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

2010

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

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

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

Name of foundation

Y & S NAZARIAN FAMILY FOUNDATION

A Employer identification number

95-4774321

Number and street (or P O box number if mail is not delivered to street address)

1801 CENTURY PARK WEST, 5TH FL

Room/suite

B Telephone number

(310)229-9101

City or town, state, and ZIP code

LOS ANGELES, CA 90067

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, col. (c), line 16)

J Accounting method Cash Accrual
 Other (specify) _____

► \$ 30,665,017. (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))

		(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			N/A	
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	528,417.	528,417.		STATEMENT 1
4	Dividends and interest from securities	326,688.	326,688.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)	4,300,675.			
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a	7,599,144.			
7	Capital gain net income (from Part IV, line 2)		4,300,675.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less, Cost of goods sold				
c	Gross profit or (loss)				
11	NOV 18 2011	<3,213,097. >	32,698.		STATEMENT 3
12	Total. Add lines 1 through 11	1,942,683.	5,188,478.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees	STMT 4	10,025.	0.	0.
b	Accounting fees	STMT 5	5,595.	0.	0.
c	Other professional fees	STMT 6	134,590.	0.	0.
17	Interest		50,854.	50,854.	0.
18	Taxes	STMT 7	36,068.	0.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		13,427.	0.	0.
22	Printing and publications				
23	Other expenses	STMT 8	266,963.	237,951.	0.
24	Total operating and administrative expenses Add lines 13 through 23		517,522.	288,805.	0.
25	Contributions, gifts, grants paid		1,509,427.		1,509,427.
26	Total expenses and disbursements. Add lines 24 and 25		2,026,949.	288,805.	1,509,427.
27	Subtract line 26 from line 12		<84,266. >		
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		4,899,673.		
c	Adjusted net income (if negative, enter -0-)			N/A	

24/11/15

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments		368,070.	1,008,170.	1,008,170.
	3 Accounts receivable ►				
	Less allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ►				
	Less allowance for doubtful accounts ►				
Assets	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U S and state government obligations				
	b Investments - corporate stock	STMT 9	13,389,074.	14,859,283.	14,859,283.
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 10	14,437,751.	14,777,564.	14,777,564.
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation				
	15 Other assets (describe ►)		2,751,985.	20,000.	20,000.
	16 Total assets (to be completed by all filers)		30,946,880.	30,665,017.	30,665,017.
Liabilities	17 Accounts payable and accrued expenses		1,047.	3,450.	
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ►)		200,000.	0.	
	23 Total liabilities (add lines 17 through 22)		201,047.	3,450.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		0.	0.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		30,745,833.	30,661,567.	
	30 Total net assets or fund balances		30,745,833.	30,661,567.	
	31 Total liabilities and net assets/fund balances		30,946,880.	30,665,017.	

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 30,745,833.
2 Enter amount from Part I, line 27a	2 <84,266.>
3 Other increases not included in line 2 (itemize) ►	3 0.
4 Add lines 1, 2, and 3	4 30,661,567.
5 Decreases not included in line 2 (itemize) ►	5 0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 30,661,567.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a					
b	SEE ATTACHED STATEMENTS				
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e	7,599,144.	3,298,469.	4,300,675.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
a					
b					
c					
d					
e				4,300,675.	
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	4,300,675.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	{ }			3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

 Yes No

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	2,489,568.	28,246,337.	.088138
2008	2,330,451.	32,280,481.	.072194
2007	4,702,627.	38,200,975.	.123102
2006	2,173,065.	39,376,408.	.055187
2005	1,429,335.	31,272,243.	.045706

2 Total of line 1, column (d)

2 .384327

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 .076865

4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5

4 28,784,414.

5 Multiply line 4 by line 3

5 2,212,514.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 48,997.

7 Add lines 5 and 6

7 2,261,511.

8 Enter qualifying distributions from Part XII, line 4

8 1,509,427.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate
See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1	► <input type="checkbox"/>	Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)	1	97,993.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input 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, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)				
3	Add lines 1 and 2	2	0.		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	3	97,993.		
5	Tax based on Investment Income. Subtract line 4 from line 3 If zero or less, enter -0-	4	0.		
6	Credits/Payments	5	97,993.		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	70,192.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	32,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d	7	102,192.		
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	46.		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9			
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	STATEMENT 13 ►	4,153.		
11	Enter the amount of line 10 to be Credited to 2011 estimated tax ►	10	2,543. Refunded ►	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a	X	
1b	X	
1c	X	
2	X	
3	X	
4a	X	
4b	X	
5	X	
6	X	
7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►	
8a	CA	
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	
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	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	

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 ► **WWW.YANDSNAZARIANFAMILYFOUNDATION.COM** 13 X

14 The books are in care of ► **WILLIAM JAASKELA** Telephone no ► **(310) 229-9101**
Located at ► **1801 CENTURY PARK WEST, 5TH FL, LOS ANGELES, CA** ZIP+4 ► **90067** ►

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

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

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. Yes No

1a During the year did the foundation (either directly or indirectly)

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? □ Yes No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? □ Yes No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? □ Yes No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? □ Yes No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? □ Yes No

(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) □ Yes No

b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? N/A ►

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? 1b X

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? □ Yes No

If "Yes," list the years ► _____

b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A 2b

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
► _____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? □ Yes No

b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.) N/A 3b 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

 Yes No

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

 Yes No

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

 Yes No

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

 Yes No

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

 Yes No

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

 Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations

section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

►

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?

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
YOUNES NAZARIAN 1801 CENTURY PARK WEST, 5TH FL LOS ANGELES, CA 90067	TRUSTEE 5.00	0.	0.	0.
SORAYA J. NAZARIAN 1801 CENTURY PARK WEST, 5TH FL LOS ANGELES, CA 90067	TRUSTEE 5.00	0.	0.	0.
DAVID NAZARIAN 1801 CENTURY PARK WEST, 5TH FL LOS ANGELES, CA 90067	CFO 5.00	0.	0.	0.
SHARON BARADARAN 1801 CENTURY PARK WEST, 5TH FL LOS ANGELES, CA 90067	PRESIDENT 10.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000

►

0

Form 990-PF (2010)

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services



0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

	Amount
1 N/A	
2	
3	

All other program-related investments. See instructions

	Amount
3	

Total. Add lines 1 through 3



0.

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.	1a	27,387,976.
a Average monthly fair market value of securities	1b	1,834,779.
b Average of monthly cash balances	1c	
c Fair market value of all other assets	1d	29,222,755.
d Total (add lines 1a, b, and c)		
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	29,222,755.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	438,341.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	28,784,414.
6 Minimum Investment return. Enter 5% of line 5	6	1,439,221.

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

1 Minimum investment return from Part X, line 6	1	1,439,221.
2a Tax on investment income for 2010 from Part VI, line 5	2a	97,993.
b Income tax for 2010 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	97,993.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	1,341,228.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	1,341,228.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,341,228.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes.	1a	1,509,427.
a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b	0.
b Program-related investments - total from Part IX-B	2	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	3a	
3 Amounts set aside for specific charitable projects that satisfy the.	3b	
a Suitability test (prior IRS approval required)	4	1,509,427.
b Cash distribution test (attach the required schedule)	5	0.
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	1,509,427.
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		
6 Adjusted qualifying distributions. Subtract line 5 from line 4		

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				1,341,228.
2 Undistributed income, if any, as of the end of 2010			0.	
a Enter amount for 2009 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005	34,717.			
b From 2006	576,280.			
c From 2007	2,942,049.			
d From 2008	722,639.			
e From 2009	1,092,633.			
f Total of lines 3a through e	5,368,318.			
4 Qualifying distributions for 2010 from Part XII, line 4 ► \$ 1,509,427.			0.	
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				1,341,228.
e Remaining amount distributed out of corpus	168,199.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	5,536,517.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	34,717.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	5,501,800.			
10 Analysis of line 9				
a Excess from 2006	576,280.			
b Excess from 2007	2,942,049.			
c Excess from 2008	722,639.			
d Excess from 2009	1,092,633.			
e Excess from 2010	168,199.			

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE STATEMENT 15				
Total			► 3a	1,509,427.
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	0.

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Form 990-PF (2010)

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
	(a) Business code	(b) Amount	(c) Exclu- sion 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					
4 Dividends and interest from securities					
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					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		10,511.		1,932,172.	0.
13 Total. Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calculations)				13	1,942,683.

Relationship of Activities to the Accomplishment of Exempt Purposes

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a 18700 QUALCOMM			P		09/17/10
b 56364 QUALCOMM			P		09/24/10
c 18600 QUALCOMM			P		09/30/10
d NB068 1,750 COMCAST			P	10/22/09	07/15/10
e NB068 200 OCCIDENTAL PET			P	10/05/09	07/23/10
f NB068 350 PFIZER			P	10/08/09	07/27/10
g NB068 450 COMCAST			P	10/22/09	08/03/10
h NB068 100 OCCIDENTAL PETE			P	10/05/09	08/03/10
i NB068 250 PFIZER			P	10/08/09	08/03/10
j NB068 150 AMGEN			P	07/08/10	08/09/10
k NB068 300 COMCAST			P	10/22/09	08/09/10
l NB068 150 DEVON ENERGY			P	03/17/10	08/09/10
m NB068 200 OCCIDENTAL PETE			P	10/05/09	08/09/10
n NB068 1,100 PFIZER			P	10/08/09	08/09/10
o NB068 100 OCCIDENTAL PETR			P	10/05/09	08/10/10
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale		(h) Gain or (loss) (e) plus (f) minus (g)	
a 766,500.				766,500.	
b 2,499,594.				2,499,594.	
c 840,845.				840,845.	
d 31,639.		25,981.		5,658.	
e 16,283.		14,981.		1,302.	
f 5,341.		5,886.		<545. >	
g 8,139.		6,681.		1,458.	
h 7,893.		7,490.		403.	
i 4,024.		4,205.		<181. >	
j 8,373.		7,700.		673.	
k 5,290.		4,454.		836.	
l 9,717.		10,108.		<391. >	
m 15,366.		14,981.		385.	
n 17,842.		18,500.		<658. >	
o 7,789.		7,490.		299.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a				766,500.	
b				2,499,594.	
c				840,845.	
d				5,658.	
e				1,302.	
f				<545. >	
g				1,458.	
h				403.	
i				<181. >	
j				673.	
k				836.	
l				<391. >	
m				385.	
n				<658. >	
o				299.	
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }		2		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	{ If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }		3		

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a NB068 900 ACTIVISION BLIZZARD			P	12/23/09	09/01/10
b NB068 200 AMGEN			P	07/08/10	09/01/10
c NB068 400 COMCAST			P	10/22/09	09/01/10
d NB068 100 DEVON ENERGY			P	03/17/10	09/01/10
e NB068 100 OCCIDENTAL PETE			P	10/05/09	09/01/10
f NB068 150 PFIZER			P	10/08/09	09/01/10
g NB068 2,000 SCORPIO TANKERS			P	03/30/10	09/01/10
h NB068 700 ACTIVISION BLIZZARD			P	12/23/09	10/21/10
i NB068 100 AMERICAN EXPRESS			P	10/06/10	10/21/10
j NB068 100 AMGEN			P	07/08/10	10/21/10
k NB068 400 COMCAST			P	10/22/09	10/21/10
l NB068 100 DEVON ENERGY			P	03/17/10	10/21/10
m NB068 200 HEWLETT PACKARD			P	08/09/10	10/21/10
n NB068 100 PIONEER NATURAL RESOURCES			P	08/25/10	10/21/10
o NB068 700 ACTIVISION BLIZZARD			P	12/23/09	10/28/10

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 9,811.		10,096.	<285. >
b 10,487.		10,266.	221.
c 6,744.		5,938.	806.
d 6,191.		6,739.	<548. >
e 7,629.		7,490.	139.
f 2,437.		2,523.	<86. >
g 21,781.		26,000.	<4,219. >
h 7,694.		7,852.	<158. >
i 4,016.		3,807.	209.
j 5,783.		5,133.	650.
k 7,396.		5,938.	1,458.
l 6,687.		6,739.	<52. >
m 8,496.		8,541.	<45. >
n 7,257.		5,647.	1,610.
o 7,939.		7,852.	87.

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<285. >
b			221.
c			806.
d			<548. >
e			139.
f			<86. >
g			<4,219. >
h			<158. >
i			209.
j			650.
k			1,458.
l			<52. >
m			<45. >
n			1,610.
o			87.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)

If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8

3

Y&S NAZARIAN FAMILY FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a NB068 100 AMERICAN EXPRESS			P	10/06/10	10/28/10
b NB068 100 AMGEN			P	07/08/10	10/28/10
c NB068 200 COMCAST			P	11/04/09	10/28/10
d NB068 100 DEVON ENERGY			P	03/17/10	10/28/10
e NB068 200 HEWLETT PACKARD			P	08/09/10	10/28/10
f NB068 100 PIONEER NATURAL RESOURCES			P	08/25/10	10/28/10
g NB068 400 PFIZER			P	03/17/10	10/28/10
h NB068 700 ACTIVISION BLIZZARD			P	12/23/09	11/03/10
i NB068 100 AMERICAN EXPRESS			P	10/06/10	11/03/10
j NB068 100 AMGEN			P	07/08/10	11/03/10
k NB068 400 COMCAST			P	11/04/09	11/03/10
l NB068 100 DEVON ENERGY			P	03/17/10	11/03/10
m NB068 100 ENSCO			P	04/19/10	11/03/10
n NB068 100 HEWLETT PACKARD			P	08/09/10	11/03/10
o NB068 100 PIONEER NATURAL RESOURCES			P	08/25/10	11/03/10

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 4,148.		3,807.	341.
b 5,747.		5,133.	614.
c 3,918.		2,756.	1,162.
d 6,480.		6,739.	<259. >
e 8,498.		8,541.	<43. >
f 6,874.		5,647.	1,227.
g 7,017.		6,893.	124.
h 7,996.		7,852.	144.
i 4,190.		3,807.	383.
j 5,724.		5,133.	591.
k 7,762.		5,513.	2,249.
l 6,835.		6,739.	96.
m 4,713.		4,681.	32.
n 4,373.		4,271.	102.
o 7,222.		5,647.	1,575.

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			341.
b			614.
c			1,162.
d			<259. >
e			<43. >
f			1,227.
g			124.
h			144.
i			383.
j			591.
k			2,249.
l			96.
m			32.
n			102.
o			1,575.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).
If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8 }

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a NB068 500 PFIZER			P	03/17/10	11/03/10
b NB068 300 ACTIVISION BLIZZARD			P	12/23/09	11/08/10
c NB068 100 AMGEN			P	07/08/10	11/08/10
d NB068 300 COVANTA HOLDING			P	11/30/09	11/08/10
e NB068 100 DEVON ENERGY			P	03/17/10	11/08/10
f NB068 100 ENSCO			P	04/19/10	11/08/10
g NB068 100 HEWLETT PACKARD			P	08/25/10	11/08/10
h NB068 200 PFIZER			P	03/17/10	11/08/10
i NB068 100 ROWAN			P	11/03/10	11/08/10
j NB068 200 SYMANTEC CORP			P	12/17/09	11/08/10
k NB068 400 ACTIVISION BLIZZARD			P	12/23/09	11/11/10
l NB068 300 COVANTA HOLDING			P	11/30/09	11/11/10
m NB068 100 ENSCO			P	04/19/10	11/11/10
n NB068 100 HEWLETT PACKARD			P	08/25/10	11/11/10
o NB068 50 IBM			P	04/09/10	11/11/10

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 8,769.		8,616.	153.
b 3,510.		3,365.	145.
c 5,530.		5,133.	397.
d 4,650.		5,101.	<451.>
e 7,215.		6,739.	476.
f 5,061.		4,681.	380.
g 4,424.		3,836.	588.
h 3,400.		3,447.	<47.>
i 3,255.		3,102.	153.
j 3,466.		3,512.	<46.>
k 4,752.		4,487.	265.
l 4,860.		5,101.	<241.>
m 4,954.		4,681.	273.
n 4,292.		3,836.	456.
o 7,251.		6,371.	880.

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			153.
b			145.
c			397.
d			<451.>
e			476.
f			380.
g			588.
h			<47.>
i			153.
j			<46.>
k			265.
l			<241.>
m			273.
n			456.
o			880.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8 }

3

Y&S NAZARIAN FAMILY FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a NB068 100 PIONEER NATURAL			P	08/25/10	11/11/10
b NB068 100 OCCIDENTAL PETE			P	02/08/10	11/11/10
c NB068 200 PFIZER			P	03/17/10	11/11/10
d NB068 100 ROWAN			P	11/03/10	11/11/10
e NB068 300 SYMANTEC CORP			P	12/17/09	11/11/10
f NB068 450 ACTIVISION BLIZZARD			P	12/23/09	11/19/10
g NB068 50 AMERICAN EXPRESS			P	10/06/10	11/19/10
h NB068 100 AMGEN			P	07/08/10	11/19/10
i NB068 300 COVANTA HOLDING			P	11/30/09	11/19/10
j NB068 100 DEVON ENERGY			P	03/17/10	11/19/10
k NB068 200 ENSCO			P	04/19/10	11/19/10
l NB068 50 HEWLETT PACKARD			P	08/25/10	11/19/10
m NB068 50 HEWLETT PACKARD			P	10/01/10	11/19/10
n NB068 50 IBM			P	04/09/10	11/19/10
o NB068 50 PIONEER NATURAL RESOURCES			P	08/25/10	11/19/10

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 7,771.		5,647.	2,124.
b 8,759.		7,756.	1,003.
c 3,392.		3,447.	<55. >
d 3,202.		3,102.	100.
e 5,097.		5,268.	<171. >
f 5,260.		5,048.	212.
g 2,135.		1,904.	231.
h 5,486.		5,133.	353.
i 4,761.		5,101.	<340. >
j 7,254.		6,739.	515.
k 9,740.		9,363.	377.
l 2,101.		1,918.	183.
m 2,101.		2,049.	52.
n 7,236.		6,371.	865.
o 3,941.		2,823.	1,118.

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			2,124.
b			1,003.
c			<55. >
d			100.
e			<171. >
f			212.
g			231.
h			353.
i			<340. >
j			515.
k			377.
l			183.
m			52.
n			865.
o			1,118.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8 }

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a NB068 50 OCCIDENTAL PETE			P	02/08/10	11/19/10
b NB068 100 PRIDE INTERNATIONAL			P	02/19/10	11/19/10
c NB068 350 PFIZER			P	03/17/10	11/19/10
d NB068 100 ROWAN			P	11/03/10	11/19/10
e NB068 300 SYMANTEC			P	12/17/09	11/19/10
f NB068 50 TRAVELERS			P	04/06/10	11/19/10
g NB068 850 ANADARKO PETROLEUM			P	11/21/08	06/09/10
h NB068 200 IBM			P	04/10/06	07/15/10
i NB068 1,000 LOWES			P	11/21/07	07/15/10
j NB068 213 SEAHAWK DRILLING			P	11/21/08	07/15/10
k NB068 700 TALISMAN ENERGY			P	09/05/06	07/15/10
l NB068 850 ABB LTD			P	11/26/08	07/22/10
m NB068 200 IBM			P	04/10/06	07/23/10
n NB068 300 LOEWS			P	11/21/07	07/23/10
o NB068 2,500 TALISMAN ENERGY			P	09/05/06	07/23/10

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 4,354.		3,878.	476.
b 3,212.		2,940.	272.
c 5,873.		6,032.	<159. >
d 3,152.		3,102.	50.
e 5,181.		5,268.	<87. >
f 2,771.		2,636.	135.
g 31,614.		26,248.	5,366.
h 26,068.		16,488.	9,580.
i 36,262.		44,616.	<8,354. >
j 2,189.		2,596.	<407. >
k 11,366.		12,763.	<1,397. >
l 16,659.		8,280.	8,379.
m 25,584.		16,488.	9,096.
n 11,001.		13,385.	<2,384. >
o 39,950.		45,582.	<5,632. >

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			476.
b			272.
c			<159. >
d			50.
e			<87. >
f			135.
g			5,366.
h			9,580.
i			<8,354. >
j			<407. >
k			<1,397. >
l			8,379.
m			9,096.
n			<2,384. >
o			<5,632. >

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)

If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8 }

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a NB068 1,350 CONOCO PHILLIPS			P	04/10/06	07/26/10
b NB068 1,000 ORACLE			P	08/05/08	07/26/10
c NB068 250 VIACOM			P	02/27/09	07/26/10
d NB068 150 APACHE			P	04/11/06	07/27/10
e NB068 200 ENSCO			P	10/23/06	07/27/10
f NB068 350 LOEWS			P	11/21/07	07/27/10
g NB068 500 NEWS CORP			P	04/10/06	07/27/10
h NB068 300 REINSURANCE GROUP OF AMERICA			P	11/21/08	07/27/10
i NB068 300 TRAVELERS COMPANIES			P	07/17/09	07/27/10
j NB068 650 TALISMAN ENERGY			P	09/05/06	07/27/10
k NB068 1,100 XEROX			P	04/09/07	07/27/10
l NB068 100 ABBOTT LAB			P	04/17/09	08/03/10
m NB068 200 APACHE			P	04/11/06	08/03/10
n NB068 300 COVANTA CORP			P	05/04/09	08/03/10
o NB068 150 ENSCO			P	10/23/06	08/03/10

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 73,370.		89,923.	<16,553. >
b 24,427.		21,844.	2,583.
c 8,363.		3,863.	4,500.
d 14,241.		10,349.	3,892.
e 8,578.		8,945.	<367. >
f 13,007.		15,615.	<2,608. >
g 6,590.		8,505.	<1,915. >
h 15,054.		8,805.	6,249.
i 15,150.		12,166.	2,984.
j 10,964.		11,851.	<887. >
k 10,567.		19,171.	<8,604. >
l 5,016.		4,344.	672.
m 19,614.		13,799.	5,815.
n 4,545.		4,323.	222.
o 6,418.		6,709.	<291. >

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

(I) F M V as of 12/31/69	(J) Adjusted basis as of 12/31/69	(k) Excess of col (I) over col (J), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<16,553. >
b			2,583.
c			4,500.
d			3,892.
e			<367. >
f			<2,608. >
g			<1,915. >
h			6,249.
i			2,984.
j			<887. >
k			<8,604. >
l			672.
m			5,815.
n			222.
o			<291. >

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)

If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8 }

Y&S NAZARIAN FAMILY FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a NB068 200 NEWS CORP			P	04/10/06	08/03/10
b NB068 200 PRIDE INTERNATIONAL			P	11/21/08	08/03/10
c NB068 1,400 TALISMAN ENERGY			P	09/05/06	08/03/10
d NB068 100 VIACOM			P	02/27/09	08/03/10
e NB068 1,000 XEROX			P	04/09/07	08/03/10
f NB068 1,150 NEWS CORP			P	04/10/06	08/05/10
g NB068 300 ABBOTT LAB			P	04/17/09	08/09/10
h NB068 400 ANADARKO PETROLEUM			P	11/21/08	08/09/10
i NB068 600 ENSCO			P	10/23/06	08/09/10
j NB068 550 LOEWS			P	11/21/07	08/09/10
k NB068 900 PRIDE INTERNATIONAL			P	11/21/08	08/09/10
l NB068 300 REINSURANCE GROUP OF AMERICA			P	11/21/08	08/09/10
m NB068 200 TRAVELER'S COMPANIES			P	07/17/09	08/09/10
n NB068 900 TALISMAN ENERGY			P	09/05/06	08/09/10
o NB068 350 VIACOM			P	02/27/09	08/09/10

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 2,683.		3,402.	<719.>
b 5,063.		2,283.	2,780.
c 24,404.		25,526.	<1,122.>
d 3,375.		1,545.	1,830.
e 9,800.		17,429.	<7,629.>
f 16,659.		19,562.	<2,903.>
g 15,219.		13,031.	2,188.
h 22,416.		12,352.	10,064.
i 27,019.		26,835.	184.
j 21,148.		24,539.	<3,391.>
k 23,097.		10,273.	12,824.
l 14,724.		8,805.	5,919.
m 10,060.		8,110.	1,950.
n 15,768.		16,409.	<641.>
o 11,760.		5,408.	6,352.

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<719.>
b			2,780.
c			<1,122.>
d			1,830.
e			<7,629.>
f			<2,903.>
g			2,188.
h			10,064.
i			184.
j			<3,391.>
k			12,824.
l			5,919.
m			1,950.
n			<641.>
o			6,352.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)

If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8 }

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a NB068 350 ABB			P	11/21/08	08/10/10
b NB068 100 APACHE			P	04/11/06	08/10/10
c NB068 700 COVANTA HOLDING			P	05/04/09	08/10/10
d NB068 200 IBM			P	04/10/06	08/10/10
e NB068 200 LOEWS			P	11/21/07	08/10/10
f NB068 750 NEWS CORP			P	04/10/06	08/10/10
g NB068 200 PRIDE INTERNATIONAL			P	11/21/08	08/10/10
h NB068 300 ORACLE			P	08/05/08	08/10/10
i NB068 200 VIACOM			P	02/27/09	08/10/10
j NB068 550 XEROX			P	04/09/07	08/10/10
k NB068 2,200 ABB LTD			P	11/21/08	09/01/10
l NB068 50 ABBOTT LAB			P	04/17/09	09/01/10
m NB068 150 ANADARKO PETROLEUM			P	11/21/08	09/01/10
n NB068 50 APACHE			P	04/11/06	09/01/10
o NB068 300 COVANTA HOLDING			P	05/04/09	09/01/10

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 7,058.		3,409.	3,649.
b 9,538.		6,899.	2,639.
c 10,437.		10,087.	350.
d 26,340.		16,488.	9,852.
e 7,624.		8,923.	<1,299. >
f 10,485.		12,758.	<2,273. >
g 5,058.		2,283.	2,775.
h 7,303.		6,553.	750.
i 6,791.		3,090.	3,701.
j 5,329.		9,586.	<4,257. >
k 43,606.		21,430.	22,176.
l 2,508.		2,172.	336.
m 7,188.		4,632.	2,556.
n 4,605.		3,450.	1,155.
o 4,464.		4,323.	141.

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

(l) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (l) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			3,649.
b			2,639.
c			350.
d			9,852.
e			<1,299. >
f			<2,273. >
g			2,775.
h			750.
i			3,701.
j			<4,257. >
k			22,176.
l			336.
m			2,556.
n			1,155.
o			141.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)

If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8 }

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a NB068 150 ENSCO			P	10/23/06	09/01/10
b NB068 300 PRIDE INT'L			P	11/21/08	09/01/10
c NB068 100 ORACLE			P	08/05/08	09/01/10
d NB068 250 REINSURANCE GROUP OF AMERICA			P	11/21/08	09/01/10
e NB068 1,300 SYMANTEC			P	07/30/09	09/01/10
f NB068 150 TRAVELER'S COMPANIES			P	07/17/09	09/01/10
g NB068 700 TALISMAN ENERGY			P	09/05/06	09/01/10
h NB068 650 XEROX			P	04/09/07	09/01/10
i NB068 1,000 ORACLE			P	08/05/08	09/24/10
j NB068 100 ABBOTT LABORATORIES			P	04/17/09	10/21/10
k NB068 100 ANADARKO PETROLEUM			P	11/21/08	10/21/10
l NB068 100 APACHE			P	04/11/06	10/21/10
m NB068 500 COVANTA HOLDINGS			P	05/04/09	10/21/10
n NB068 200 ENSCO			P	10/23/06	10/21/10
o NB068 100 IBM			P	04/10/06	10/21/10

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 6,581.		6,709.	<128. >
b 7,489.		3,424.	4,065.
c 2,252.		2,184.	68.
d 11,255.		7,338.	3,917.
e 18,228.		20,059.	<1,831. >
f 7,448.		6,083.	1,365.
g 11,355.		12,763.	<1,408. >
h 5,724.		11,329.	<5,605. >
i 27,361.		21,844.	5,517.
j 5,296.		4,344.	952.
k 5,840.		3,088.	2,752.
l 10,354.		6,899.	3,455.
m 7,899.		7,205.	694.
n 9,447.		8,945.	502.
o 13,993.		8,244.	5,749.

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<128. >
b			4,065.
c			68.
d			3,917.
e			<1,831. >
f			1,365.
g			<1,408. >
h			<5,605. >
i			5,517.
j			952.
k			2,752.
l			3,455.
m			694.
n			502.
o			5,749.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8 }

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a NB068 200 LOEWS			P	11/21/07	10/21/10
b NB068 300 NEWS CORP			P	03/17/08	10/21/10
c NB068 100 NEWS CORP			P	04/10/06	10/21/10
d NB068 100 OCCIDENTAL PETE			P	10/05/09	10/21/10
e NB068 300 PRIDE INTERNATIONAL			P	11/21/08	10/21/10
f NB068 200 ORACLE			P	08/05/08	10/21/10
g NB068 400 PFIZER			P	10/08/09	10/21/10
h NB068 100 REINSURANCE GROUP OF AMERICA			P	11/21/08	10/21/10
i NB068 500 SYMANTEC			P	07/30/09	10/21/10
j NB068 100 TRAVELERS COMPANIES			P	07/17/09	10/21/10
k NB068 250 TALISMAN ENERGY			P	09/05/06	10/21/10
l NB068 50 TALISMAN ENERGY			P	11/21/08	10/21/10
m NB068 200 VIACOM			P	02/27/09	10/21/10
n NB068 700 XEROX			P	04/09/07	10/21/10
o NB068 200 ABBOTT LAB			P	04/17/09	10/28/10

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 8,000.		8,923.	<923.>
b 4,410.		5,392.	<982.>
c 1,470.		1,701.	<231.>
d 8,076.		7,490.	586.
e 9,279.		3,424.	5,855.
f 5,795.		4,369.	1,426.
g 7,081.		6,727.	354.
h 4,857.		2,935.	1,922.
i 7,842.		7,715.	127.
j 5,530.		4,055.	1,475.
k 4,465.		4,558.	<93.>
l 893.		334.	559.
m 7,516.		3,090.	4,426.
n 7,897.		12,200.	<4,303.>
o 10,322.		8,687.	1,635.

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<923.>
b			<982.>
c			<231.>
d			586.
e			5,855.
f			1,426.
g			354.
h			1,922.
i			127.
j			1,475.
k			<93.>
l			559.
m			4,426.
n			<4,303.>
o			1,635.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8 }

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a NB068 100 ANADARKO PETROLEUM			P	11/21/08	10/28/10
b NB068 100 APACHE			P	04/11/06	10/28/10
c NB068 200 COMCAST			P	10/22/09	10/28/10
d NB068 500 COVANTA HOLDINGS			P	05/04/09	10/28/10
e NB068 200 ENSCO			P	10/23/06	10/28/10
f NB068 100 IBM			P	04/10/06	10/28/10
g NB068 200 LOEWS			P	03/17/08	10/28/10
h NB068 500 NEWS CORP			P	03/17/08	10/28/10
i NB068 100 OCCIDENTAL PETE			P	10/05/09	10/28/10
j NB068 400 PRIDE INTERNATIONAL			P	11/21/08	10/28/10
k NB068 300 ORACLE			P	08/05/08	10/28/10
l NB068 100 PFIZER			P	10/08/09	10/28/10
m NB068 100 REINSURANCE GROUP OF AMERICA			P	11/21/08	10/28/10
n NB068 600 SYMANTEC			P	07/30/09	10/28/10
o NB068 200 TRAVLER'S COMPANIES			P	07/17/09	10/28/10

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 6,171.		3,088.	3,083.
b 10,039.		6,899.	3,140.
c 3,918.		2,969.	949.
d 7,811.		7,205.	606.
e 9,296.		8,945.	351.
f 14,115.		8,244.	5,871.
g 7,872.		7,861.	11.
h 7,255.		8,987.	<1,732.>
i 7,895.		7,490.	405.
j 11,937.		4,566.	7,371.
k 8,754.		6,553.	2,201.
l 1,754.		1,682.	72.
m 4,956.		2,935.	2,021.
n 9,853.		9,258.	595.
o 10,921.		8,110.	2,811.

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			3,083.
b			3,140.
c			949.
d			606.
e			351.
f			5,871.
g			11.
h			<1,732.>
i			405.
j			7,371.
k			2,201.
l			72.
m			2,021.
n			595.
o			2,811.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8 }

2	
3	

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a NB068 300 TALISMAN ENERGY			P	11/21/08	10/28/10
b NB068 200 VIACOM			P	02/27/09	10/28/10
c NB068 800 XEROX			P	04/09/07	10/28/10
d NB068 100 SYMANTEC			P	07/30/09	11/01/10
e NB068 100 ABBOTT LAB			P	04/17/09	11/03/10
f NB068 100 ABBOTT LAB			P	05/01/09	11/03/10
g NB068 100 ANADARKO PETROLEUM			P	11/21/08	11/03/10
h NB068 100 APACHE			P	04/11/06	11/03/10
i NB068 500 COVANTA HOLDINGS			P	05/04/09	11/03/10
j NB068 100 ENSCO			P	10/23/06	11/03/10
k NB068 100 IBM			P	04/10/06	11/03/10
l NB068 200 LOEWS			P	03/17/08	11/03/10
m NB068 400 NEWS CORP			P	03/17/08	11/03/10
n NB068 200 OCCIDENTAL PETE			P	10/05/09	11/03/10
o NB068 400 PRIDE INTERNATIONAL			P	11/21/08	11/03/10

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 5,396.		2,007.	3,389.
b 7,647.		3,090.	4,557.
c 9,288.		13,943.	<4,655. >
d 1,641.		1,543.	98.
e 5,093.		4,344.	749.
f 5,093.		4,143.	950.
g 6,325.		3,088.	3,237.
h 10,210.		6,899.	3,311.
i 7,820.		7,205.	615.
j 4,713.		4,472.	241.
k 14,365.		8,244.	6,121.
l 7,924.		7,861.	63.
m 5,901.		7,190.	<1,289. >
n 16,277.		14,981.	1,296.
o 12,700.		4,566.	8,134.

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			3,389.
b			4,557.
c			<4,655. >
d			98.
e			749.
f			950.
g			3,237.
h			3,311.
i			615.
j			241.
k			6,121.
l			63.
m			<1,289. >
n			1,296.
o			8,134.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).
If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8 }

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a NB068 200 ORACLE			P	11/21/08	11/03/10
b NB068 100 REINSURANCE GROUP OF AMERICA			P	11/21/08	11/03/10
c NB068 500 SYMANTEC CORP			P	07/30/09	11/03/10
d NB068 150 TRAVELER'S			P	07/17/09	11/03/10
e NB068 50 TRAVELER'S			P	10/05/09	11/03/10
f NB068 400 TALISMAN ENERGY			P	11/21/08	11/03/10
g NB068 200 VIACOM			P	02/27/09	11/03/10
h NB068 200 XEROX			P	04/09/07	11/03/10
i NB068 300 XEROX			P	09/11/07	11/03/10
j NB068 300 XEROX			P	04/07/08	11/03/10
k NB068 100 ABBOTT LAB			P	05/01/08	11/08/10
l NB068 100 ANADARKO PETROLEUM			P	11/21/08	11/08/10
m NB068 200 COMCAST CORP			P	11/04/09	11/08/10
n NB068 100 LOEWS			P	03/17/08	11/08/10
o NB068 200 NEWS CORP			P	03/17/08	11/08/10

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 5,840.		3,132.	2,708.
b 5,009.		2,935.	2,074.
c 8,183.		7,715.	468.
d 8,371.		6,083.	2,288.
e 2,790.		2,440.	350.
f 7,609.		2,676.	4,933.
g 7,715.		3,090.	4,625.
h 2,335.		3,486.	<1,151.>
i 3,503.		5,088.	<1,585.>
j 3,503.		4,467.	<964.>
k 5,043.		4,143.	900.
l 6,377.		3,088.	3,289.
m 3,930.		2,756.	1,174.
n 3,998.		3,931.	67.
o 2,856.		3,595.	<739.>

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			2,708.
b			2,074.
c			468.
d			2,288.
e			350.
f			4,933.
g			4,625.
h			<1,151.>
i			<1,585.>
j			<964.>
k			900.
l			3,289.
m			1,174.
n			67.
o			<739.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8 }

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a NB068 100 OCCIDENTAL PETE			P	10/05/09	11/08/10
b NB068 200 PRIDE INT'L			P	11/21/08	11/08/10
c NB068 100 ORACLE			P	11/21/08	11/08/10
d NB068 100 REINSURANCE GROUP OF AMERICA			P	11/21/08	11/08/10
e NB068 100 TRAVELERS COMPANIES			P	10/05/09	11/08/10
f NB068 200 TALISMAN ENERGY			P	11/21/08	11/08/10
g NB068 100 VIACOM			P	02/27/09	11/08/10
h NB068 400 XEROX			P	04/07/08	11/08/10
i NB068 100 ABBOTT LAB			P	05/01/09	11/11/10
j NB068 100 ANADARKO PETROLEUM			P	11/21/08	11/11/10
k NB068 200 COMCAST			P	11/04/09	11/11/10
l NB068 50 IBM			P	09/11/07	11/11/10
m NB068 100 LOEWS			P	03/17/09	11/11/10
n NB068 200 NEWS			P	07/22/08	11/11/10
o NB068 200 PRIDE INT'L			P	11/21/08	11/11/10

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 8,416.		7,490.	926.
b 6,592.		2,283.	4,309.
c 2,895.		1,566.	1,329.
d 5,177.		2,935.	2,242.
e 5,658.		4,881.	777.
f 3,988.		1,338.	2,650.
g 3,846.		1,545.	2,301.
h 4,676.		5,956.	<1,280.>
i 4,976.		4,143.	833.
j 6,490.		3,088.	3,402.
k 3,862.		2,756.	1,106.
l 7,251.		5,852.	1,399.
m 3,926.		3,931.	<5.>
n 2,888.		2,844.	44.
o 6,516.		2,283.	4,233.

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			926.
b			4,309.
c			1,329.
d			2,242.
e			777.
f			2,650.
g			2,301.
h			<1,280.>
i			833.
j			3,402.
k			1,106.
l			1,399.
m			<5.>
n			44.
o			4,233.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8 }

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a NB068 100 ORACLE			P	11/21/08	11/11/10
b NB068 100 REINSURANCE GROUP OF AMERICA			P	11/21/08	11/11/10
c NB068 100 TRAVELER'S			P	10/05/09	11/11/10
d NB068 200 TALISMAN ENERGY			P	11/21/08	11/11/10
e NB068 100 VIACOM			P	02/27/09	11/11/10
f NB068 400 XEROX			P	04/07/08	11/11/10
g NB068 50 ABBOTT LAB			P	05/01/09	11/19/10
h NB068 50 ANADARKO PETROLEUM			P	11/21/08	11/19/10
i NB068 100 APACHE			P	04/11/06	11/19/10
j NB068 250 COMCAST			P	11/04/09	11/19/10
k NB068 100 LOEWS			P	03/17/08	11/19/10
l NB068 50 LOEWS			P	07/15/08	11/19/10
m NB068 300 NEWS CORP			P	07/22/08	11/19/10
n NB068 100 PRIDE INTERNATIONAL			P	11/21/08	11/19/10
o NB068 200 ORACLE			P	11/21/08	11/19/10

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 2,851.		1,566.	1,285.
b 5,127.		2,935.	2,192.
c 5,671.		4,881.	790.
d 3,960.		1,338.	2,622.
e 3,915.		1,545.	2,370.
f 4,580.		5,956.	<1,376.>
g 2,364.		2,071.	293.
h 3,169.		1,544.	1,625.
i 10,886.		6,899.	3,987.
j 4,817.		3,446.	1,371.
k 3,847.		3,931.	<84.>
l 1,923.		2,213.	<290.>
m 4,245.		4,265.	<20.>
n 3,212.		1,141.	2,071.
o 5,663.		3,132.	2,531.

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			1,285.
b			2,192.
c			790.
d			2,622.
e			2,370.
f			<1,376.>
g			293.
h			1,625.
i			3,987.
j			1,371.
k			<84.>
l			<290.>
m			<20.>
n			2,071.
o			2,531.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8 }

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a NB068 100 REINSURANCE GROUP OF AMERICA			P	11/21/08	11/19/10
b NB068 200 TALISMAN ENERGY			P	11/21/08	11/19/10
c NB068 150 VIACOM			P	02/27/09	11/19/10
d NB068 100 XEROX			P	04/07/08	11/19/10
e NB068 350 XEROX			P	11/21/08	11/19/10
f NB068 150 TALISMAN ENERGY			P	11/21/08	12/21/10
g BAY HARBOUR 90-1 ST			P		
h BAY HARBOUR 90-1 LT					
i CANYON VALUE REALIZATION ST			P		
j CANYON VALUE REALIZATION LT			P		
k CHILTON SMALL CAP ST			P		
l CHILTON SMALL CAP LT			P		
m FPA HAWKEYE-7 FUND ST			P		
n FPA HAWKEYE-7 FUND LT			P		
o GRACIE CAPITAL ST			P		

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 5,067.		2,935.	2,132.
b 3,964.		1,338.	2,626.
c 5,751.		2,318.	3,433.
d 1,157.		1,489.	<332.>
e 4,051.		1,789.	2,262.
f 3,208.		1,003.	2,205.
g 154,228.			154,228.
h		224,555.	<224,555.>
i 79,527.			79,527.
j 1,138.			1,138.
k 4,163.			4,163.
l 25,156.			25,156.
m 45,432.			45,432.
n 47,407.			47,407.
o 708.			708.

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			2,132.
b			2,626.
c			3,433.
d			<332.>
e			2,262.
f			2,205.
g			154,228.
h			<224,555.>
i			79,527.
j			1,138.
k			4,163.
l			25,156.
m			45,432.
n			47,407.
o			708.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8 }

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a GRACIE CAPITAL ST			P		
b GRACIE CAPITAL LT					
c GRACIE CAPITAL LT					
d HIGHBRIDGE PRINCIPAL STRATEGY FD ST					
e HIGHBRIDGE PRINCIPAL STRATEGY FD LT					
f OAKTREE EMERGING MARKETS ST			P		
g OAKTREE EMERGING MARKETS LT			P		
h OMEGA EQUITY INVESTORS ST			P		
i OMEGA EQUITY INVESTORS LT			P		
j STRATEGIC COMMODITY FUND ST			P		
k MARKSTONE CAPITAL			P		
l CANYON VALUE REALIZATION SEC 1231					
m OMEGA EQUITY INVESTORS SEC 1231			P		
n BAY HARBOUR 90-1 SEC 1256					
o BREVAN HOWARD PTRS SECT 1256					
(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 14.					14.
b		27,538.			<27,538. >
c		562.			<562. >
d		104.			<104. >
e		2,676.			<2,676. >
f 21,132.					21,132.
g 3,805.					3,805.
h 47,386.					47,386.
i 29,167.					29,167.
j 20,203.					20,203.
k 220.					220.
l		298.			<298. >
m 5,409.					5,409.
n		6,263.			<6,263. >
o		1,504.			<1,504. >
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")		
(I) F M V as of 12/31/69	(J) Adjusted basis as of 12/31/69	(k) Excess of col (I) over col (J), if any			
a					14.
b					<27,538. >
c					<562. >
d					<104. >
e					<2,676. >
f					21,132.
g					3,805.
h					47,386.
i					29,167.
j					20,203.
k					220.
l					<298. >
m					5,409.
n					<6,263. >
o					<1,504. >
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }		2		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	{ If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }		3		

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	BREVAN HOWARD PTRS SECT 1256			
b	CANYON VALUE REALIZATION SEC 1256			
c	OAKTREE EMERGING MARKETS SEC 1256			
d	STRATEGIC COMMODITY FUND SECT 1256	P		
e	NBS 2150 XTO ENERGY	P	09/11/06	03/09/10
f	NBS 700 NEWS CORP	P	04/10/06	04/13/10
g	UBS407 4900 ARTIO INTL	P	05/03/06	07/14/10
h	UBS407 4700 ARTIO INTL	P	05/03/06	07/22/10
i	UBS407 4700 ARTIO INTL	P	05/03/06	07/23/10
j	UBS407 4700 ARTIO INTL	P	05/03/06	07/26/10
k	UBS407 4700 ARTIO INTL	P	05/03/06	08/02/10
l	UBS407 9400 ARTIO INTL	P	05/03/06	08/06/10
m	UBS407 4700 ARTIO INTL	P	05/03/06	08/09/10
n	UBS407 9400 ARTIO INTL	P	05/03/06	09/01/10
o	NBR 1800 KROEGER	P	04/13/09	03/08/10

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a		664.	<664. >
b		4,171.	<4,171. >
c		3,544.	<3,544. >
d	26,890.		26,890.
e	101,291.	72,010.	29,281.
f	10,852.	11,907.	<1,055. >
g	53,797.	69,335.	<15,538. >
h	51,695.	66,505.	<14,810. >
i	52,071.	66,505.	<14,434. >
j	52,447.	66,505.	<14,058. >
k	53,763.	66,505.	<12,742. >
l	107,437.	133,010.	<25,573. >
m	53,857.	66,505.	<12,648. >
n	104,617.	133,010.	<28,393. >
o	41,233.	36,858.	4,375.

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

(l) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (l) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<664. >
b			<4,171. >
c			<3,544. >
d			26,890.
e			29,281.
f			<1,055. >
g			<15,538. >
h			<14,810. >
i			<14,434. >
j			<14,058. >
k			<12,742. >
l			<25,573. >
m			<12,648. >
n			<28,393. >
o			4,375.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8 }

Y&S NAZARIAN FAMILY FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	NBR 1000 KROEGER	P	09/15/09	03/08/10
b	WFB 50 QCOM JAN 55 CALLS	P	06/09/09	01/19/10
c	WFB 50 QCOM JAN 55 CALLS	P	06/25/09	01/19/10
d	WFB 50 QCOM JAN 55 CALLS	P	07/22/09	01/19/10
e	GS JUN QCOM 41 CALLS	P	05/14/10	06/21/10
f	GS JUN QCOM 40 CALLS	P	05/18/10	06/21/10
g	GS JUN QCOM 40 CALLS	P	05/20/10	06/21/10
h	GS JUL QCOM 40 CALLS	P	05/24/10	07/19/10
i	GS JUL QCOM 41 CALLS	P	05/25/10	07/19/10
j	GS 188 QCOIM AUG 38 CALLS	P	07/12/10	07/30/10
k	GS 187 QCOM OCT 39 CALLS	P	06/29/10	08/03/10
l	GS 563 QCOM AUG 39.5 CALLS	P	06/10/10	08/10/10
m	GS 563 37500 QCOM SEPT 40.5	P	06/18/10	09/01/10
n	GS 188 QCOM SEP 41 CALLS	P	08/04/10	09/17/10
o	GS 187 QCOM SEP 41 CALLS ASSGND	P	08/04/10	09/17/10

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 22,907.		20,327.	2,580.
b 8,332.			8,332.
c 8,295.			8,295.
d 13,570.			13,570.
e 3,740.			3,740.
f 3,923.			3,923.
g 2,992.			2,992.
h 3,553.			3,553.
i 4,673.			4,673.
j 5,700.		18,424.	<12,724. >
k 3,889.		9,724.	<5,835. >
l 19,987.		17,453.	2,534.
m 10,125.			10,125.
n 5,610.		32,671.	<27,061. >
o 5,640.			5,640.

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			2,580.
b			8,332.
c			8,295.
d			13,570.
e			3,740.
f			3,923.
g			2,992.
h			3,553.
i			4,673.
j			<12,724. >
k			<5,835. >
l			2,534.
m			10,125.
n			<27,061. >
o			5,640.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8 }

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a GS 188 QCOM OCT 41 CALLS			P	07/30/10	09/22/10
b GS 189 QCOM OCT 42 CALLS			P	08/10/10	09/24/10
c GS 92 QCOM OCT 42 CALLS			P	08/10/10	09/30/10
d GS 94 QCOM OCT 42 CALLS			P	08/26/10	09/30/10
e GS 281 QCOM OCT 43 CALLS			P	08/13/10	10/14/10
f GS 94 QCOM OCT 43 CALLS			P	08/26/10	10/14/10
g GS 188 QCOM NOV 44 CALLS			P	09/22/10	10/21/10
h GS 188 QCOM DEC 45 CALLS			P	10/21/10	12/02/10
i					
j					
k					
l					
m					
n					
o					

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 14,100.		49,797.	<35,697. >
b 14,553.		50,962.	<36,409. >
c 7,084.		31,465.	<24,381. >
d 3,290.		32,148.	<28,858. >
e 5,564.		57,324.	<51,760. >
f 2,068.		19,176.	<17,108. >
g 30,386.		23,553.	6,833.
h 20,802.		67,274.	<46,472. >
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(I) F M V as of 12/31/69	(I) Adjusted basis as of 12/31/69	(k) Excess of col (I) over col (j), if any	
a			<35,697. >
b			<36,409. >
c			<24,381. >
d			<28,858. >
e			<51,760. >
f			<17,108. >
g			6,833.
h			<46,472. >
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	4,300,675.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	{ If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BARCLAYS CAPITAL	1.
FROM K-1: BAY HARBOUR 90-1 LTD	51,138.
FROM K-1: BREVAN HOWARD	22,209.
FROM K-1: BREVAN HOWARD	5,734.
FROM K-1: CANYON VALUE REALIZATION FUND LP	307,053.
FROM K-1: CHILTON SMALL CAP PTRS	892.
FROM K-1: FPA HAWKEYE-7 FUND	30,046.
FROM K-1: GRACIE CAPITAL	3,921.
FROM K-1: GRACIE CAPITAL	80.
FROM K-1: HIGHBRIDGE PRINCIPAL STRATEGIES	41,162.
FROM K-1: LUMINOUS CAPITAL - TRADEWINDS	2.
FROM K-1: MARKSTONE CAPITAL PARTNERS	11,605.
FROM K-1: OAKTREE EMERGING MARKETS FUND	914.
FROM K-1: OMEGA EQUITY INVESTORS, LP	51,089.
FROM K-1: STRATEGIC COMMODITIES FUND	417.
GOLDMAN SACCHS	1,703.
JP MORGAN	5.
STATE OF CALIFORNIA	18.
UBS 192	428.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	528,417.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BARCLAYS WEALTH 131	19.	0.	19.
FROM K-1: BAY HARBOUR 90-1	60,233.	0.	60,233.
FROM K-1: BREVAN HOWARD	340.	0.	340.
FROM K-1: BREVAN HOWARD	87.	0.	87.
FROM K-1: CANYON VALUE			
REALIZATION FUND LP	7,121.	0.	7,121.
FROM K-1: CHILTON SMALL CAP PTRS	1,968.	0.	1,968.
FROM K-1: FPA HAWKEYE-7 FUND	6,274.	0.	6,274.
FROM K-1: GRACIE CAPITAL	849.	0.	849.
FROM K-1: GRACIE CAPITAL	17.	0.	17.
FROM K-1: HIGHBRIDGE CAPITAL	1,324.	0.	1,324.
FROM K-1: MARKSTONE CAPITAL	1,877.	0.	1,877.
FROM K-1: OAKTREE EMERGING			
MARKETS	3,599.	0.	3,599.
FROM K-1: OMEGA EQUITY			
INVESTORS, LP	19,174.	0.	19,174.
GOLDMAN SACHS	89,170.	0.	89,170.
JP MORGAN 337	8.	0.	8.

Y&S NAZARIAN FAMILY FOUNDATION

95-4774321

MERRILL LYNCH 197	23,160.	0.	23,160.
NEUBERGER BERMAN	10,867.	0.	10,867.
NEUBERGER BERMAN	13,739.	0.	13,739.
UBS 407	14,219.	0.	14,219.
UBS 780	40,583.	0.	40,583.
WELLS FARGO	158.	0.	158.
WELLS FARGO INVESTMENTS	31,902.	0.	31,902.
TOTAL TO FM 990-PF, PART I, LN 4	326,688.	0.	326,688.

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY INCOME FORM K-1: BAY HARBOUR	<1,248.>	<1,248.>	
ORDINARY INCOME FORM K-1: CANYON VALUE	<18,971.>	<18,971.>	
ORDINARY INCOME FORM K-1: OMEGA EQUITY INV	<3,730.>	<3,730.>	
RENTAL INCOME FROM K-1: CANYON VALUE REALIZ FUND	322.	322.	
OTHER PORTFOLIO FROM K-1: CANYON VALUE	18,333.	18,333.	
OTHER PORTFOLIO FROM K-1: BREVAN HOWARD	12,965.	12,965.	
OTHER PORTFOLIO FROM K-1: BREVAN HOWARD	5,727.	5,727.	
OTHER PORTFOLIO FROM K-1: BAY HARBOUR 90-1	7,401.	7,401.	
OTHER PORTFOLIO FROM K-1: FPA HAWKEYE	2,412.	2,412.	
OTHER PORTFOLIO FROM K-1: GRACIE CAPITAL	3,800.	3,800.	
OTHER PORTFOLIO FROM K-1: GRACIE CAPITAL	78.	78.	
OTHER PORTFOLIO FROM K-1: HIGHBRIDGE CAPITAL	<5,241.>	<5,241.>	
OTHER PORTFOLIO FROM K-1: MARKSTONE CAPITAL	87.	87.	
OTHER PORTFOLIO FROM K-1: OAKTREE EMERGING MKTS	<250.>	<250.>	
OTHER PORTFOLIO FROM K-1: OMEGA EQUITY PTRS	11,442.	11,442.	
OTHER PORTFOLIO FROM K-1: CHILTON SMALL CAP	<429.>	<429.>	
NONTAXABLE (M-1) FROM K-1: BAY HARBOUR 90-1	504,640.	0.	
NONTAXABLE (M-1) FROM K-1: BREVAN HOWARD	318.	0.	

Y&S NAZARIAN FAMILY FOUNDATION

95-4774321

NONTAXABLE (M-1) FROM K-1: CANYON VALUE REALIZATION	207,601.	0.
NONTAXABLE (M-1) FROM K-1: CHILTON SMALL CAP	17,270.	0.
NONTAXABLE (M-1) FROM K-1: FPA HAWKEYE-7 FUND	33,653.	0.
NONTAXABLE (M-1) FROM K-1: GRACIE CAPITAL	53,102.	0.
NONTAXABLE (M-1) FROM K-1: HIGHBRIDGE PRINCIPAL STRAT	25,836.	0.
NONTAXABLE (M-1) FROM K-1: LUMINOUS CAPITAL TRADEWINDS	21,371.	0.
NONTAXABLE (M-1) FROM K-1: MARKSTONE CAPITAL	43,990.	0.
NONTAXABLE (M-1) FROM K-1: OAKTREE EMERGING MKTS	<5,686.>	0.
NONTAXABLE (M-1) FROM K-1: OMEGA EQUITY INV	195,276.	0.
NONTAXABLE (M-1) FROM K-1: STRATEGIC COMMODITY FUND	<12,061.>	0.
UNREALIZED GAIN/(LOSS) QCOM	<4,207,387.>	0.
UNREALIZED GAIN/(LOSS) NON-QCOM	<127,354.>	0.
NEUBERGER BERMAN NON TAXABLE DISTRIBUTION	3,636.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	<3,213,097.>	32,698.

FORM 990-PF	LEGAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	10,025.	0.		0.
TO FM 990-PF, PG 1, LN 16A	10,025.	0.		0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	5,595.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	5,595.	0.		0.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BOOK PRODUCTION EXPENSES	50,896.	0.		0.
MANAGEMENT SUPPORT	83,694.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	134,590.	0.		0.

FORM 990-PF

TAXES

STATEMENT

7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX	32,000.	0.		0.
STATE FILING FEES	150.	0.		0.
FOREIGN TAX WITHHOLDING	3,908.	0.		0.
CALIFORNIA TAXES	10.	0.		0.
TO FORM 990-PF, PG 1, LN 18	36,068.	0.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PORTFOLIO EXPENSE FROM K-1: BAY HARBOUR 90-1	35,176.	35,176.		0.
PORTFOLIO EXPENSE FROM K-1: BREVAN HOWARD	24,300.	24,300.		0.
PORTFOLIO EXPENSE FROM K-1: CANYON VALUE REALIZATION FUND	56,777.	56,777.		0.
PORTFOLIO EXPENSE FROM K-1: FPA HAWKEYE-7	16,691.	1,661.		0.
PORTFOLIO EXPENSE FROM K-1: GRACIE CAPITAL	884.	884.		0.
PORTFOLIO EXPENSE FROM K-1: HIGHBRIDGE PRINCIPAL STRATEGIES	16,788.	16,788.		0.
PORTFOLIO EXPENSE FROM K-1: LEHMAN BROTHERS LOAN OPP FUND	40.	40.		0.

Y&S NAZARIAN FAMILY FOUNDATION

95-4774321

PORFOLIO EXPENSE FROM K-1:			
MARKSTONE CAPITAL	38,096.	38,096.	0.
PORFOLIO EXPENSE FROM K-1:			
OMEGA EQUITY	4,644.	4,644.	0.
PORFOLIO EXPENSE FROM K-1:			
STRATEGIC COMMODITIES FUND	4,826.	4,826.	0.
PORFOLIO EXPENSE FROM K-1:			
CHILTON SMALL CAP PTRS	9,123.	9,123.	0.
PORFOLIO EXPENSE FROM K-1:			
OAKTREE EMERGING MKTS	9,307.	9,307.	0.
PORFOLIO EXPENSE FROM K-1:			
LUMINOUS CAPITAL TRADEWINDS	801.	801.	0.
INVESTMENT MANAGEMENT FEE -			
NEUBERGER BERMAN	34,823.	34,823.	0.
BANK FEES	705.	705.	0.
WEB SITE	11,845.	0.	0.
OFFICE SUPPLIES & EXPENSE	2,137.	0.	0.
TO FORM 990-PF, PG 1, LN 23	<u>266,963.</u>	<u>237,951.</u>	<u>0.</u>

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
WELLS FARGO INVESTMENTS	0.	0.	
GOLDMAN SACHS	8,441,478.	8,441,478.	
JP MORGAN 5337	22,690.	22,690.	
BARCLAYS (STRAUSS)	167,265.	167,265.	
JP MORGAN	12,997.	12,997.	
BARCLAYS	14,248.	14,248.	
UBS	1,191,173.	1,191,173.	
UBS - 2	3,735,837.	3,735,837.	
MERRILL LYNCH	1,273,595.	1,273,595.	
ECHO GLOBAL LOGISTICS COMMON STOCK	0.	0.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	<u>14,859,283.</u>	<u>14,859,283.</u>	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FPA HAWKEYE-7 FUND	FMV	1,655,768.	1,655,768.
GRACIE CAPITAL	FMV	239,688.	239,688.
PELTZ CAPITAL/PCM FUND	FMV		
(WETHERSFIELD)		39,644.	39,644.
OMEGA EQUITY INVESTORS, LP	FMV	2,137,853.	2,137,853.

Y&S NAZARIAN FAMILY FOUNDATION

95-4774321

STRATEGIC COMMODITIES FUND LLC	FMV	0.	0.
CANYON VALUE REALIZATION FUND LP	FMV	4,230,045.	4,230,045.
LEHMAN LOAN OPPORTUNITY FUND	FMV	0.	0.
HIGHBRIDGE PRINCIPAL STRATEGIES	FMV	462,808.	462,808.
BAY HAROUR 90-1 LTD	FMV	19,801.	19,801.
BHR CAPITAL	FMV	1,960,321.	1,960,321.
BREVAN HOWARD	FMV	1,012,872.	1,012,872.
CHILTON SMALL CAP	FMV	564,950.	564,950.
OAKTREE EMERGING MARKETS FUND	FMV	514,665.	514,665.
MARKSTONE CAPITAL PARTNERS	FMV	1,668,577.	1,668,577.
TRADEWINDS GLOBAL LONG/SHORT FUND	FMV	270,572.	270,572.
TOTAL TO FORM 990-PF, PART II, LINE 13		14,777,564.	14,777,564.

FORM 990-PF	INTEREST AND PENALTIES	STATEMENT 11
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TAX DUE FROM FORM 990-PF, PART VI		27,801.
UNDERPAYMENT PENALTY		164.
LATE PAYMENT INTEREST		1,236.
LATE PAYMENT PENALTY		1,944.
TOTAL AMOUNT DUE		31,145.

FORM 990-PF	LATE PAYMENT PENALTY	STATEMENT 12
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DESCRIPTION	DATE	AMOUNT	BALANCE	MONTHS	PENALTY
TAX DUE	05/15/11	96,801.	96,801.		
EXTENSION PAYMENT	05/15/11	<32,000.>	64,801.	6	1,944.
PAYMENT	11/15/11	<37,000.>	27,801.		
DATE FILED	11/15/11		27,801.		
TOTAL LATE PAYMENT PENALTY					1,944.

FORM 990-PF	LATE PAYMENT INTEREST	STATEMENT 13
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DESCRIPTION	DATE	AMOUNT	BALANCE	RATE	DAYS	INTEREST
TAX DUE	05/15/11	96,801.	96,801.	.0400		
EXTENSION PAYMENT	05/15/11	<32,000.>	64,801.	.0400	138	987.
INTEREST RATE CHANGE	09/30/11	0.	65,788.	.0300	46	249.
PAYMENT	11/15/11	<37,000.>	29,037.	.0300		
DATE FILED	11/15/11		29,037.			
TOTAL LATE PAYMENT INTEREST						1,236.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 14

NAME OF MANAGER

YOUNES NAZARIAN
SORAYA J. NAZARIAN

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 15

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
30 YEARS AFTER 9500 WEST OLYMPIC BOULEVARD BEVERLY HILLS, CA 90212	NONE CHARITABLE	EXEMPT	400.
AMERICAN FRIENDS OF BEIT ISSIE SHAPIRO 404 PARK AVENUE SOUTH, 7TH FL NEW YORK, NY 10016	NONE CHARITABLE	EXEMPT	2,250.
AMERICAN FRIENDS OF CECI SUITE 400, 9420 WILSHIRE BOULEVARD BEVERLY HILLS, CA 90212	NONE CHARITABLE	EXEMPT	10,000.
AMERICAN FRIENDS OF ISRAEL PHILHARMONIC 122 EAST 42ND STREET, SUITE 4507 NEW YORK, NY 10168	NONE CHARITABLE	EXEMPT	13,400.
AMERICAN WAY FOUNDATION 2000 M ST NW WASHINGTON, DC 20036	NONE CHARITABLE	EXEMPT	250.
AVIVA FAMILY & CHILDREN'S SERVICES 7120 FRANKLIN AVENUE LOS ANGELES, CA 90046	NONE CHARITABLE	EXEMPT	3,200.

BAYCREST FOUNDATION 3650 BATHURST STREET TORONTO M6A 2E1	NONE CHARITABLE	EXEMPT	250.
BEIT HATFUTZOT LTD P.O. BOX 39359 TEL AVIV 61392	NONE CHARITABLE	EXEMPT	175,000.
BRENTWOOD SCHOOL 100 SOUTH BARRINGTON PLACE LOS ANGELES, CA 90049	NONE CHARITABLE	EXEMPT	55,000.
CHACHAM YEDIDIA SHOFET EDUCATIONAL 268 SOUTH WETHERLDY DRIVE BEVERLY HILLS, CA 90211	NONE CHARITABLE	EXEMPT	2,000.
CHILDREN UNITING NATIONS 6380 WILSHIRE BOULEVARD LOS ANGELES, CA 90048	NONE CHARITABLE	EXEMPT	1,000.
CITY OF HOPE 1500 EAST DUARTE ROAD DUARTE, CA 91010	NONE CHARITABLE	EXEMPT	10,000.
CREW-LA P.O. BOX 12155 LA CRESCEENTA, CA 91224	NONE CHARITABLE	EXEMPT	1,000.
CROSSROADS SCHOOL 1714 21ST STREET SANTA MONICA, CA 90404	NONE CHARITABLE	EXEMPT	25,000.
EMERGENCY FUND IAJF 1317 NORTH CRESCENT HEIGHTS BOULEVARD WEST HOLLYWOOD, CA 90046	NONE CHARITABLE	EXEMPT	1,000.
FRIENDS OF ELIYA-USA 1019 SOUTH CORNING STREET LOS ANGELES, CA 90035	NONE CHARITABLE	EXEMPT	500.

Y&S NAZARIAN FAMILY FOUNDATION

95-4774321

FRIENDS OF ISRAEL DEFENSE FORCES 298 FIFTH AVENUE, 5TH FL NEW YORK, NY 10001	NONE CHARITABLE	EXEMPT	20,400.
FROM K-1: CANYON VALUE REALIZATION FUND 2000 AVENUE OF THE STARS, FL 11 LOS ANGELES, CA 90067	NONE CHARITABLE	EXEMPT	7.
HERZL WAY BROADCAST 3580 WILSHIRE BOULEVARD, STE 1510 LOS ANGELES, CA 90010	NONE CHARITABLE	EXEMPT	5,000.
HOMEBOY INDUSTRIES 578 WASHINGTON BOULEVARD MARINA DEL REY, CA 90292	NONE CHARITABLE	EXEMPT	1,000.
HOPE FOUNDATION P.O. BOX 18280 BEVERLY HILLS, CA 90209	NONE CHARITABLE	EXEMPT	1,000.
IMA FOUNDATION 1801 CENTURY PARK WEST, FL 5 LOS ANGELES, CA 90067	NONE CHARITABLE	EXEMPT	251,000.
INTERNATIONAL MEDICAL CORPS 9911 WEST PICO BOULVARD, STE 510 LOS ANGELES, CA 90035	NONE CHARITABLE	EXEMPT	1,000.
INTERNATIONAL SPACE UNIVERSITY P.O. BOX 7470 ARLINGTON, VA 22207	NONE CHARITABLE	EXEMPT	1,000.
IRANIAN JEWISH WOMEN'S ORGANIZATION 10632 LINDAMERE DRIVE BEVERLY HILLS, CA 90210	NONE CHARITABLE	EXEMPT	1,000.
ISRAEL CANCER RESEARCH FUND 159 SOUTH BEVERLY DRIVE, STE 207 BEVERLY HILLS, CA 90212	NONE CHARITABLE	EXEMPT	500.

Y&S' NAZARIAN FAMILY FOUNDATION

95-4774321

JEWISH BIG BROTHERS BIG SISTERS OF LA 6505 WILSHIRE BOULEVARD, STE 600 LOS ANGELES, CA 90048	NONE CHARITABLE	EXEMPT	100.
JEWISH FEDERATION COUNCIL 6505 WILSHIRE BOULEVARD LOS ANGELES, CA 90048	NONE CHARITABLE	EXEMPT	210,000.
JUVENILE DIABETES RESEARCH FOUNDATION 26 BROADWAY, 14TH FL NEW YORK, NY 10004	NONE CHARITABLE	EXEMPT	500.
KAIIZEN FOUNDATION 5699 KANAN ROAD, NO 302 AGOURA HILLS, CA 91301	NONE CHARITABLE	EXEMPT	3,300.
KEEP MEMORY ALIVE 888 WEST BONNEVILLE AVENUE LAS VEGAS, NV 89106	NONE CHARITABLE	EXEMPT	50,000.
LOOKING BEYOND 3391 STONERIDGE LANE LOS ANGELES, CA 90077	NONE CHARITABLE	EXEMPT	1,000.
LEUKEMIA & LYMPHOMA SOCIETY 1311 MAMARONECK AVENUE, STE 310 WHITE PLAINS, NY 10605	NONE CHARITABLE	EXEMPT	500.
LOS ANGELES PHILHARMONIC ASSOCIATION 151 SOUTH GRAND AVENUE LOS ANGELES, CA 90012	NONE CHARITABLE	EXEMPT	57,900.
MAGBIT FOUNDATION 433 NORTH CAMDEN DRIVE, FL 4, NO 215 BEVERLY HILLS, CA 90210	NONE CHARITABLE	EXEMPT	1,000.
MICHAEL J FOX FOUNDATION FOR PARKINSON'S RESEARCH P.O. BOX 780 NEW YORK, NY 10008	NONE CHARITABLE	EXEMPT	1,000.

MUSIC CENTER FOUNDERS DEPARTMENT 9743 LOS ANGELES, CA 90084	NONE CHARITABLE	EXEMPT	800.
PAAIA FUND SUITE 202, 1350 CONNECTICUT AVENUE, NW WASHINGTON, DC 20036	NONE CHARITABLE	EXEMPT	35,000.
PACIFIC COUNCIL ON INTERNATIONAL POLICY 801 SOUTH FIGUEROA STREET, STE 1130 LOS ANGELES, CA 90017	NONE CHARITABLE	EXEMPT	35,000.
PAYEM WEEKLY P.O. BOX 222078 GREAT NECK, NY 11022	NONE CHARITABLE	EXEMPT	1,000.
PUPS FOR PEACE 8424A SANTA MONICA BOULEVARD, STE 112 WEST HOLLYWOOD, CA 90069	NONE CHARITABLE	EXEMPT	1,500.
PEF ISRAEL ENDOWMENT FUNDS 317 MADISON AVENUE, STE 607 NEW YORK, NY 90067	NONE CHARITABLE	EXEMPT	9,000.
RAND CORPORATION 1776 MAIN STREET, P.O. BOX 2138 SANTA MONICA, CA 90407	NONE CHARITABLE	EXEMPT	20,000.
RUSTIC PATHWAYS FOUNDATION P.O. BOX 445 WILLOUGHBY, OH 44096	NONE CHARITABLE	EXEMPT	5,000.
SHOFAR CULTURAL FOUNDATION INC. P.O. BOX 222136 GREAT NECK, NY 11022	NONE CHARITABLE	EXEMPT	120.
SHUSTERMAN CENTER FOR ISRAEL STUDIES MAIL STOP 060; P.O. BOX 549110 WALTHAM, MA 02454	NONE CHARITABLE	EXEMPT	10,000.

Y&S NAZARIAN FAMILY FOUNDATION

95-4774321

SINAI TEMPLE 10400 WILSHIRE BOULEVARD LOS ANGELES, CA 90024	NONE CHARITABLE	EXEMPT	14,500.
SKIRBALL CULTURAL CENTER 2701 NORTH SEPULVEDA BOULVARD LOS ANGELES, CA 90049			20,000.
STEVEN S. WISE TEMPLE 115500 STEPHEN S WISE DRIVE LOS ANGELES, CA 900771520	NONE CHARITABLE	EXEMPT	100,000.
STANFORD FUND 326 GALVEZ STREET STANFORD, CA 94305	NONE CHARITABLE	EXEMPT	5,000.
UCLA FOUNDATION PO BOX 7145 PASADENA, CA 91109	NONE CHARITABLE	EXEMPT	294,050.
USC UNIVERSITY PARK LOS ANGELES, CA 90089	NONE CHARITABLE	EXEMPT	10,000.
USC ROSKI SCHOOL OF FINE ARTS WATT HALL 104, UNIVERSITY PARK CAMPUS LOS ANGELES, CA 90089	NONE CHARITABLE	EXEMPT	15,000.
USC THORNTON SCHOOL OF MUSIC UNIVERSITY PARK LOS ANGELES, CA 90089	NONE CHARITABLE	EXEMPT	5,000.
USCB INSTITUTIONAL ADVCM UNIVERSITY PARK LOS ANGELES, CA 90089	NONE CHARITABLE	EXEMPT	4,000.
WIZO 950 THIRD AVENUE, SUITE 901 NEW YORK, NY 10022	NONE CHARITABLE	EXEMPT	2,000.

Y&S NAZARIAN FAMILY FOUNDATION

95-4774321

ZIMMER CHILDREN'S MUSEUM
6505 WILSHIRE BOULEVARD, STE 100
LOS ANGELES, CA 90048

NONE
CHARITABLE

EXEMPT

15,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

1,509,427.

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47 STATEMENT(S) 15
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