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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2010**Department of the Treasury
Internal Revenue Service

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

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

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

The Lemmon Foundation
44 Montgomery Street #2019
San Francisco, CA 94104

A Employer identification number

95-4643623

B Telephone number (see the instructions)

310-804-7624

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 ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) **J** Accounting method. ☐ Cash ☒ Accrual
☐ Other (specify) _____

▶ \$ 1,308,076.

(Part I, column (d) must be on cash basis)

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) (see the instructions))

(a) Revenue and expenses per books**(b)** Net investment income**(c)** Adjusted net income**(d)** Disbursements for charitable purposes (cash basis only)**1** Contributions, gifts, grants, etc., received (att sch)**2** Ck ☒ if the foundn is not req to att Sch B**3** Interest on savings and temporary cash investments**4** Dividends and interest from securities**5a** Gross rents**b** Net rental income or (loss)**6a** Net gain/(loss) from sale of assets not on line 10**b** Gross sales price for all assets on line 6a 341,524.**7** Capital gain net income (from Part IV, line 2)**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/(loss) (att sch)**11** Other income (attach schedule)

See Statement 1

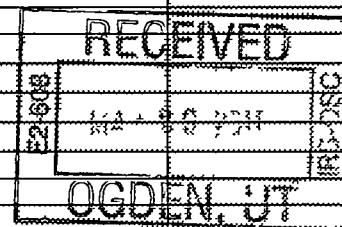
12 Total. Add lines 1 through 11**13** Compensation of officers, directors, trustees, etc**14** Other employee salaries and wages**15** Pension plans, employee benefits**16a** Legal fees (attach schedule)**b** Accounting fees (attach sch) See St 2**c** Other prof fees (attach sch) See St 3**17** Interest**18** Taxes (attach schedule)(see instr) See Stm 4**19** Depreciation (attach sch) and depletion**20** Occupancy**21** Travel, conferences, and meetings**22** Printing and publications**23** Other expenses (attach schedule)

See Statement 5

24 Total operating and administrative expenses. Add lines 13 through 23**25** Contributions, gifts, grants paid Part XV**26 Total expenses and disbursements.** Add lines 24 and 25**27** Subtract line 26 from line 12:**a Excess of revenue over expenses and disbursements****b Net investment income** (if negative, enter -0)**c Adjusted net income** (if negative, enter -0)

SCANNED MAR 29 2011

ADMINISTRATIVE EXPENSES



4166

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end of year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
A S S E T S	1 Cash — non-interest-bearing	-3,938.	5,650.	5,650.
	2 Savings and temporary cash investments	10,707.	1,859.	1,859.
	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 (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch)			
	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 (attach schedule) Statement 6	466,218.	402,550.	402,550.
	b Investments — corporate stock (attach schedule) Statement 7	701,535.	798,380.	798,380.
	c Investments — corporate bonds (attach schedule) Statement 8	60,329.	62,297.	62,297.
	11 Investments — land, buildings, and equipment, basis			
Less: accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule) Statement 9		31,369.	31,369.	
14 Land, buildings, and equipment, basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe See Statement 10)	5,764.	5,971.	5,971.	
16 Total assets (to be completed by all filers — see instructions Also, see page 1, item I)	1,240,615.	1,308,076.	1,308,076.	
L I A B I L I T I E S	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
N E T A S S E T S O R F U N D B A L A N C E S	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>			
	24 Unrestricted	1,240,615.	1,308,076.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see the instructions)	1,240,615.	1,308,076.	
	31 Total liabilities and net assets/fund balances (see the instructions)	1,240,615.	1,308,076.	

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	1,240,615.
2 Enter amount from Part I, line 27a	2	-25,705.
3 Other increases not included in line 2 (itemize) See Statement 11	3	93,166.
4 Add lines 1, 2, and 3	4	1,308,076.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	1,308,076.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a Sale of Publicly Traded Securities		P	Various	Various
b				
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 341,524.		327,630.	13,894.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			13,894.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	13,894.
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) (see the instructions). If (loss), enter -0- in Part I, line 8 		3	0.

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 the 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 (column (b) divided by column (c))
2009	56,962.	1,132,336.	0.050305
2008	58,549.	1,421,103.	0.041200
2007	70,042.	1,494,280.	0.046873
2006	78,456.	1,438,784.	0.054529
2005	75,217.	1,441,166.	0.052192

2 Total of line 1, column (d)	2	0.245099
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	0.049020
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,225,639.
5 Multiply line 4 by line 3	5	60,081.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	343.
7 Add lines 5 and 6	7	60,424.
8 Enter qualifying distributions from Part XII, line 4	8	60,580.

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 the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary — see instr.)		1	343.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	343.
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	343.
6 Credits/Payments.			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	1,379.	
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	1,379.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,036.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> 1,036. Refunded <input checked="" type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the 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? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>		X

Part VII-A Statements Regarding Activities (Continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>Courtney N. Lemmon</u> Telephone no. <u>310-804-7624</u> Located at <u>141 El Camino Dr, Ste 201 Beverly Hills CA</u> ZIP + 4 <u>90212</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>	N/A		N/A
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u></u>			X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Stmt 13 <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Stmt 13 <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u> .		
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 the instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u> .		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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Form 990-PF (2010)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b N/A

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?

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 (see instructions).

(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
Courtney N. Lemmon 141 El Camino Drive, Suite 121 Beverly Hills, CA 90212	Exec Dir 10.00	29,000.	2,739.	0.
Felicia Lemmon 141 El Camino Drive, Suite 201 Beverly Hills, CA 90212	Trustee 0.50	0.	0.	0.
Peter McCrea 141 El Camino Drive, Suite 201 Beverly Hills, CA 90212	Trustee 0.50	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see instructions). 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 (see instructions). 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 (see instructions)

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.

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Form 990-PF (2010)

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	1,218,931.
b Average of monthly cash balances	1b	25,373.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	1,244,304.
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	1,244,304.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	18,665.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,225,639.
6 Minimum investment return. Enter 5% of line 5	6	61,282.

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	61,282.
2a Tax on investment income for 2010 from Part VI, line 5	2a	343.
b Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	343.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	60,939.
4 Recoveries of amounts treated as qualifying distributions	4	500.
5 Add lines 3 and 4	5	61,439.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	61,439.

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	60,580.
b Program-related investments — total from Part IX-B	1b	
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	60,580.
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 (see instructions)	5	343.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	60,237.

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.

BAA

Form 990-PF (2010)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				61,439.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	4,728.			
b From 2006	8,298.			
c From 2007	2,379.			
d From 2008				
e From 2009	753.			
f Total of lines 3a through e	16,158.			
4 Qualifying distributions for 2010 from Part XII, line 4. ► \$ 60,580.				
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				60,580.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	859.			859.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	15,299.			
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 instructions			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) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	3,869.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	11,430.			
10 Analysis of line 9.				
a Excess from 2006	8,298.			
b Excess from 2007	2,379.			
c Excess from 2008				
d Excess from 2009	753.			
e Excess from 2010				

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

BAA TEEA0501L 07/23/10 Form 990-PF (2010)

(e)
Related or exempt
function income
(see the instructions)

(See worksheet in line 13 instructions to verify calculations)

[illegible]

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Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Grant Recovery	\$ 500.		
Litigation Settlement	121.		
Total	\$ 621.	\$ 0.	\$ 0.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bookkeeping	\$ 1,200.			\$ 1,200.
Tax Preparation	1,840.			1,840.
Total	\$ 3,040.	\$ 0.		\$ 3,040.

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Consulting	\$ 4,956.	\$ 4,956.		
Total	\$ 4,956.	\$ 4,956.		\$ 0.

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Tax on Dividends	\$ 46.	\$ 46.		
Total	\$ 46.	\$ 46.		\$ 0.

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Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank and Payroll processing fees	\$ 1,052.	\$ 82.		\$ 970.
Dues and Subscriptions	1,571.			1,571.
Filing Fees	10.			10.
Total	\$ 2,633.	\$ 82.		\$ 2,551.

Statement 6
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

U.S. Government Obligations	Valuation Method	Book Value	Fair Market Value
Fed Home Ln 1.625% 3/16/11, 25,000 Sh	Mkt Val	\$ 25,076.	\$ 25,076.
AM EX Cen FDIC 1.7% 12/09/11, 30,000 Shs	Mkt Val	30,303.	30,303.
Wells Fargo 3.0% 12/09/11, 50,000 Shs	Mkt Val	51,202.	51,202.
Fed Farm Cr Bks 6.01% 4/11/12, 75,000 Sh	Mkt Val	80,249.	80,249.
Fed Home Ln Bks 2/6/17, 50,000 Sh	Mkt Val	57,484.	57,484.
Fed Home Ln 5.25% 12/11/20, 25,000 Sh	Mkt Val	27,952.	27,952.
California St 4.5% 8/1/28, 10,000 Sh	Mkt Val	8,640.	8,640.
Fed Home Ln Bks 1% 12/28/11, 25,000 Sh	Mkt Val	25,148.	25,148.
Fed Home Ln Bks 8/15/22, 40,000 Sh	Mkt Val	45,070.	45,070.
Treasury Infl IDX 7/15/20, 50,000 Sh	Mkt Val	51,426.	51,426.
		\$ 402,550.	\$ 402,550.
Total		\$ 402,550.	\$ 402,550.

Statement 7
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Chubb Corp, 200, Shs	Mkt Val	\$ 11,928.	\$ 11,928.
Cincinnati Financial Corp, 600 Shs	Mkt Val	19,014.	19,014.
Comerica Inc, 150 Shs	Mkt Val	6,336.	6,336.
JPMorgan Chase, 150 Shs	Mkt Val	6,363.	6,363.
PNC Financial Svcs, 50 Shs	Mkt Val	3,036.	3,036.
Price T Rowe, 300 Shs	Mkt Val	19,362.	19,362.
State Street Corp, 150 Shs	Mkt Val	6,951.	6,951.
Colgate-Palmolive, 150 Shs	Mkt Val	12,055.	12,055.
Costco, 250 Shs	Mkt Val	18,052.	18,052.
Diageo PLC, 150 Shs	Mkt Val	11,149.	11,149.
Pepsico Inc, 200 Shs	Mkt Val	13,066.	13,066.
Procter & Gamble, 250 Shs	Mkt Val	16,083.	16,083.
Sysco Corp, 600 Shs	Mkt Val	17,640.	17,640.
Bed Bath & Beyond, 150 Shs	Mkt Val	7,372.	7,372.
Disney Co, 100 Shs	Mkt Val	3,751.	3,751.
Johnson Controls, 300 Shs	Mkt Val	11,460.	11,460.

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Statement 7 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Nike, 150 Shs	Mkt Val	\$ 12,813.	\$ 12,813.
Omnicom Group, 300 Shs	Mkt Val	13,740.	13,740.
Ross Stores, 150 Shs	Mkt Val	9,488.	9,488.
Target, 250 Shs	Mkt Val	15,033.	15,033.
Time Warner, 200 Shs	Mkt Val	13,206.	13,206.
Deere Corp, 150 Shs	Mkt Val	12,457.	12,457.
Donaldson Co, 300 Shs	Mkt Val	17,484.	17,484.
Emerson Electric, 350 Shs	Mkt Val	20,009.	20,009.
Illinois Tool Wrks, 500 Shs	Mkt Val	26,700.	26,700.
United Parcel Service 200 Shs	Mkt Val	14,516.	14,516.
WW Grainger, 200 Shs	Mkt Val	27,622.	27,622.
3M Co, 100 Shs	Mkt Val	8,630.	8,630.
Air Products & Chem, 200 Shs	Mkt Val	18,190.	18,190.
AptarGroup Inc, 200 Shs	Mkt Val	9,514.	9,514.
Sigma Aldrich, 250 Shs	Mkt Val	16,640.	16,640.
Accenture, 300 Shs	Mkt Val	14,547.	14,547.
Cisco Sys, 900 Shs	Mkt Val	18,207.	18,207.
Google, 10 Shs	Mkt Val	5,940.	5,940.
Hewlett-Packard, 200 Shs	Mkt Val	8,420.	8,420.
Int'l Business Mach, 50 Shs	Mkt Val	7,338.	7,338.
Microsoft, 500 Shs	Mkt Val	13,955.	13,955.
Oracle Corp, 200 Shs	Mkt Val	6,260.	6,260.
Qualcomm, 300 Shs	Mkt Val	14,847.	14,847.
Visa, 150 Shs	Mkt Val	10,557.	10,557.
Bard, 100 Shs	Mkt Val	9,177.	9,177.
Becton, Dickinson and Co, 200 Shs	Mkt Val	16,904.	16,904.
Dentsply Int'l, 300 Shs	Mkt Val	10,251.	10,251.
Johnson & Johnson, 300 Shs	Mkt Val	18,555.	18,555.
Medtronic, 200 Shs	Mkt Val	7,418.	7,418.
Merk & Co, 200 Shs	Mkt Val	7,208.	7,208.
St. Jude Med, 200 Shs	Mkt Val	8,550.	8,550.
Stryker Corp, 150 Shs	Mkt Val	8,055.	8,055.
Varian Med Sys, 125 Shs	Mkt Val	8,660.	8,660.
Waters Corp, 150 Shs	Mkt Val	11,657.	11,657.
Apache Corp, 75 Shs	Mkt Val	8,942.	8,942.
BG Group, 175 Shs	Mkt Val	17,850.	17,850.
ConocoPhillips, 350 Shs	Mkt Val	23,835.	23,835.
Core Labs, 100 Shs	Mkt Val	8,905.	8,905.
Questar Corp, 150 Shs	Mkt Val	2,612.	2,612.
Automatic Data Processing Inc. 250 Shs	Mkt Val	11,570.	11,570.
BB&T Corp, 200 Shs	Mkt Val	5,258.	5,258.
Check Point Software Tech, 200 Shs	Mkt Val	9,252.	9,252.
Commerce Bancshares Inc, 157 Shs	Mkt Val	6,238.	6,238.
Dell Computer Co, 400 Shs	Mkt Val	5,420.	5,420.
Devon Energy Corp, 250 Shs	Mkt Val	19,627.	19,627.
EMC Corp Mass, 300 Shs	Mkt Val	6,870.	6,870.
Kellogg Co, 100 Shs	Mkt Val	5,108.	5,108.
Lincoln Elec Holdgs Inc, 100 Shs	Mkt Val	6,527.	6,527.
Nestle S A Adr, 150 Shs	Mkt Val	8,823.	8,823.
Northern TR Corp, 100 Shs	Mkt Val	5,541.	5,541.
Staples Inc, 300 Shs	Mkt Val	6,831.	6,831.
Teva Pharmaceutical Inds Ltd, 100 Shs	Mkt Val	5,213.	5,213.
Walgreen Co, 200 Shs	Mkt Val	7,792.	7,792.
	Total	\$ 798,380.	\$ 798,380.

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Statement 8
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Abbott Labs 5.6% 5/15/11, 15,000 Sh	Mkt Val	\$ 15,295.	\$ 15,295.
American Express 7.0% 3/19/18, 15,000 Sh	Mkt Val	17,472.	17,472.
Kimberly Clark 6.25% 7/15/18, 25,000 Sh	Mkt Val	29,530.	29,530.
	Total	<u>\$ 62,297.</u>	<u>\$ 62,297.</u>

Statement 9
Form 990-PF, Part II, Line 13
Investments - Other

<u>Other Publicly Traded Securities</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Walden Small Cap Innovations, 1,900 Sh	Mkt Val	\$ 31,369.	\$ 31,369.
	Total	<u>\$ 31,369.</u>	<u>\$ 31,369.</u>

Statement 10
Form 990-PF, Part II, Line 15
Other Assets

	<u>Book Value</u>	<u>Fair Market Value</u>
Accrued Income	\$ 5,971.	\$ 5,971.
Total	<u>\$ 5,971.</u>	<u>\$ 5,971.</u>

Statement 11
Form 990-PF, Part III, Line 3
Other Increases

FMV Adjustment of Investments		\$ 93,166.
Total		<u>\$ 93,166.</u>

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Statement 12
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Humane Farming Association PO Box 3557 San Rafael, CA 94912	N/A	509a1	Emergency Care & Refuge	\$ 500.
Farm Sanctuary PO Box 150 Watkins Glen, NY 14891	N/A	509a1	Veterinary Care	1,000.
International Fund Animal Wlfr 411 Main Street Yarmouth Port, MA 02675	N/A	509a1	Russssian Bear and Polar Bear Support	10,000.
Center Biological Diversity PO Box 710 Tucson, AZ 85702	N/A	509a1	Climate, air and energy program	2,000.
Wilderness Watch PO Box 9175 Missoula, MT 59807	N/A	509a1	Irrigation High Sierras	1,000.
Orangutan Foundation International 4201 Wilshire Boulevard, Suite 407 Los Angeles, CA 90010	N/A	509a1	Rescue orphan orangutans	5,000.
Pacific Marine Mammal Center 20612 Laguna Canyon Road Laguna Beach, CA 92651	N/A	509a2	General Funding	1,000.
Fauna & Flora International 1720 N Street, NW Washington D.C., 20036	N/A	509a1	General Funding	10,000.
Total \$				<u>30,500.</u>

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Federal Supplemental Information

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Statement 13

Part VII-B

Statement Regarding Activities for Which Form 4720 May Be Required

Line 1(a) (4)

During 2010, Courtney N. Lemmon was compensated \$29,000 in her capacity as Executive Director of the Foundation. Payment for such services reasonable and necessary to carry out the exempt purposes of the Foundation, as they are in this case, are excluded from the self dealing rules under Reg. §53.4941(d)-3(c).