Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , 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

EDWARD D. AND ANNA MITCHELL
FAMILY FOUNDATION
11755 WILSHIRE BLVD #900
LOS ANGELES, CA 90025

A Employer identification number
95-4715236

B Telephone number (see the instructions)
310-246-6666

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 [X] 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)* ►$ 21,280,596.

J Accounting method [X] Cash [ ] Accrual
[ ] Other (specify)
(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))*

Section	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1	Contributions, gifts, grants, etc, received (att sch)				
	2	Ck ► [X] if the foundn is **not** req to att Sch B				
	3	Interest on savings and temporary cash investments	12,717.	12,717.		
	4	Dividends and interest from securities	210,989.	210,989.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	362,465.			
	b	Gross sales price for all assets on line 6a 2,053,240.				
	7	Capital gain net income (from Part IV, line 2)		362,465.		
	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	-79,814.			
	12	**Total.** Add lines 1 through 11	506,357.	586,171.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc	0.			
	14	Other employee salaries and wages	67,531.			
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) SEE ST 2	-14,535.			
	b	Accounting fees (attach sch) SEE ST 3	14,238.			
	c	Other prof fees (attach sch)				
	17	Interest				
	18	Taxes (attach schedule)(see instr) SEE STM 4	9,671.			
	19	Depreciation (attach sch) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	8,893.			
	22	Printing and publications				
	23	Other expenses (attach schedule) SEE STATEMENT 5	56,573.	50,853.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	142,371.	50,853.		
	25	Contributions, gifts, grants paid PART XV	684,141.			684,141.
	26	**Total expenses and disbursements.** Add lines 24 and 25	826,512.	50,853.	0.	684,141.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-320,155.			
	b	**Net investment income** (if negative, enter -0-)		535,318.		
	c	**Adjusted net income** (if negative, enter -0-)			0.	

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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
ASSETS	1 Cash — non-interest-bearing	232,743.	512,659.	512,659.
	2 Savings and temporary cash investments			
	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 ►	6,076.		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U S and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) STATEMENT 6	6,524,163.	6,009,960.	7,307,442.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) STATEMENT 7	13,537,618.	13,427,018.	13,424,232.
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ► SEE STATEMENT 8)	52,826.	36,263.	36,263.
	16 **Total assets** (to be completed by all filers — see instructions Also, see page 1, item I)	20,353,426.	19,985,900.	21,280,596.
LIABILITIES	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 ►)	46,813.		
	23 **Total liabilities** (add lines 17 through 22)	46,813.	0.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	36,680,756.	36,680,756.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	-16,374,143.	-16,694,856.	
	30 **Total net assets or fund balances** (see the instructions)	20,306,613.	19,985,900.	
	31 **Total liabilities and net assets/fund balances** (see the instructions)	20,353,426.	19,985,900.	

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	20,306,613.
2	Enter amount from Part I, line 27a	2	-320,155.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	19,986,458.
5	Decreases not included in line 2 (itemize) ► SEE STATEMENT 9	5	558.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	19,985,900.

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	SEE STATEMENT 10			
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				
b				
c				
d				
e				

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

	(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	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				
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	362,465.
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	1,047,779.	20,610,077.	0.050838
2008	886,492.	23,235,754.	0.038152
2007	1,503,371.	25,815,227.	0.058236
2006	3,028,487.	25,951,948.	0.116696
2005	1,951,507.	30,346,268.	0.064308

2	**Total** of line 1, column (d)	2	0.328230
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	0.065646
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	20,754,596.
5	Multiply line 4 by line 3	5	1,362,456.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,353.
7	Add lines 5 and 6	7	1,367,809.
8	Enter qualifying distributions from Part XII, line 4	8	684,141.

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 ► ☐ and enter 'N/A' on line 1. Date of ruling or determination letter _______ (attach copy of letter if necessary – see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b		1	10,706.
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	10,706.
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	10,706.
6 Credits/Payments			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a 36,448.		
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	36,448.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter amount owed ►		9	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►		10	25,742.
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ► 25,742.	**Refunded** ►	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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► DE			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities (Continued)

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

Website address ► N/A

14 The books are in care of ► RBZ BUSINESS MANAGEMENT Telephone no ► (310) 478-4148

Located at ► 11755 WILSHIRE BLVD STE 900 LOS ANGELES CA ZIP + 4 ► 90025

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

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

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies. SEE ADDENDUM AT STATEMENT 15

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☒ Yes ☐ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ► ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		1c	X	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes ☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__				
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 ► 20__ , 20__ , 20__ , 20__				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☒ Yes ☐ No			
b	If 'Yes,' did it have excess business holdings in 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)*		3b	X	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a	X	
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b	X	

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ 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** No: X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
BEVERLY H. MITCHELL 11755 WILSHIRE BLVD STE 900 LOS ANGELES, CA 90025	DIRECTOR 10.00	0.	0.	0.
JASON H. MITCHELL 11755 WILSHIRE BLVD STE 900 LOS ANGELES, CA 90025	SEC/TREAS 10.00	0.	0.	0.
JONATHAN E. MITCHELL 11755 WILSHIRE BLVD STE 900 LOS ANGELES, CA 90025	PRESIDENT 10.00	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.

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	7,645,717.
b Average of monthly cash balances	1b	372,701.
c Fair market value of all other assets (see instructions)	1c	13,052,238.
d **Total** (add lines 1a, b, and c)	1d	21,070,656.
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	21,070,656.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	316,060.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	20,754,596.
6 **Minimum investment return.** Enter 5% of line 5	6	1,037,730.

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

1 Minimum investment return from Part X, line 6	1	1,037,730.
2a Tax on investment income for 2010 from Part VI, line 5 2a 10,706.		
b Income tax for 2010 (This does not include the tax from Part VI) 2b		
c Add lines 2a and 2b	2c	10,706.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	1,027,024.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	1,027,024.
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	1,027,024.

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	684,141.
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	684,141.
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	
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	684,141.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,027,024.
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 215,239.				
b From 2006 1,770,304.				
c From 2007 245,256.				
d From 2008				
e From 2009 1,047,779.				
f **Total** of lines 3a through e	3,278,578.			
4 Qualifying distributions for 2010 from Part XII, line 4 ► $ 684,141.				
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				684,141.
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))*	342,883.			342,883.
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	2,935,695.			
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)	0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	2,935,695.			
10 Analysis of line 9				
a Excess from 2006 1,642,660.				
b Excess from 2007 245,256.				
c Excess from 2008				
d Excess from 2009 1,047,779.				
e Excess from 2010				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

SEE STATEMENT 11

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* SEE STATEMENT 12				
Total			► **3a**	684,141.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	12,717.	
4 Dividends and interest from securities			14	210,989.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	152.	
8 Gain or (loss) from sales of assets other than inventory			18	362,465.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue.					
a SEE STATEMENT 13				-79,966.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				506,357.	
13 Total. Add line 12, columns (b), (d), and (e)				13	506,357.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If 'Yes,' complete the following schedule

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

Sign Here

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

▶ X [signature] 11-11-11 ▶ X

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check if ☐ if self-employed	PTIN
KENNETH COELHO	[signature]	11.10.11		

Firm's name ▶ RBZ LLP — Firm's EIN ▶

Firm's address ▶ 11755 WILSHIRE BLVD NINTH FL LOS ANGELES, CA 90025-1540 — Phone no (310) 478-4148

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BROKER COMMISSION RECAP	$ 334.		
FOREIGN TAX REFUND	446.		
JLTV INTERNATIONAL, LLC	-14,378.		
MARKSTONE CAPITAL	-4,779.		
MITCHELL ENTERTAINMENT	-52,486.		
MITCHELL TECHNOLOGY INVES	-9,103.		
OTHER INVESTMENT INCOME	152.		
TOTAL	$ -79,814.	$ 0.	$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES (REFUND)	$ -14,535.			
TOTAL	$ -14,535.	$ 0.	$ 0.	$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PREPARATION OF FORM 990PF	$ 14,238.			
TOTAL	$ 14,238.	$ 0.	$ 0.	$ 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
FEDERAL EXCISE TAX	$ 343.			
FOREIGN TAXES WITHHELD	4,513.			
PAYROLL TAXES	5,004.			
STATE TAX REFUND	-189.			
TOTAL	$ 9,671.	$ 0.	$ 0.	$ 0.

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
ADVERTISING	$ 1,945.			
BANK CHARGES	73.			
EMPLOYEE BENEFITS	2,756.			
INVESTMENT MANAGEMENT FEES	30,380.	$ 30,380.		
POSTAGE & DELIVERY	65.			
SAFEKEEPING FEES	20,473.	20,473.		
TELEPHONE	881.			
TOTAL	$ 56,573.	$ 50,853.	$ 0.	$ 0.

STATEMENT 6
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
NORTHERN TRUST - GABELLI	COST	$ 607,092.	$ 1,115,566.
NORTHERN TRUST - BRANDES	COST	1,127,771.	937,591.
NORTHERN TRUST - MASTRAPASQUA	COST	1,030,071.	1,499,459.
NORTHERN TRUST - HARDING LOEVNER EMERGIN	COST	332,903.	856,525.
NORTHERN TRUST - ISHARE	COST	631,422.	605,756.
NORTHERN TRUST - SEIX FUNDS INC HIGH YIE	COST	262,936.	260,804.
NORTHERN TRUST - PIMCO	COST	1,024,090.	1,074,336.
NORTHERN TRUST - GRYPHON	COST	993,675.	957,405.
	TOTAL	$ 6,009,960.	$ 7,307,442.

STATEMENT 7
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

OTHER INVESTMENTS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LOOSE DIAMONDS	COST	$ 54,950.	$ 54,950.
STATE OF ISRAEL BONDS	COST	250,000.	250,000.
MITCHELL TECHNOLOGY INVESTMENTS	COST	1,107,459.	1,107,459.
OTHER INVESTMENTS	COST	158,442.	158,442.
MITCHELL ENTERTAINMENT COMPANY	COST	6,659,232.	6,659,232.
MARKSTONE CAPITAL PARTNERS	COST	161,360.	158,574.
JOLMO CAPITAL CHINA VENTURES I	COST	5,000,000.	5,000,000.
JLTV INT'L LLC INVESTMENT	COST	35,575.	35,575.
	TOTAL	$ 13,427,018.	$ 13,424,232.

STATEMENT 8
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
FEDERAL TAXES RECEIVABLE	$ 32,261.	$ 32,261.
ORGANIZATION EXPENSE	4,002.	4,002.
TOTAL	$ 36,263.	$ 36,263.

STATEMENT 9
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

NON DEDUCTIBLE EXPENSE FROM K-1	$ 558.
TOTAL	$ 558.

STATEMENT 10
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	9478.67 MFB NORTHN INTL EQTY INDEX	PURCHASED	VARIOUS	VARIOUS
2	MTF02 ST SEE ATTACHED	PURCHASED	VARIOUS	VARIOUS
3	MTF02 LT SEE ATTACHED	PURCHASED	VARIOUS	VARIOUS
4	NT 615 ST SEE ATTACHED	PURCHASED	VARIOUS	VARIOUS
5	NT 615 LT SEE ATTACHED	PURCHASED	VARIOUS	VARIOUS
6	NT 619 ST SEE ATTACHED	PURCHASED	VARIOUS	VARIOUS
7	NT 619 LT SEE ATTACHED	PURCHASED	VARIOUS	VARIOUS
8	67.71 MFO HARDING LOEVNER FDS INC	PURCHASED	12/01/2006	1/19/2010
9	274.22 PIMCO FUNDS TOTAL RETURN FUND	PURCHASED	12/19/2006	1/19/2010
10	CAPITAL GAIN DISTRIBUTIONS	PURCHASED	VARIOUS	VARIOUS
11	MEXICO COMMON STOCK	PURCHASED	VARIOUS	VARIOUS
12	NETHERLANDS COMMON STOCK	PURCHASED	VARIOUS	VARIOUS
13	ITALY RIGHTS/WARRENTS	PURCHASED	VARIOUS	VARIOUS
14	FOREIGN EXCHANGE TRANSACTIONS	PURCHASED	VARIOUS	VARIOUS
15	CASH DISBURSEMENTS	PURCHASED	VARIOUS	VARIOUS
16	MARKSTONE CAPITAL PARTNERS	PURCHASED	VARIOUS	VARIOUS
17	PER K-1 MITCHELL TECHNOLOGY INVESTMENTS	PURCHASED	VARIOUS	VARIOUS
18	PER K-1 MITCHELL TECHNOLOGY INVESTMENTS	PURCHASED	VARIOUS	VARIOUS

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
1	100,000.		105,213.	-5,213.				$ -5,213.
2	15,086.		8,148.	6,938.				6,938.
3	352,063.		347,614.	4,449.				4,449.
4	219,053.		210,555.	8,498.				8,498.
5	357,644.		295,039.	62,605.				62,605.
6	126,455.		89,464.	36,991.				36,991.
7	700,000.		513,031.	186,969.				186,969.
8	3,000.		1,036.	1,964.				1,964.
9	3,000.		2,809.	191.				191.
10	16,560.		0.	16,560.				16,560.

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
11	4.		5.	-1.				$ -1.
12	2.		1.	1.				1.
13	226.		0.	226.				226.
14	271.		0.	271.				271.
15	11,131.		11,166.	-35.				-35.
16	28.		0.	28.				28.
17	148,717.		0.	148,717.				148,717.
18	0.		106,694.	-106,694.				-106,694.
							TOTAL	$ 362,465.

STATEMENT 11
FORM 990-PF, PART XV, LINE 1B
FOUNDATION MANAGERS - 10% OR MORE STOCKHOLDERS

BEVERLY H. MITCHELL
JASON H. MITCHELL
JONATHAN E. MITCHELL

STATEMENT 12
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
DEVELOPMENT CORPORATION FOR ISRAEL 6222 WILSHIRE BLVD STE 300 LOS ANGELES, CA 90048	NONE	EXEMPT	GENERAL USE	$ 300.
YOUTH TOWNS OF ISRAEL 10100 SANTA MONICA BLVD 23RD FLOOR LOS ANGELES, CA 90067	NONE	EXEMPT	GENERAL USE	150,000.
SIMON WIESENTHAL CENTER 1399 S ROXBURY DRIVE LOS ANGELES, CA 90035	NONE	EXEMPT	GENERAL USE	5,000.
THE WOMEN'S GUILD OF CEDARS-SINAI 8700 BEVERLY BLVD LOS ANGELES, CA 90048	NONE	EXEMPT	GENERAL USE	10,150.

STATEMENT 12 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
UCLA - DEV ADVANCE 10920 WILSHIRE BLVD STE 900 LOS ANGELES, CA 90024	NONE	EXEMPT	GENERAL USE	$ 1,360.
THE FOUNDATION FOR CAMP MAX STRAUS 6505 WILSHIRE BLVD #600 LOS ANGELES, CA 90046	NONE	EXEMPT	GENERAL USE	5,000.
CHAMAH 27 WILLIAM STREET STE 613 NEW YORK, NY 10005	NONE	EXEMPT	GENERAL USE	10,000.
EISENHOWER MEDICAL CENTER FOUNDATION 39000 BOB HOPE DRIVE RANCHO MIRAGE, CA 92270	NONE	EXEMPT	GENERAL USE	1,000.
MACCABI USA/SUPPORT FOR ISRAEL P.O. BOX 96462 WASHINGTON DC, DC 20090	NONE	EXEMPT	GENERAL USE	100.
CEDARS-SINAI MEDICAL CENTER-BOARD MEMBER 8700 BEVERLY BLVD LOS ANGELES, CA 90048	NONE	EXEMPT	GENERAL USE	7,500.
ELIZABETH GLASER PEDIATRIC AIDS FDN 1140 CONNECTICUT AVE N.W. STE 200 WASHINGTON, DC 90036	NONE	EXEMPT	GENERAL USE	25,000.
UCLA FOUNDATION 10920 WILSHIRE BLVD STE 900 LOS ANGELES, CA 90024	NONE	EXEMPT	GENERAL USE	3,000.
WILSHIRE BOULEVARD TEMPLE 3663 WILSHIRE BLVD LOS ANGELES, CA 90010	NONE	EXEMPT	GENERAL USE	11,530.
GREATER LOS ANGELES ZOO ASSOCIATION 5333 ZOO DRIVE LOS ANGELES, CA 90027	NONE	EXEMPT	GENERAL USE	1,500.
THE JEWISH FEDERATION 6505 WILSHIRE BLVD STE 1000 LOS ANGELES, CA 90048	NONE	EXEMPT	GENERAL USE	17,500.

STATEMENT 12 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
AMERICAN ISRAEL EDUCATION FOUNDATION 251 H STREET NW WASHINGTON, DC 20001	NONE	EXEMPT	GENERAL USE	$ 264,286.
CONCERN FOUNDATION 1026 S ROBERTSON BLVD STE 300 LOS ANGELES, CA 90035	NONE	EXEMPT	GENERAL USE	800.
DISCOVER A STAR FOUNDATION 100 UNIVERSAL CITY PLAZA 5511-3 UNIVERSAL CITY, CA 91608	NONE	EXEMPT	GENERAL USE	2,000.
NATURAL HISTORY MUSEUM OF LA COUNTY 900 EXPOSITION BLVD LOS ANGELES, CA 90007	NONE	EXEMPT	GENERAL USE	115.
LARC FOUNDATION 10560 WILSHIRE BLVD STE 1403 LOS ANGELES, CA 90024	NONE	EXEMPT	GENERAL USE	2,000.
NYU LANGONE MEDICAL CENTER 550 FIRST AVENUE NEW YORK, NY 10016	NONE	EXEMPT	GENERAL USE	500.
THE SALVATION ARMY 180 EAST OCEAN BLVD STE 500 LONG BEACH, CA 90802	NONE	EXEMPT	GENERAL USE	5,000.
THE WASHINGTON INSTITUTE FOR NEAR EAST P 1828 L STREET NW STE 1050 WASHINGTON, DC 20036	NONE	EXEMPT	GENERAL USE	25,000.
LIBERTY HILL FOUNDATION 2121 CLOVER FIELD BLVD STE 113 SANTA MONICA, CA 90404	NONE	EXEMPT	GENERAL USE	25,000.
ISRAEL CENTER FOR EXCELLENCE THRU EDUCAT 211 E CHICAGO AVE STE 1020 CHICAGO, IL 60611	NONE	EXEMPT	GENERAL USE	100,000.
JEWISH FREE LOAN ASSOCIATION 6505 WILSHIRE BLVD STE 715 LOS ANGELES, CA 90048	NONE	EXEMPT	GENERAL USE	10,000.

STATEMENT 12 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
NATIONAL MS SOCIETY 733 THIRD AVE 3RD FLOOR NEW YORK, NY 10017	NONE	EXEMPT	GENERAL USE	$ 500.
			TOTAL	$ 684,141.

STATEMENT 13
FORM 990-PF, PART XVI-A, LINE 11
OTHER REVENUE

OTHER REVENUE	(A) BUSI-NESS CODE	(B) UNRELATED BUSINESS AMOUNT	(C) EXCLU-SION CODE	(D) EXCLUDED AMOUNT	(E) RELATED OR EXEMPT FUNCTION
BROKER COMMISSION RECAP			14	$ 334.	
FOREIGN TAX REFUND			14	446.	
JLTV INTERNATIONAL, LLC			14	-14,378.	
MARKSTONE CAPITAL			14	-4,779.	
MITCHELL ENTERTAINMENT			14	-52,486.	
MITCHELL TECHNOLOGY INVES			14	-9,103.	
TOTAL		$ 0.		$ -79,966.	$ 0.

STATEMENT 14

EDWARD AND ANNA MITCHELL FAMILY FOUNDATION
FEIN: 95-4715236

FORM 990PF, PART VII-A
LINE 11 ATTACHMENT

SCHEDULE OF INFORMATION REGARDING TRANSFERS TO A CONTROLLED ENTITY

NAME OF CONTROLLED ENTITY: MITCHELL ENTERTAINMENT COMPANY, LLC
ADDRESS OF CONTROLLED ENTITY: 9220 W. SUNSET BLVD, #112, WEST HOLLYWOOD, CA 90069
FEIN: 51-0530823
DESCRPTION OF TRANSFER: ADDITIONAL INVESTMENTS IN CONTROLLED ENTITY
AMOUNT OF TRANSFER: 165,960

STATEMENT 15

EDWARD AND ANNA MITCHELL FAMILY FOUNDATION
FEIN: 95-4715236

FORM 990PF, PART VII-B
LINE 1A ATTACHMENT

ADDENDUM TO PART VII-B STATEMENTS REGARDING ACTIVITIES FOR WHICH FORM 4720 MAY BE REQUIRED.

A TRANSACTION THAT ORIGINALLY CAME TO OUR ATTENTION IN 2009 MAY BE AN ACT OF SELF-DEALING OR MAY INVOLVE AN EXCESS BUSINESS HOLDING ISSUE. OUTSIDE COUNSEL IS ATTEMPTING TO GATHER FACTUAL INFORMATION AND ONCE HE DOES WE WILL CONFER WITH HIM ON HIS EVALUATION. IF IT IS DETERMINED AFTER REVIEW BY OUTSIDE COUNSEL THAT WE DO HAVE A SELF-DEALING OR EXCESS BUSINESS HOLDING ISSUE, THE APPRORIATE FORM 4720'S WILL BE FILED.

Realized Gain/Loss Detail - Taxable

Trade Date / Settle Date	Security Description / Acquisition Date	Shares/Par	Proceeds	Cost	Realized gain/loss – Market – Short Term	Realized gain/loss – Market – Long Term	Translation	Total – Short Term	Total – Long Term
Sales									
Equities									
23 Sep 10 28 Sep 10	XL GROUP PLC ORD USD0 01 SEDOL B5LRLL2	- 108 00	2,241 69	- 1,730 08	0 00	511 61	0 00	0.00	511 61
	29 Jul 08	- 107 00	2,220 93	- 1,712.00	0 00	508 93	0 00	0 00	508 93
	30 Jul 08	- 1 00	20 76	- 18 08	0 00	2 68	0 00	0 00	2 68
Total United States			**39,200.87**	**- 26,790.28**	**6,928.01**	**5,482 58**	**0.00**	**6,928.01**	**5,482.58**
Total S/T translation gain/loss for Equities							**0.00**		
Total L/T translation gain/loss for Equities							**- 4,700.68**		
Total realized gains for Equities					**7,096.82**	**68,798.25**	**3,571 35**	**7,096.82**	**67,643.20**
Total realized losses for Equities					**- 159 26**	**- 59,648.23**	**- 8,272.03**	**- 159.26**	**- 63,193.86**
Total Equities			**367,148.82**	**- 355,761.92**	**6,937 56**	**9,150.02**	**- 4,700.68**	**6,937.56**	**4,449.34**
Total Sales			**367,148.82**	**- 355,761.92**	**6,937.56**	**9,150.02**	**- 4,700.68**	**6,937.56**	**4,449.34**

	Proceed	Cost
ST	15,086	8,148
LT	352,063	347,614

Realized Gain/Loss Detail - Taxable

Trade Date / Settle Date	Security Description / Acquisition Date	Shares/Par	Proceeds	Cost	Realized gain/loss: Market Short Term	Market Long Term	Translation	Total Short Term	Total Long Term
Sales									
Equities									
Common Stock									
Canada									
29 Jul 10 3 Aug 10	MAGNA INTERNATIONAL INC COMMON STOCK SEDOL 2554549	- 200 00	14,905 08	- 12,423 21	0 00	2,481 87	0 00	0 00	2,481 87
	22 Sep 06	- 60 00	4,471 52	- 4,199 94	0 00	271 58	0 00	0 00	271 58
	25 Aug 08	- 140 00	10,433 56	- 8,223 27	0 00	2,210 29	0 00	0 00	2,210 29
Total Canada			**14,905.08**	**- 12,423.21**	**0.00**	**2,481 87**	**0 00**	**0 00**	**2,481.87**
Finland									
3 Jun 10 8 Jun 10	ADR UPM KYMMENE CORP SPONSORED ISIN US9154361094 SEDOL 2899585	- 330 00	4,295 73	- 3,062 40	0 00	1,233 33	0 00	0 00	1,233 33
	3 Feb 09	- 330 00	4,295 73	- 3,062 40	0 00	1,233 33	0 00	0 00	1,233 33
Total Finland		-	**4,295 73**	**- 3,062.40**	**0.00**	**1,233.33**	**0.00**	**0.00**	**1,233 33**
France									
9 Feb 10 12 Feb 10	ADR SANOFI-AVENTIS SPONSORED ADR SEDOL 2964557	- 200 00	7,291 76	- 8,720 33	0 00	- 1,428 57	0 00	0.00	- 1,428 57
	22 Nov 06	- 80 00	2,916 70	- 3,465 90	0 00	- 549 20	0.00	0 00	- 549 20
	22 Feb 07	- 120 00	4,375 06	- 5,254 43	0 00	- 879 37	0 00	0 00	- 879 37
13 Dec 10 16 Dec 10	ADR SANOFI-AVENTIS SPONSORED ADR SEDOL 2964557	- 200 00	6,590 90	- 8,757 38	0 00	- 2,166 48	0 00	0 00	- 2,166 48
	22 Feb 07	- 200 00	6,590 90	- 8,757 38	0 00	- 2,166.48	0 00	0 00	- 2,166 48
Total France			**13,882.66**	**- 17,477.71**	**0.00**	**- 3,595.05**	**0.00**	**0.00**	**- 3,595.05**

Realized Gain/Loss Detail - Taxable

Trade Date / Settle Date	Security Description / Acquisition Date	Shares/Par	Proceeds	Cost	Realized gain/loss: Market Short Term	Market Long Term	Translation	Total Short Term	Total Long Term
Sales									
Equities									
Germany									
8 Mar 10 / 11 Mar 10	ADR BASF AKTIENGESELLSCHAFT - LEVEL I SEDOL 2082965	- 90 00	5,296 77	- 2,500 80	0 00	2,795 97	0 00	0 00	2,795 97
	20 Nov 08	- 90 00	5,296 77	- 2,500 80	0 00	2,795 97	0 00	0 00	2,795 97
31 Mar 10 / 6 Apr 10	ADR BASF AKTIENGESELLSCHAFT - LEVEL I SEDOL 2082965	- 180 00	11,106 17	- 5,001.61	0 00	6,104 56	0 00	0 00	6,104 56
	20 Nov 08	- 180 00	11,106 17	- 5,001 61	0 00	6,104 56	0 00	0 00	6,104 56
13 Dec 10 / 16 Dec 10	ADR DEUTSCHE TELEKOM AG SPONSORED ADR SEDOL 2281999	- 1,080 00	14,240 68	- 19,082 08	0 00	- 4,841 40	0 00	0 00	- 4,841 40
	2 Sep 05	- 360 00	4,746 89	- 6,903 28	0 00	- 2,156 39	0 00	0 00	- 2,156 39
	23 Nov 05	- 720 00	9,493 79	- 12,178 80	0.00	- 2,685 01	0 00	0 00	- 2,685 01
14 Jul 10 / 16 Jul 10	BAYER MOTOREN WERK EUR1 SEDOL 5756029	- 69 00	3,645 55	- 2,911 85	0 00	1,136 28	- 402.58	0 00	733 70
	18 Aug 08	- 2 00	105 67	- 85 78	0 00	31 69	- 11 80	0 00	19 89
	19 Aug 08	- 67 00	3,539 88	- 2,826 07	0 00	1,104 59	- 390 78	0 00	713 81
13 Jul 10 / 15 Jul 10	BAYER MOTOREN WERK EUR1 SEDOL 5756029	- 121 00	6,260 80	- 5,266 87	0 00	1,787 38	- 793 45	0 00	993 93
	15 Aug 08	- 74 00	3,828 92	- 3,251 16	0 00	1,082 44	- 504 68	0 00	577 76
	18 Aug 08	- 47 00	2,431 88	- 2,015 71	0 00	704 94	- 288.77	0 00	416 17
28 Oct 10 / 1 Nov 10	DEUTSCHE POST AG NPV(REGD) SEDOL 4617859	- 738 00	13,855 57	- 13,400 79	0 00	427 10	27.68	0 00	454 78
	10 Aug 06	- 108 00	2,027 64	- 2,615 30	0 00	- 789 43	201 77	0 00	- 587 66
	15 Aug 08	- 241 00	4,524 66	- 5,572 07	0 00	- 629 07	- 418 34	0 00	- 1,047 41
	18 Aug 08	- 29 00	544 46	- 658 31	0 00	- 73 06	- 40 79	0 00	- 113 85
	5 Nov 08	- 360 00	6,758 81	- 4,555 11	0 00	1,918 66	285 04	0 00	2,203 70
17 Aug 10 / 19 Aug 10	DEUTSCHE POST AG NPV(REGD) SEDOL 4617859	- 122 00	2,121 74	- 2,954 31	0 00	- 844 82	12 25	0 00	- 832 57
	10 Aug 06	- 122 00	2,121 74	- 2,954 31	0 00	- 844 82	12 25	0 00	- 832 57
Total Germany			**56,527 28**	**- 51,118.31**	**0.00**	**6,565 07**	**- 1,156 10**	**0.00**	**5,408 97**

Realized Gain/Loss Detail - Taxable

Trade Date / Settle Date	Security Description / Acquisition Date	Shares/Par	Proceeds	Cost	Realized gain/loss: Market Short Term	Realized gain/loss: Market Long Term	Realized gain/loss: Translation	Realized gain/loss: Total Short Term	Realized gain/loss: Total Long Term
Sales									
Equities									
Japan									
29 Oct 10 4 Nov 10	ACOM CO NPV SEDOL 6049784	- 12 00	136 59	- 419 30	0 00	- 394 68	111 97	0 00	- 282 71
	20 Dec 06	- 12 00	136 59	- 419 30	0 00	- 394 68	111 97	0 00	- 282 71
29 Oct 10 3 Nov 10	ADR ACOM CO LTD SPONSORED ADR SEDOL B0H9BP1	- 2 00	5 66	- 19 40	0 00	- 13 74	0 00	0 00	- 13 74
	6 Jul 06	- 0 15	0 42	- 1 89	0 00	- 1 47	0 00	0 00	- 1 47
	22 Sep 06	- 0 90	2 53	- 9 15	0 00	- 6 62	0.00	0 00	- 6 62
	20 Dec 06	- 0 96	2 71	- 8 36	0 00	- 5 65	0 00	0 00	- 5 65
13 Dec 10 16 Dec 10	ADR CANON INC ADR REPSTG 5 SHS SEDOL 2173706	- 240 00	11,754 88	- 8,569 27	0 00	3,185 61	0 00	0 00	3,185 61
	6 Nov 08	- 240 00	11,754 88	- 8,569 27	0 00	3,185 61	0.00	0 00	3,185 61
13 Dec 10 16 Dec 10	ADR FUJI HEAVY INDS LTD ADR ISIN #US3595562063 SEDOL 2354482	- 110 00	8,247 38	- 5,530 49	0 00	2,716 89	0.00	0 00	2,716 89
	20 Apr 07	- 110 00	8,247 38	- 5,530 49	0 00	2,716 89	0 00	0 00	2,716 89
13 Dec 10 16 Dec 10	ADR FUJIFILM HLDGS CORP ADR 2 ORD ADR SEDOL 2354501	- 130 00	4,557 65	- 4,304.73	0 00	252 92	0 00	0 00	252 92
	2 Sep 05	- 130 00	4,557 65	- 4,304 73	0 00	252 92	0 00	0 00	252 92
28 May 10 3 Jun 10	ADR HITACHI LTD A D R. FOR 10 COM SEDOL 2428901	- 190 00	7,763 36	- 10,665 57	0 00	- 2,902 21	0 00	0 00	- 2,902 21
	22 Jan 03	- 50 00	2,042 99	- 2,061 41	0.00	- 18 42	0 00	0 00	- 18 42
	4 Aug 06	- 140 00	5,720 37	- 8,604 16	0 00	- 2,883 79	0 00	0 00	- 2,883 79
13 Dec 10 16 Dec 10	ADR HONDA MTR LTD ADR REPRESENTING 2 ORDSHS SEDOL 2435279	- 130 00	4,943 33	- 2,774 82	0 00	2,168 51	0 00	0 00	2,168 51
	24 Oct 08	- 130 00	4,943 33	- 2,774 82	0 00	2,168 51	0 00	0 00	2,168 51
13 Dec 10 16 Dec 10	ADR NISSAN MTR LTD SPONSORED ADR SEDOL 2641452	- 570 00	10,980 41	- 8,793 46	0.00	2,186 95	0 00	0 00	2,186 95

Realized Gain/Loss Detail - Taxable

Trade Date / Settle Date	Security Description / Acquisition Date	Shares/Par	Proceeds	Cost	Realized gain/loss Market Short Term	Market Long Term	Translation	Total Short Term	Total Long Term
Sales									
Equities									
	31 Jul 08	- 410 00	7,898 19	- 6,341 10	0 00	1,557 09	0 00	0 00	1,557 09
	21 Aug 08	- 160 00	3,082 22	- 2,452 36	0 00	629 86	0 00	0 00	629 86
13 Dec 10 16 Dec 10	ADR SONY CORP AMERN SH NEW SEDOL 2821481	- 220 00	7,891 09	- 8,448 38	0 00	- 557 29	0 00	0 00	- 557 29
	12 Oct 05	- 80 00	2,869 49	- 2,686 90	0.00	182.59	0 00	0 00	182 59
	11 Apr 08	- 140 00	5,021 60	- 5,761 48	0 00	- 739 88	0 00	0 00	- 739 88
13 Dec 10 16 Dec 10	ADR TDK CORP SEDOL 2868529	- 150 00	10,586 64	- 9,437 52	0 00	1,149 12	0 00	0 00	1,149 12
	25 Mar 08	- 110 00	7,763 54	- 7,012 07	0 00	751 47	0 00	0 00	751 47
	28 Mar 08	- 40 00	2,823 10	- 2,425 45	0 00	397 65	0.00	0 00	397 65
6 Dec 10 9 Dec 10	NEC CORP NPV SEDOL 6640400	- 2,000 00	5,680 60	- 10,954 60	0 00	- 7,035 42	1,761 42	0.00	- 5,274 00
	20 Apr 07	- 2,000 00	5,680 60	- 10,954 60	0 00	- 7,035 42	1,761 42	0 00	- 5,274 00
18 Oct 10 21 Oct 10	NEC CORP NPV SEDOL 6640400	- 1,220 00	3,510 07	- 6,682 31	0 00	- 4,371 14	1,198 90	0 00	- 3,172 24
	20 Apr 07	- 1,220 00	3,510 07	- 6,682 31	0 00	- 4,371 14	1,198 90	0 00	- 3,172 24
Total Japan			**76,057 66**	**- 76,599 85**	**0.00**	**- 3,614 48**	**3,072.29**	**0.00**	**- 542.19**
KOREA, REPUBLIC OF									
15 Jun 10 18 Jun 10	ADR KT CORP SPONSORED ADR SEDOL 2419875	- 21 00	424 58	- 484 05	0 00	- 59 47	0 00	0 00	- 59 47
	8 May 02	- 21 00	424 58	- 484 05	0 00	- 59 47	0 00	0 00	- 59 47
10 Jun 10 15 Jun 10	ADR KT CORP SPONSORED ADR SEDOL 2419875	- 69 00	1,405 17	- 1,590 45	0.00	- 185 28	0 00	0 00	- 185 28
	8 May 02	- 69 00	1,405 17	- 1,590 45	0 00	- 185 28	0.00	0 00	- 185 28
9 Jun 10 14 Jun 10	ADR KT CORP SPONSORED ADR SEDOL 2419875	- 137 00	2,738 43	- 3,157 85	0 00	- 419 42	0 00	0 00	- 419 42
	8 May 02	- 137 00	2,738 43	- 3,157 85	0 00	- 419 42	0 00	0 00	- 419 42

Realized Gain/Loss Detail - Taxable

Trade Date / Settle Date	Security Description / Acquisition Date	Shares/Par	Proceeds	Cost	Realized gain/loss: Market Short Term	Market Long Term	Translation	Total Short Term	Total Long Term
Sales									
Equities									
11 Jun 10 16 Jun 10	ADR KT CORP SPONSORED ADR SEDOL 2419875	- 41 00	829 60	- 945 05	0.00	- 115 45	0 00	0 00	- 115 45
	8 May 02	- 41 00	829 60	- 945 05	0 00	- 115 45	0 00	0 00	- 115 45
13 Dec 10 16 Dec 10	ADR SK TELECOM LTD SPONSORED ADR SEDOL 2495648	- 250 00	4,683 51	- 5,000 00	0 00	- 316 49	0 00	0 00	- 316 49
	22 Nov 05	- 250 00	4,683 51	- 5,000 00	0 00	- 316 49	0 00	0 00	- 316 49
Total KOREA, REPUBLIC OF			**10,081.29**	**- 11,177.40**	**0.00**	**- 1,096.11**	**0.00**	**0.00**	**- 1,096 11**
Mexico									
13 Dec 10 16 Dec 10	ADR CEMEX SAB DE CV SEDOL 2488671	- 690 00	6,905 19	- 8,196 52	0 00	- 1,291 33	0 00	0 00	- 1,291 33
	16 Nov 09	- 574 60	5,750 32	- 6,903 82	0 00	- 1,153 50	0 00	0 00	- 1,153 50
	19 Nov 09	- 115 40	1,154 87	- 1,292 70	0 00	- 137 83	0 00	0 00	- 137 83
Total Mexico		-	**6,905.19**	**- 8,196.52**	**0.00**	**- 1,291.33**	**0 00**	**0.00**	**- 1,291.33**
Netherlands									
8 Sep 10 13 Sep 10	ADR AKZO NOBEL N V SPONSORED ADR SEDOL 2011936	- 100 00	5,541 48	- 2,720 98	0 00	2,820 50	0 00	0 00	2,820 50
	27 Jun 03	- 100 00	5,541 48	- 2,720 98	0 00	2,820 50	0 00	0 00	2,820 50
13 Dec 10 16 Dec 10	ADR KONINKLIJKE AHOLD NV SPONSORED ADR 2007 SEDOL 2037813	- 300 00	3,832 78	- 1,626 82	0 00	2,205 96	0 00	0 00	2,205 96
	13 May 04	- 116 00	1,482 01	- 653 97	0 00	828 04	0 00	0 00	828 04
	4 Nov 05	- 184 00	2,350 77	- 972 85	0 00	1,377 92	0 00	0 00	1,377 92
13 Dec 10 16 Dec 10	ADR STMICROELECTRONICS N V SHS-N Y REGISTRY SHS-N Y REGISTRY SEDOL 2430025	- 980 00	10,064 24	- 15,689 80	0 00	- 5,625 56	0 00	0 00	- 5,625 56
	8 Jun 05	- 980 00	10,064 24	- 15,689 80	0 00	- 5,625 56	0 00	0 00	- 5,625 56

Realized Gain/Loss Detail - Taxable

Sales

Equities

Trade Date / Settle Date	Security Description / Acquisition Date	Shares/Par	Proceeds	Cost	Realized gain/loss: Market Short Term	Market Long Term	Translation	Total Short Term	Total Long Term
2 Feb 10 / 5 Feb 10	ADR TNT N V SPONSORED ADR SEDOL 2259457	- 237 00	6,957 83	- 4,529 70	9 55	2,418 58	0.00	9.55	2,418 58
	22 Dec 08	- 228 67	6,713 28	- 4,294 70	0 00	2,418 58	0 00	0 00	2,418 58
	8 Apr 09	- 5 75	168 81	0 00	168 81	0 00	0 00	168 81	0 00
	26 Aug 09	- 2 58	75 74	- 235 00	- 159 26	0 00	0 00	- 159 26	0 00
13 Dec 10 / 16 Dec 10	ADR UNILEVER N V NEW YORK SHS NEW SEDOL 2416542	- 130 00	4,055 01	- 2,636 28	0 00	1,418 73	0 00	0 00	1,418 73
	1 Sep 04	- 130 00	4,055 01	- 2,636 28	0 00	1,418 73	0 00	0 00	1,418 73
Total Netherlands			**30,451.34**	**- 27,203.58**	**9 55**	**3,238 21**	**0.00**	**9.55**	**3,238.21**

Portugal

Trade Date / Settle Date	Security Description / Acquisition Date	Shares/Par	Proceeds	Cost	Market Short Term	Market Long Term	Translation	Total Short Term	Total Long Term
13 Dec 10 / 16 Dec 10	ADR PORTUGAL TELECOM SGPS S A SPONSORED ADR SEDOL 2696076	- 560 00	7,639 56	- 3,780 00	0.00	3,859 56	0 00	0 00	3,859 56
	19 Jun 02	- 560 00	7,639 56	- 3,780 00	0 00	3,859 56	0 00	0 00	3,859 56
14 Oct 10 / 19 Oct 10	ADR PORTUGAL TELECOM SGPS S A SPONSORED ADR SEDOL 2696076	- 280 00	3,934 91	- 1,890 00	0 00	2,044 91	0.00	0 00	2,044 91
	19 Jun 02	- 280 00	3,934 91	- 1,890 00	0 00	2,044 91	0 00	0 00	2,044 91
Total Portugal			**11,574 47**	**- 5,670.00**	**0.00**	**5,904.47**	**0.00**	**0.00**	**5,904.47**

Spain

Trade Date / Settle Date	Security Description / Acquisition Date	Shares/Par	Proceeds	Cost	Market Short Term	Market Long Term	Translation	Total Short Term	Total Long Term
26 Oct 10 / 29 Oct 10	ADR TELEFONICA S A SPONSORED SEDOL 2881098	- 50 00	3,988 37	- 2,293 80	0 00	1,694 57	0.00	0 00	1,694 57
	27 Feb 06	- 50 00	3,988 37	- 2,293 80	0 00	1,694 57	0 00	0 00	1,694 57
Total Spain			**3,988.37**	**- 2,293.80**	**0 00**	**1,694.57**	**0.00**	**0 00**	**1,694.57**

Realized Gain/Loss Detail - Taxable

Trade Date / Settle Date	Security Description / Acquisition Date	Shares/Par	Proceeds	Cost	Market Short Term	Market Long Term	Translation	Total Short Term	Total Long Term

Sales

Equities

Sweden

Trade Date / Settle Date	Security Description / Acquisition Date	Shares/Par	Proceeds	Cost	Market Short Term	Market Long Term	Translation	Total Short Term	Total Long Term
23 Jun 10 28 Jun 10	ADR ERICSSON L M TEL CO ADR CL B SEK 10 NEW ERICSSON L M TEL CO ADR SEDOL 2031730	- 480 00	5,422 08	- 6,939 60	0 00	- 1,517 52	0 00	0 00	- 1,517 52
	13 Nov 07	- 480 00	5,422 08	- 6,939 60	0 00	- 1,517 52	0 00	0 00	- 1,517 52
Total Sweden			**5,422.08**	**- 6,939.60**	**0.00**	**- 1,517.52**	**0.00**	**0.00**	**- 1,517.52**

Switzerland

Trade Date / Settle Date	Security Description / Acquisition Date	Shares/Par	Proceeds	Cost	Market Short Term	Market Long Term	Translation	Total Short Term	Total Long Term
13 Dec 10 16 Dec 10	ADR SWISS REINS CO SEDOL 2782447	- 140 00	7,235 70	- 6,221 17	0 00	1,014 53	0 00	0 00	1,014 53
	30 Oct 09	- 80 00	4,134 69	- 3,411 14	0 00	723 55	0 00	0 00	723 55
	20 Nov 09	- 60 00	3,101 01	- 2,810 03	0 00	290 98	0 00	0 00	290 98
13 Dec 10 16 Dec 10	GDR SWISSCOM SPONSORED ADR SEDOL 2291794	- 250 00	10,844 06	- 6,661.73	0 00	4,182 33	0 00	0 00	4,182 33
	19 Jun 02	- 250 00	10,844 06	- 6,661 73	0 00	4,182 33	0 00	0 00	4,182 33
Total Switzerland			**18,079.76**	**- 12,882.90**	**0 00**	**5,196 86**	**0 00**	**0.00**	**5,196.86**

United Kingdom

Trade Date / Settle Date	Security Description / Acquisition Date	Shares/Par	Proceeds	Cost	Market Short Term	Market Long Term	Translation	Total Short Term	Total Long Term
21 Jul 10 26 Jul 10	#REORG/ADR TOMKINS PLC SPONSORED ADR CASH MERGER 9-24-2010 SEDOL 2896177	- 680 00	12,372 66	- 7,064 99	0 00	5,307 67	0 00	0 00	5,307 67
	11 Jul 08	- 90 00	1,637 56	- 915 35	0 00	722 21	0 00	0 00	722 21
	25 Aug 08	- 590 00	10,735 10	- 6,149 64	0 00	4,585 46	0.00	0 00	4,585 46
18 May 10 21 May 10	#REORG/ADR TOMKINS PLC SPONSORED ADR CASH MERGER 9-24-2010 SEDOL 2896177	- 420 00	6,092 75	- 4,271 61	0 00	1,821 14	0 00	0 00	1,821 14
	11 Jul 08	- 420 00	6,092 75	- 4,271 61	0 00	1,821 14	0 00	0 00	1,821 14

Realized Gain/Loss Detail - Taxable

Sales

Equities

Trade Date / Settle Date	Security Description / Acquisition Date	Shares/Par	Proceeds	Cost	Realized gain/loss Market Short Term	Market Long Term	Translation	Total Short Term	Total Long Term
13 Dec 10 16 Dec 10	ADR ASTRAZENECA PLC SPONSORED ADR UK SEDOL 2989044	- 180 00	8,787 62	- 8,600 93	0 00	186 69	0 00	0 00	186 69
	18 Jun 07	- 20 00	976.40	- 1,040 14	0 00	- 63 74	0 00	0 00	- 63 74
	14 Aug 07	- 160 00	7,811 22	- 7,560 79	0 00	250 43	0 00	0 00	250 43
23 Jun 10 28 Jun 10	ADR BRIT SKY BROADCASTING GROUP PLC SPONSORED ADR SEDOL 2136301	- 140 00	5,861 95	- 5,216 81	0 00	645 14	0 00	0.00	645 14
	12 Jan 06	- 140 00	5,861 95	- 5,216 81	0 00	645 14	0 00	0 00	645 14
20 Jul 10 23 Jul 10	ADR BRIT SKY BROADCASTING GROUP PLC SPONSORED ADR SEDOL 2136301	- 170 00	7,197 09	- 6,334 69	0 00	862 40	0 00	0 00	862 40
	12 Jan 06	- 170 00	7,197 09	- 6,334 69	0 00	862 40	0 00	0 00	862 40
13 Dec 10 16 Dec 10	ADR GLAXOSMITHKLINE PLC SPONSORED ADR SEDOL 2374112	- 180 00	7,185 11	- 9,392 72	0 00	- 2,207 61	0.00	0 00	- 2,207 61
	22 Dec 06	- 80 00	3,193 38	- 4,192 38	0 00	- 999 00	0 00	0 00	- 999 00
	21 Jun 07	- 100 00	3,991 73	- 5,200 34	0 00	- 1,208 61	0.00	0 00	- 1,208 61
13 Dec 10 16 Dec 10	ADR KINGFISHER PLC SPONSORED ADR PAR 15 5/7 PENCE SEDOL B3D0Q65	- 1,320 00	10,503 87	- 8,295 01	0 00	2,208 86	0 00	0 00	2,208 86
	4 Dec 07	- 1,320 00	10,503 87	- 8,295.01	0 00	2,208 86	0 00	0 00	2,208 86
25 Mar 10 30 Mar 10	ADR ROYAL BK SCOTLAND GROUP PLC SPONSORED ADR REPSTG 20 ORD SH SEDOL B28HLF8	- 15 00	202 55	- 3,077 68	0 00	- 2,875 13	0 00	0 00	- 2,875 13
	9 Sep 05	- 2 65	35 78	- 545 00	0 00	- 509 22	0 00	0 00	- 509 22
	21 Sep 05	- 9 47	127 91	- 1,904 87	0 00	- 1,776 96	0 00	0 00	- 1,776 96
	6 Jun 06	- 0 02	0 21	- 3 20	0 00	- 2 99	0 00	0 00	- 2 99
	6 Jun 06	- 1 10	14 78	- 236 84	0 00	- 222 06	0 00	0 00	- 222 06
	7 Sep 06	- 1 04	13 99	- 236 23	0 00	- 222 24	0 00	0 00	- 222 24
	30 Apr 07	- 0 38	5 15	- 151 54	0 00	- 146 39	0 00	0 00	- 146 39
	10 Sep 08	- 0 35	4 73	0 00	0 00	4 73	0 00	0 00	4 73
14 Dec 10 17 Dec 10	ITV ORD GBP0 10 SEDOL 3398649	- 7,635 00	8,833 42	- 14,722 04	0 00	- 4,602 02	- 1,286 60	0 00	- 5,888 62

Realized Gain/Loss Detail - Taxable

Trade Date / Settle Date	Security Description / Acquisition Date	Shares/Par	Proceeds	Cost	Realized gain/loss: Market Short Term	Market Long Term	Translation	Total Short Term	Total Long Term
	Sales								
	Equities								
	14 Nov 05	- 7,180 00	8,307 00	- 13,857 40	0 00	- 4,340 91	- 1,209 49	0 00	- 5,550 40
	5 Dec 05	- 455 00	526 42	- 864 64	0 00	- 261 11	- 77 11	0 00	- 338 22
15 Dec 10 17 Dec 10	ITV ORD GBP0 10 SEDOL 3398649	- 1,345 00	1,525 18	- 2,555 90	0 00	- 792 10	- 238 62	0 00	- 1,030 72
	5 Dec 05	- 1,345 00	1,525 18	- 2,555 90	0 00	- 792 10	- 238 62	0 00	- 1,030 72
25 Mar 10 30 Mar 10	ROYAL BK SCOT GRP ORD GBP0 25 SEDOL 0754783	- 3,454 00	2,332 29	- 20,522 36	0 00	- 13,342 48	- 4,847 59	0 00	- 18,190 07
	4 Feb 08	- 338 23	228 38	- 2,674 35	0 00	- 1,797 51	- 648 46	0 00	- 2,445 97
	20 Feb 08	- 1,270 91	858 18	- 8,785 68	0 00	- 5,856 19	- 2,071 31	0 00	- 7,927 50
	20 May 08	- 1,844 87	1,245 73	- 9,062 33	0.00	- 5,688 78	- 2,127 82	0 00	- 7,816 60
14 Dec 10 17 Dec 10	VODAFONE GROUP ORD USD0 11428571 SEDOL B16GWD5	- 1,820 00	4,882 55	- 3,871 62	0 00	1,254 99	- 244 06	0 00	1,010 93
	4 Aug 09	- 1,820 00	4,882 55	- 3,871 62	0 00	1,254 99	- 244 06	0 00	1,010 93
Total United Kingdom			**75,777.04**	**- 93,926 36**	**0.00**	**- 11,532.45**	**- 6,616.87**	**0 00**	**- 18,149.32**
United States									
25 Feb 10 2 Mar 10	ADR HENKEL AG & CO KGAA SPONSORED ADR REPSTG PFD SHS SEDOL 2249470	- 300 00	14,840 54	- 7,912 53	6,928.01	0 00	0.00	6,928 01	0 00
	15 Apr 09	- 300 00	14,840 54	- 7,912 53	6,928 01	0 00	0 00	6,928 01	0 00
21 Oct 10 26 Oct 10	DAIMLER AG SEDOL 2307389	- 160 00	10,756 53	- 6,788 54	0 00	3,967 99	0 00	0 00	3,967 99
	2 Sep 09	- 160 00	10,756 53	- 6,788 54	0 00	3,967 99	0 00	0 00	3,967 99
13 Dec 10 16 Dec 10	TYCO ELECTRONICS LTD F SEDOL B62B7C3	- 260 00	8,814 79	- 8,407 13	0 00	407 66	0 00	0 00	407 66
	10 Aug 07	- 260 00	8,814 79	- 8,407.13	0 00	407 66	0 00	0 00	407 66
22 Sep 10 27 Sep 10	XL GROUP PLC ORD USD0 01 SEDOL B5LRLL2	- 122 00	2,547 32	- 1,952 00	0 00	595 32	0 00	0.00	595 32
	29 Jul 08	- 122 00	2,547 32	- 1,952 00	0 00	595.32	0 00	0.00	595 32

2010 Tax Information Statement

Account Number: 26-38619
Recipient's Tax ID Number: 95-4715236

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Recipient's Name and Address: Ref: DS
EDWARD D AND ANNA MITCHELL FAMILY FOUNDATION
RBZ LLP
ATTN. C. CATHERINE
11755 WILSHIRE BLVD., NINTH FLOOR
LOS ANGELES, CA 90025

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

2010 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
Short Term Sales								
500.0000	349631101	FORTUNE BRANDS INC	03/19/2009	01/22/2010	21,684.72	11,855.50	9,829.22	0.00
500.0000	349631101	FORTUNE BRANDS INC	03/19/2009	02/25/2010	21,354.72	11,855.50	9,499.22	0.00
1000.0000	584404107	MEDIA GENERAL INC	07/27/2009	02/25/2010	8,062.89	4,268.70	3,794.19	0.00
3000.0000	12561E105	CKE RESTAURANTS INC	04/27/2010	05/03/2010	36,959.37	37,230.00	-270.63	0.00
1000.0000	584404107	MEDIA GENERAL INC	07/27/2009	05/03/2010	12,657.78	4,268.70	8,389.08	0.00
1000.0000	103043105	BOWNE & COMPANY INC	12/07/2009	11/29/2010	11,500.00	6,450.00	5,050.00	0.00
600.0000	04315B107	ARTIO GLOBAL INVS INC COM CL A COM CL A	12/01/2010	12/13/2010	8,609.85	8,334.00	275.85	0.00
500.0000	771497104	ROCHESTER MED CORP COM	09/14/2010	12/13/2010	5,625.90	5,201.35	424.55	0.00
Total Short Term Sales					**126,455.23**	**89,463.75**	**36,991.48**	**0.00**
Long Term 15% Sales								
500.0000	337756209	FISHER COMMUNICATIONS INC COM #US3377562091	12/17/2003	01/22/2010	6,629.91	24,000.00	-17,370.09	0.00
500.0000	367905106	GAYLORD ENTMT CO NEW	07/31/2000	01/22/2010	10,544.86	12,098.70	-1,553.84	0.00
1050.0000	398433102	GRIFFON CORP	02/07/2008	02/25/2010	12,788.83	9,647.37	3,141.46	0.00
400.0000	98944B108	ZEP INC COM STK	11/05/2007	02/25/2010	9,063.88	5,281.56	3,782.32	0.00
.9000	890516107	TOOTSIE ROLL INDS INC	11/05/2007	03/05/2010	25.20	20.05	5.15	0.00

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Recipient's Name and Address:
EDWARD D AND ANNA MITCHELL FAMILY
FOUNDATION
RBZ LLP
ATTN: C. CATHERINE
11755 WILSHIRE BLVD., NINTH FLOOR
LOS ANGELES, CA 90025

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
100.0000	16359R103	CHEMED CORP NEW COM	04/28/2008	03/22/2010	5,679 92	3,378.46	2,301.46	0 00
200 0000	231561101	CURTISS WRIGHT CORP	06/13/2000	03/22/2010	7,175.90	1,809.75	5,366.15	0.00
250.0000	283677854	EL PASO ELECTRIC CO NEW	02/23/2000	03/22/2010	5,064.93	2,167 00	2,897 93	0.00
100.0000	34354P105	FLOWSERVE CORP	10/25/2000	03/22/2010	10,434.86	1,787 31	8,647.55	0.00
500 0000	367905106	GAYLORD ENTMT CO NEW	11/28/2008	03/22/2010	12,494 84	4,422.65	8,072.19	0.00
1000 0000	398433102	GRIFFON CORP	03/18/2008	03/22/2010	13,399.82	8,235 30	5,164.52	0 00
300.0000	457030104	INGLES MKTS INC CL A	03/24/2008	03/22/2010	4,484.94	7,304.61	-2,819.67	0.00
500 0000	458786100	INTERMEC INC COM	01/12/2005	03/22/2010	7,354.90	10,797.85	-3,442.95	0.00
200.0000	466032109	J & J SNACK FOODS CORP COM STK NPV	07/12/2000	03/22/2010	8,793.88	1,663.00	7,130.88	0.00
1000.0000	607828100	MODINE MFG CO	02/24/2009	03/22/2010	10,649.86	1,068.50	9,581 36	0.00
200.0000	98944B108	ZEP INC COM STK	11/05/2007	03/22/2010	4,529.94	2,640.78	1,889.16	0.00
800 0000	607828100	MODINE MFG CO	02/24/2009	04/05/2010	8,952.08	854.80	8,097.28	0.00
100.0000	34354P105	FLOWSERVE CORP	10/25/2000	04/27/2010	11,704.80	1,787.31	9,917.49	0.00
200 0000	367905106	GAYLORD ENTMT CO NEW	02/24/2009	04/27/2010	6,699.88	1,408.00	5,291.88	0.00
200.0000	607828100	MODINE MFG CO	02/24/2009	04/27/2010	2,753.95	213.70	2,540.25	0.00
4000.0000	001712108	AMICAS INC COM	05/05/2006	04/28/2010	24,200.00	12,506.00	11,694.00	0.00
100.0000	16359R103	CHEMED CORP NEW COM	04/28/2008	05/03/2010	5,502.90	3,378.46	2,124.44	0 00
600.0000	30064E109	EXACTECH INC COM	05/08/2006	05/03/2010	12,066.77	8,689.04	3,377.73	0.00
500.0000	398433102	GRIFFON CORP	03/18/2008	05/03/2010	7,049 88	4,183.82	2,866.06	0.00

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LOS ANGELES, CA 90025

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
300 0000	483548103	KAMAN CORPORATION CLASS A	09/11/2002	05/03/2010	8,409.84	3,868.41	4,541.43	0.00
2000.0000	532774106	LIN TV CORP CL A CL A	02/04/2004	05/03/2010	15,512.52	40,529.45	-25,016.93	0.00
300.0000	05329W102	AUTONATION INC	07/30/2008	07/13/2010	5,856.89	3,095.34	2,761.55	0.00
200.0000	056525108	BADGER METER INC COM	05/11/2007	07/13/2010	7,925.86	4,937.54	2,988.32	0 00
50.0000	08986R101	BIGLARI HLDGS INC COM	07/05/2007	07/13/2010	14,273.26	12,511.68	1,761.58	0.00
500.0000	103304101	BOYD GAMING CORP COM	07/17/2008	07/13/2010	4,257.42	4,685.00	-427.58	0.00
500.0000	126501105	CTS CORP	04/07/2003	07/13/2010	4,952.41	3,632.85	1,319.56	0.00
500.0000	12686C109	CABLEVISION SYSTEMS INC	08/15/2002	07/13/2010	13,034.77	0.00	13,034.77	0 00
300.0000	171484108	CHURCHILL DOWNS INC COM	05/05/2006	07/13/2010	10,061.82	11,904.60	-1,842.78	0.00
200 0000	253651103	DIEBOLD INC COM	03/31/2008	07/13/2010	5,601.90	7,474.74	-1,872.84	0.00
831.0000	260095104	DOVER DOWNS GAMING & ENTMT INC COM	01/18/2002	07/13/2010	2,534.50	6,349.65	-3,815.15	0.00
1000.0000	260174107	DOVER MOTORSPORTS INC COM	01/18/2002	07/13/2010	1,809.96	6,419.87	-4,609.91	0 00
1000.0000	79546E104	SALLY BEAUTY HLDGS INC COM STK	11/14/2006	07/13/2010	8,637.85	7,178.90	1,458 95	0.00
800.0000	879433860	TELEPHONE & DATA SYSTEMS INC SPL COM	02/23/2000	07/13/2010	22,359.62	31,856.64	-9,497.02	0.00
260.0000	890516107	TOOTSIE ROLL INDS INC	11/05/2007	07/13/2010	6,282.48	5,793.45	489.03	0.00
1000.0000	92231M109	VASCULAR SOLUTIONS INC COM	04/10/2007	07/13/2010	12,384.79	9,972.50	2,412.29	0.00
1500.0000	260174107	DOVER MOTORSPORTS INC COM	04/02/2003	07/14/2010	2,579.95	4,236.70	-1,656.75	0.00
400 0000	420089104	#REORG/HAWK CORP CL A CASH MERGER 12-10-2010	07/01/2008	09/03/2010	14,778.42	7,240.60	7,537.82	0.00

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LOS ANGELES, CA 90025

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
1000.0000	458786100	INTERMEC INC COM	01/12/2005	09/10/2010	11,799.79	21,595.70	-9,795.91	0.00
200 0000	05329W102	AUTONATION INC	07/30/2008	09/14/2010	4,725.91	2,063.56	2,662.35	0.00
200 0000	420089104	#REORG/HAWK CORP CL A CASH MERGER 12-10-2010	07/01/2008	09/14/2010	7,949.86	3,620 30	4,329.56	0 00
800.0000	420089104	#REORG/HAWK CORP CL A CASH MERGER 12-10-2010	07/01/2008	12/06/2010	40,000.00	12,338.58	27,661.42	0.00
600 0000	04315B107	ARTIO GLOBAL INVS INC COM CL A COM CL A	11/13/2009	12/13/2010	8,609.85	14,586.00	-5,976.15	0.00
200.0000	05329W102	AUTONATION INC	07/30/2008	12/13/2010	5,319.90	2,063.56	3,256.34	0 00
50.0000	08986R101	BIGLARI HLDGS INC COM	06/13/2008	12/13/2010	21,161 54	6,516.75	14,644.79	0.00
500.0000	103304101	BOYD GAMING CORP COM	07/17/2008	12/13/2010	4,862.41	4,685.00	177.41	0.00
500.0000	126501105	CTS CORP	04/07/2003	12/13/2010	5,559.90	3,632.85	1,927.05	0 00
300.0000	12686C109	CABLEVISION SYSTEMS INC	08/15/2002	12/13/2010	10,415.82	0.00	10,415.82	0.00
200.0000	228368106	CROWN HLDGS INC COM 144A	12/21/2000	12/13/2010	6,683.88	1,025.52	5,658.36	0.00
1000.0000	235825205	DANA HLDG CORP COM	09/24/2009	12/13/2010	16,849.71	6,909.50	9,940.21	0.00
200.0000	253651103	DIEBOLD INC COM	03/31/2008	12/13/2010	6,171.89	7,474.74	-1,302.85	0.00
300 0000	283677854	EL PASO ELECTRIC CO NEW	02/23/2000	12/13/2010	8,270.85	2,600.40	5,670.45	0.00
300 0000	29428R103	EPOCH HLDG CORP COM	01/29/2003	12/13/2010	5,167.92	315.00	4,852.92	0.00
500 0000	315405100	FERRO CORP	03/19/2009	12/13/2010	7,534.87	876.70	6,658.17	0.00
500.0000	337756209	FISHER COMMUNICATIONS INC COM #US3377562091	05/30/2008	12/13/2010	10,352.82	17,557.20	-7,204.38	0.00
50.0000	34354P105	FLOWSERVE CORP	10/25/2000	12/13/2010	5,864.10	893.66	4,970.44	0 00

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LOS ANGELES, CA 90025

THE NORTHERN TRUST COMPANY
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CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
500.0000	361086101	FURMANITE CORP COM STK	02/27/2006	12/13/2010	3,567.63	2,265.00	1,302.63	0 00
300.0000	361448103	GATX CORP	11/05/2008	12/13/2010	10,877.81	8,904.00	1,973.81	0.00
200.0000	367905106	GAYLORD ENTMT CO NEW	02/24/2009	12/13/2010	6,949.88	1,408.00	5,541 88	0.00
500.0000	457030104	INGLES MKTS INC CL A	03/24/2008	12/13/2010	10,059.82	12,174.35	-2,114.53	0.00
500.0000	46270W105	IRIS INTL INC COM STK SEC #2423469	11/13/2009	12/13/2010	4,959.91	5,564.50	-604.59	0.00
1000.0000	481130102	JOURNAL COMMUNICATIONS INC COM	07/27/2009	12/13/2010	4,765.91	2,274.40	2,491 51	0 00
400.0000	483548103	KAMAN CORPORATION CLASS A	09/11/2002	12/13/2010	11,762.04	5,157.88	6,604.16	0.00
1000.0000	532774106	LIN TV CORP CL A CL A	01/04/2007	12/13/2010	4,943.21	10,413.20	-5,469 99	0.00
1000.0000	607828100	MODINE MFG CO	03/19/2009	12/13/2010	15,829.73	1,915.60	13,914.13	0.00
500.0000	628464109	MYERS INDS INC COM	12/12/2000	12/13/2010	5,335.15	4,400.23	934.92	0.00
500.0000	784413106	SL INDS INC COM	02/24/2000	12/13/2010	8,509.85	5,688.65	2,821.20	0 00
800.0000	79546E104	SALLY BEAUTY HLDGS INC COM STK	11/14/2006	12/13/2010	11,311.80	5,743.12	5,568.68	0.00
300.0000	879433100	TELEPHONE & DATA SYSTEMS INC	02/23/2000	12/13/2010	10,799.81	14,146.22	-3,346.41	0.00
200.0000	890516107	TOOTSIE ROLL INDS INC	11/05/2007	12/13/2010	5,603.90	4,456.51	1,147.39	0 00
500.0000	894650100	TREDEGAR CORP INC	05/28/2008	12/13/2010	9,811.83	7,263.15	2,548.68	0 00
500.0000	92231M109	VASCULAR SOLUTIONS INC COM	04/10/2007	12/13/2010	5,547.90	4,986.25	561.65	0.00
250 0000	942749102	WATTS INDUSTRIES INC	02/23/2000	12/13/2010	8,762.35	3,473.05	5,289.30	0.00
200.0000	457030104	INGLES MKTS INC CL A	03/19/2009	12/14/2010	3,999.93	3,010.00	989.93	0.00
Total Long Term 15% Sales					**700,000.47**	**513,031.07**	**186,969.40**	**0.00**

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2010 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
Short Term Sales								
68 0000	00184X105	AOL INC COM STK	09/11/2009	01/07/2010	1,664.34	1,517.18	147.16	0 00
650 0000	883556102	THERMO ELECTRON CORP	05/29/2009	02/23/2010	31,882.68	26,007.94	5,874.74	0.00
215 0000	61166W101	MONSANTO CO COM	12/10/2009	03/19/2010	15,541.74	17,958.09	-2,416.35	0.00
1730 0000	Y2573F102	FLEXTRONICS INTL LTD ORD	09/11/2009	04/05/2010	13,715.37	11,551.73	2,163.64	0.00
400.0000	054303102	AVON PRODS INC	10/27/2009	04/14/2010	13,103.78	13,766.88	-663.10	0.00
630.0000	48203R104	JUNIPER NETWORKS INC	09/11/2009	04/29/2010	18,371 87	16,756 11	1,615.76	0.00
585.0000	871130100	SYBASE INC	09/10/2009	05/13/2010	37,611.76	22,652.82	14,958.94	0.00
570.0000	438516106	HONEYWELL INTL INC	09/10/2009	06/21/2010	24,857.10	22,135.92	2,721.18	0.00
835.0000	364760108	GAP INC COM	08/31/2009	07/26/2010	15,354.47	16,488.41	-1,133.94	0.00
365.0000	075811109	BECKMAN COULTER INC	09/03/2009	07/27/2010	17,372.17	25,104 05	-7,731.88	0.00
1785.0000	67066G104	NVIDIA CORP	08/26/2009	07/29/2010	16,636.27	24,288.69	-7,652.42	0.00
170.0000	887317303	TIME WARNER INC USD0.01	11/09/2009	11/04/2010	5,392.07	4,966.80	425.27	0.00
170.0000	872540109	TJX COS INC NEW	06/28/2010	12/13/2010	7,549.23	7,360.66	188 57	0.00
Total Short Term Sales					**219,052.85**	**210,555.28**	**8,497.57**	**0.00**
Long Term 15% Sales								
535.0000	375558103	GILEAD SCIENCES INC	08/17/2006	01/05/2010	23,031.09	17,208.27	5,822 82	0.00

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LOS ANGELES, CA 90025

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
430.0000	74005P104	PRAXAIR INC	03/03/2005	01/14/2010	34,945.26	19,731.62	15,213.64	0.00
610.0000	747525103	QUALCOMM INC	01/25/2007	02/02/2010	23,939.88	25,827.17	-1,887.29	0.00
405.0000	806857108	SCHLUMBERGER LTD ISIN #AN8068571086	06/13/2003	02/25/2010	24,192.89	9,747.54	14,445.35	0.00
200.0000	38141G104	GOLDMAN SACHS GROUP INC	03/06/2009	04/20/2010	32,317.25	16,455.00	15,862.25	0.00
715.0000	617446448	MORGAN STANLEY DEAN WITTER & CO COM NEW ISIN #6174464486	03/19/2009	04/20/2010	21,224.13	17,518.75	3,705.38	0.00
329.0000	H8817H100	TRANSOCEAN LTD	04/04/2006	05/26/2010	19,054.59	38,562.47	-19,507.88	0.00
1005.0000	437076102	HOME DEPOT INC	12/15/2008	06/28/2010	29,946.58	23,357.84	6,588.74	0.00
1205 0000	278642103	EBAY INC	04/23/2009	07/15/2010	25,089.36	19,808.25	5,281.11	0.00
35.0000	38259P508	GOOGLE INC CL A	04/23/2008	08/23/2010	16,345.19	19,414 49	-3,069.30	0.00
400.0000	458140100	INTEL CORP COM	09/09/2008	08/23/2010	7,523.19	8,280.64	-757.45	0 00
350.0000	594918104	MICROSOFT CORP COM	06/16/2009	08/23/2010	8,551.72	8,310.40	241.32	0.00
300 0000	68389X105	ORACLE CORPORATION	08/31/2006	08/23/2010	6,881.70	4,833.77	2,047.93	0.00
290 0000	00971T101	AKAMAI TECHNOLOGIES INC	02/05/2009	09/13/2010	14,752.72	4,625.04	10,127.68	0.00
585.0000	887317303	TIME WARNER INC USD0.01	09/11/2009	11/04/2010	18,555.06	15,969.46	2,585.60	0 00
750.0000	594918104	MICROSOFT CORP COM	06/16/2009	11/30/2010	18,955.63	17,739.62	1,216.01	0.00
1395.0000	595112103	MICRON TECHNOLOGY INC	09/11/2009	12/13/2010	11,465.86	11,294.34	171.52	0.00
470.0000	872540109	TJX COS INC NEW	08/19/2009	12/13/2010	20,871.41	16,354.54	4,516.87	0.00
Total Long Term 15% Sales					**357,643.51**	**295,039.21**	**62,604.30**	**0.00**

This is important tax information and is being furnished to you.

Form **8868**
(Rev January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► **File a separate application for each return.**

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only ► [ ]

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

Type or print

File by the due date for filing your return. See instructions

Name of exempt organization: EDWARD D. AND ANNA MITCHELL FAMILY FOUNDATION

Employer identification number: 95-4715236

Number, street, and room or suite number If a P O box, see instructions: 11755 WILSHIRE BLVD #900

City, town or post office, state, and ZIP code For a foreign address, see instructions: LOS ANGELES, CA 90025

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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

- The books are in the care of ► RBZ BUSINESS MANAGEMENT

Telephone No. ► (310) 478-4148 FAX No ►

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 11, to file the exempt organization return for the organization named above. The extension is for the organization's return for
► [X] calendar year 20 10 or
► [ ] tax year beginning ________, 20 ___, and ending ________, 20 ___

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**3a**	$ 10,706.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	**3b**	$ 36,448.
c Balance due. Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**3c**	$ 0.

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