIRECTORS WERE INSTRUCTED TO REVIEW AND PROVIDE QUESTIONS, COMMENTS

AND CONCERNS, IF ANY, TO THE INDIVIDUAL SIGNING THE RETURN. AT THE BOARD MEETING, THE

TREASURER INQUIRED IF ANY DIRECTORS HAD ANY QUESTIONS, COMMENTS OR CONCERNS. ANY INQUIRIES

RECEIVED ARE ADDRESSED PRIOR TO FILING THE RETURN.

Form 990 Part VI Section B Line 12c THE FOUNDATION HAS A WRITTEN POLICY WHERE THE BOARD

OF DIRECTORS, EMPLOYEES AND OFFICERS DISCLOSE ANY CONFLICTS OF INTEREST AT TIME IT WAS

COMPLETED. THE CHAIR OF THE BOARD OR SECRETARY COLLECT AND REVIEW THE ANNUAL DISCLOSURES. THEY

ARE ALSO RESPONSIBLE FOR DETERMINING WHETHER AN ACTUAL CONFLICT OF INTEREST EXISTS.

Form 990 Part VI Section B Line 15b THE BOARD'S CONSIDERATION INCLUDED: (1) PREREQUISITES

AND SERVICES TO BE PERFORMED BY THE POSITION, (2) REASONABLE COMPENSATION TO AN EQUIVILANT

POSITION IN SIMILAR ORGANIZATIONS, (3) TOTAL COMPENSATION PACKAGE, INCLUDING BENEFITS, AND (4)

CONFLICT OF INTEREST DISCLOSURES.

Form 990 Part IV A BIOGRAPHY OF DR. KOEFFLER WAS DISTRIBUTED TO ALL BOARD OF DIRECTORS

FOR REVIEW, DISCUSSION, AND APPROVAL. NO CONFLICT OF INTEREST EXISTED AND REASONABLE

COMPENSATION WAS DETERMINED BY COMPARING THE HOURLY RATE CHARGED BY DR. KOEFFLER AGAINST RATES

CHARGED BY MEDICAL PROFESSIONALS IN THE SAME FIELD THAT WERE UNRELATED THIRD PARTIES.

Form 990 Part VI UPON THE BOARD'S APPROVAL, ON OCTOBER 2, 2007, A WRITTEN OFFER WAS

PRESENTED TO DR. KOEFFLER AS THE AGREED UPON COMPENSATION DURING NEGOTIATIONS WAS LESS THAN

THE STANDARD HOURLY RATES CHARGED BY THOSE IN SIMILAR FIELDS. THE WRITTEN OFFER INCLUDED (1)

BRIEF DESCRIPTION OF THE POSITION, (2) COMPENSATION, INCLUDING BENEFITS, (3) HOURS OF WORK,

(4) DATE SERVICE IS TO BEGIN, AND (5) PERIOD OF NOTICE REQUIRED TO TERMINATE SERVICES. DR.

KOEFFLER ACCEPTED THE WRITTEN OFFER AND NO SUBSEQUENT CHANGES HAVE BEEN MADE TO THE OFFER.

Form 990 Part VI Section C Line 19 GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND

FINANCIAL STATEMENTS ARE AVAILABLE TO THE PUBLIC UPON REQUEST.

Form 990 Part XI Line 5 UNREALIZED GAIN ON INVESTMENTS - SECURITIES

SCHEDULE R
(Form 990)

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2010

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization

WILLIAM LAWRENCE AND BLANCHE HUGHES FOUNDATION

Employer identification number

95-4536657

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1)			0	0	
(2)			0	0	
(3)			0	0	
(4)			0	0	
(5)			0	0	
(6)			0	0	

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) CALIFORNIA COMMUNITY FOUNDATION 95-3510055 445 S FIGUEROA ST #3400, LOS ANGELES, CA 90071	PROVIDES DONOR ADVISED AND COMPENSATIVE GRANTS TO STRENGTHEN COMMUNITIES	CA	501(c)(3)	11A	N/A		X
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2010

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?	(k) Percentage ownership
							Yes	No			
(1)					0	0			0		%
(2)					0	0			0		%
(3)					0	0			0		%
(4)					0	0			0		%
(5)					0	0			0		%
(6)					0	0			0		%
(7)					0	0			0		%

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1)					0	0	%
(2)					0	0	%
(3)					0	0	%
(4)					0	0	%
(5)					0	0	%
(6)					0	0	%
(7)					0	0	%

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, or 36.)**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a** Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity
- b** Gift, grant, or capital contribution to other organization(s)
- c** Gift, grant, or capital contribution from other organization(s)
- d** Loans or loan guarantees to or for other organization(s)
- e** Loans or loan guarantees by other organization(s)
- f** Sale of assets to other organization(s)
- g** Purchase of assets from other organization(s)
- h** Exchange of assets
- i** Lease of facilities, equipment, or other assets to other organization(s)
- j** Lease of facilities, equipment, or other assets from other organization(s)
- k** Performance of services or membership or fundraising solicitations for other organization(s)
- l** Performance of services or membership or fundraising solicitations by other organization(s)
- m** Sharing of facilities, equipment, mailing lists, or other assets
- n** Sharing of paid employees
- o** Reimbursement paid to other organization for expenses
- p** Reimbursement paid by other organization for expenses
- q** Other transfer of cash or property to other organization(s)
- r** Other transfer of cash or property from other organization(s)

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

	(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1)			0	
(2)			0	
(3)			0	
(4)			0	
(5)			0	
(6)			0	

Part VI **Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" to Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Are all partners section 501(c)(3) organizations?		(e) Share of end-of-year assets	(f) Disproportionate allocations?		(g) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(h) General or managing partner?	
			Yes	No		Yes	No		Yes	No
(1)										
(2)					0			0		
(3)					0			0		
(4)					0			0		
(5)					0			0		
(6)					0			0		
(7)					0			0		
(8)					0			0		
(9)					0			0		
(10)					0			0		
(11)					0			0		
(12)					0			0		
(13)					0			0		
(14)					0			0		
(15)					0			0		
(16)					0			0		

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

This image shows a full page of a handwriting practice worksheet. It consists of multiple rows of horizontal dashed lines spaced evenly apart, providing a guide for letter height and placement. The background is plain white, and there are no other markings or text on the page.

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

DEC 22 2010

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

WILLIAM LAWRENCE AND BLANCHE HUGHES FOUNDATION

A California Nonprofit Public Benefit Corporation

The undersigned, H. Phillip Koeffler and David Goldberg, certify that:

1. They are the President and the Secretary, respectively, of William Lawrence and Blanche Hughes Foundation, a California nonprofit public benefit corporation
2. The Articles of Incorporation of this corporation are amended and restated in their entirety to read as follows:

I.

The name of this corporation is "William Lawrence and Blanche Hughes Foundation."

II.

A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

B. The corporation is formed and shall be operated exclusively for charitable purposes within the meaning of Sections 170(c)(2)(B) and 501(c)(3) of the Internal Revenue Code to engage in any and all lawful activities incidental to and in pursuit of the foregoing purposes, except as restricted herein.

III.

A. Notwithstanding any other provision of these articles, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of (or in opposition to) any candidate for public office.

IV.

A. This corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code (or the corresponding provision of any future United States Internal Revenue Law).

B. This corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

C. This corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

D. This corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code (or the corresponding provision of any future United States Internal Revenue Law).

E. This corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

V.

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has


established its tax exempt status under Section 501(c)(3) of the
Internal Revenue Code

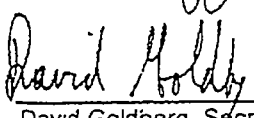
3. The foregoing Amendment and Restatement of the Articles of
Incorporation has been duly approved by the Board of Directors.

4 The corporation has no members.

We further declare under penalty of perjury under the laws of the State of
California that the statements set forth in this certificate are true and correct of
our own knowledge.

DATE: 12-22-2010, 2010


H. Philip Koeffler, President


David Goldberg, Secretary



I hereby certify that the foregoing
transcript of 4 page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office

JAN 07 2011

Date SAS

Debra Bowen

DEBRA BOWEN, Secretary of State