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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 . . . . .			
	2 Savings and temporary cash investments . . . . .	248,521.	201,095.	201,095.
	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 page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use . . . . .			
	9 Prepaid expenses and deferred charges . . . . .			
	10 a Investments - U S and state government obligations (attach schedule) . . . . .			
	b Investments - corporate stock (attach schedule) . . . . .	1,617,402.	1,592,686.	1,778,872.
	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) . . . . .	1,951,640.	1,951,640.	2,254,205.	
14 Land, buildings, and equipment basis				
Less accumulated depreciation ▶ (attach schedule)				
15 Other assets (describe ▶) . . . . .				
16 <b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	3,817,563.	3,745,421.	4,234,172.	
Liabilities	17 Accounts payable and accrued expenses . . . . .			
	18 Grants payable . . . . .			
	19 Deferred revenue . . . . .			
	20 Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	21 Mortgages and other notes payable (attach schedule) . . . . .			
	22 Other liabilities (describe ▶) . . . . .			
23 <b>Total liabilities</b> (add lines 17 through 22) . . . . .				
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted . . . . .			
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/></b>			
	27 Capital stock, trust principal, or current funds . . . . .	3,817,563.	3,745,421.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
	29 Retained earnings, accumulated income, endowment, or other funds . . . . .			
30 <b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	3,817,563.	3,745,421.		
31 <b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	3,817,563.	3,745,421.		

**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	3,817,563.
2 Enter amount from Part I, line 27a . . . . .	2	-71,470.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8 . . . . .	3	2,978.
4 Add lines 1, 2, and 3 . . . . .	4	3,749,071.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9 . . . . .	5	3,650.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	3,745,421.

**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 SEE PART IV DETAIL				
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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(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				
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	3,951.
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 pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.	}		3	

**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 page 18 of 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 (col (b) divided by col (c))
2009	100,796.	3,527,580.	0.02857369642
2008	137,554.	4,135,842.	0.03325900748
2007			
2006			
2005			

  

2 Total of line 1, column (d)	2	0.06183270390
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	0.03091635195
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	3,938,421.
5 Multiply line 4 by line 3	5	121,762.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	821.
7 Add lines 5 and 6	7	122,583.
8 Enter qualifying distributions from Part XII, line 4 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 on page 18.	8	154,096.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Tax under section 511', 'Credits/Payments', and 'Overpayment'. Total amount owed is 1,207, with 824 refunded, leaving 383.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, 'Yes', and 'No'. Questions cover political campaign participation, tax on political expenditures, and foundation status.

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 page 20 of the 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
14 The books are in care of BANK OF AMERICA, N.A. Telephone no. (213) 861-5228
Located at 515 S FLOWER ST, FL 27, LOS ANGELES, CA ZIP + 4 90071-2201
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . 15
16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . 16 Yes No X
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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

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

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 X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . X 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 X
(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 X
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)? . . . . . 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 X
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 page 22 of the instructions.) . . . . . 2b X
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 X
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
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 page 22 of the 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 page 22 of the instructions)?  Yes  No  
 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?  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?  Yes  No  
 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?  Yes  No

5b			
6b			X
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 page 22 of the 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
SEE STATEMENT 11		30,625.	-0-	-0-

**2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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		NONE	NONE	NONE

**Total number of other employees paid over \$50,000**  NONE

**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 page 23 of the instructions). If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services . . . . . NONE

**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 NONE	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments** (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2 NONE	
All other program-related investments See page 24 of the instructions	
3 NONE	
<b>Total.</b> Add lines 1 through 3 . . . . .	

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	3,998,397.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	NONE
<b>c</b>	Fair market value of all other assets (see page 25 of the instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	3,998,397.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	3,998,397.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	59,976.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	3,938,421.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	196,921.

**Part XI Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	196,921.
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	821.
<b>b</b>	Income tax for 2010. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	821.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	196,100.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	196,100.
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	196,100.

**Part XII Qualifying Distributions** (see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	154,096.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	154,096.
<b>5</b>	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 page 26 of the instructions)	<b>5</b>	821.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	153,275.

**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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7 . . . . .				196,100.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only . . . . .			140,833.	
b Total for prior years 20 08, 20 , 20 . . . . .		NONE		
3 Excess distributions carryover, if any, to 2010				
a From 2005 . . . . .	NONE			
b From 2006 . . . . .	NONE			
c From 2007 . . . . .	NONE			
d From 2008 . . . . .	NONE			
e From 2009 . . . . .	NONE			
f Total of lines 3a through e . . . . .	NONE			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 154,096.				
a Applied to 2009, but not more than line 2a . . . . .			140,833.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . . .	NONE			
d Applied to 2010 distributable amount . . . . .				13,263.
e Remaining amount distributed out of corpus . . . . .	NONE			
5 Excess distributions carryover applied to 2010 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a) )	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		NONE		
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 . . . . .		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions . . . . .		NONE		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions . . . . .				
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011. . . . .				182,837.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	NONE			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
10 Analysis of line 9				
a Excess from 2006 . . . . .	NONE			
b Excess from 2007 . . . . .	NONE			
c Excess from 2008 . . . . .	NONE			
d Excess from 2009 . . . . .	NONE			
e Excess from 2010 . . . . .	NONE			

**Part XIV Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

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

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

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

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)

**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the 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 <i>Paid during the year</i>  SEE STATEMENT 13				
<b>Total</b> ..... ▶ <b>3a</b>				140,836.
b <i>Approved for future payment</i>				
<b>Total</b> ..... ▶ <b>3b</b>				





**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					2,916.	
5,000.00		50. BURLINGTON NORTHN SANTA FE CORP PROPERTY TYPE: SECURITIES 4,834.00				P	09/26/2008	02/12/2010
						166.00		
20,000.00		200. BURLINGTON NORTHN SANTA FE CORP PROPERTY TYPE: SECURITIES 19,131.00				P	09/18/2008	02/12/2010
						869.00		
		.02 FRONTIER COMMUNICATIONS CORP COM PROPERTY TYPE: SECURITIES				P	12/19/2007	08/04/2010
TOTAL GAIN (LOSS) .....							----- 3,951. =====	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC	2,134.	2,134.
ABBOTT LABS	688.	688.
AVON PRODS INC	792.	792.
BEST BUY INC	257.	257.
BOFA GOVERNMENT RESERVES TRUST CLASS - F	1.	1.
BURLINGTON NORTHN SANTA FE CORP	165.	165.
CVS CAREMARK CORP COM	123.	123.
COCA COLA CO	722.	722.
COLUMBIA TOTAL RETURN BOND FUND CLASS Z	25,927.	25,927.
COLUMBIA HIGH INCOME FUND CLASS Z SHARES	10,597.	10,597.
COLUMBIA MULTI-ADVISOR INT'L EQUITY FUND	14,538.	14,538.
COLUMBIA MID CAP INDEX FUND CLASS Z SHAR	3,185.	3,185.
COLUMBIA SMALL CAP INDEX FUND CLASS Z SH	1,591.	1,591.
COLUMBIA CORE BOND FUND CLASS Z SHARES	11,136.	11,136.
COMCAST CORP NEW CL A COM	246.	246.
DEVON ENERGY CORP	192.	192.
DISNEY WALT CO	245.	245.
DUN & BRADSTREET CORP COM	350.	350.
ENERGY CORP NEW COM	810.	810.
EXELON CORP COM	798.	798.
EXXON MOBIL CORPORATION	1,871.	1,871.
FPL GROUP INC	50.	50.
FRONTIER COMMUNICATIONS CORP COM	13.	13.
GENERAL ELECTRIC CO	708.	708.
GOLDMAN SACHS GROUP INC	420.	420.
HARTFORD FINL SVCS GROUP INC	327.	327.
HEINZ H J CO	870.	870.
HESS CORP COM	140.	140.
HEWLETT PACKARD CO COM	366.	366.
HOME DEPOT INC	709.	709.
INTERNATIONAL BUSINESS MACHS CORP	1,375.	1,375.
J P MORGAN CHASE & CO COM	260.	260.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
JOHNSON & JOHNSON	1,372.	1,372.
KIMBERLY CLARK CORP	1,290.	1,290.
LOCKHEED MARTIN CORP	396.	396.
MCKESSON INC	150.	150.
MERCK & CO INC NEW COM	1,520.	1,520.
METLIFE INC	407.	407.
MICROSOFT CORP	1,004.	1,004.
MONSANTO CO NEW COM	215.	215.
NEWS CORP CL A	203.	203.
NEXTERA ENERGY INC COM	150.	150.
NIKE INC CL B	278.	278.
NOKIA CORP SPONSORED ADR	556.	556.
OCCIDENTAL PETE CORP	568.	568.
PNC FINL CORP	40.	40.
PEPSICO INC	753.	753.
POTASH CORP SASK INC	40.	40.
PRAXAIR INC	414.	414.
RIO TINTO PLC SPONSORED ADR	265.	265.
SCHLUMBERGER LTD	269.	269.
SOUTHERN CO	361.	361.
STAPLES INC	282.	282.
STATE STR CORP	22.	22.
TEXAS INSTRS INC	613.	613.
US BANCORP DEL COM NEW	186.	186.
UNITED TECHNOLOGIES CORP	1,284.	1,284.
VERIZON COMMUNICATIONS	956.	956.
WAL-MART STORES INC	944.	944.
WASTE MANAGEMENT INC	819.	819.
WELLS FARGO & CO	70.	70.
YUM BRANDS INC COM	361.	361.
AXIS CAPITAL HOLDINGS LTD COM	168.	168.
INVESCO LTD COM	324.	324.
NOBLE CORP COM	444.	444.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TOTAL	98,330.	98,330.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAX REFUND	2,574.	
INTEREST ON IRS REFUND	74.	74.
TOTALS	2,648.	74.

FORM 990PF, PART I - ACCOUNTING FEES  
 =====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE	1,000.			1,000.
TOTALS	1,000.	NONE	NONE	1,000.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	89.	89.
EXCISE TAX - PRIOR YEAR	62.	
FEDERAL EXCISE ESTIMATES	2,028.	
FOREIGN TAXES ON QUALIFIED FOR	1,745.	1,745.
TOTALS	3,924.	1,834.

FORM 990PF, PART I - OTHER EXPENSES

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER INVESTMENT FEE	4.	4.	10.
STATE FILING FEE	10.		
TOTALS	14.	4.	10.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES  
=====

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND ADJUSTMENT - 2009	2,946.
ROC ADJUSTMENT - 2010	32.
	-----
TOTAL	2,978.
	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES  
=====

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND ADJUSTMENT - 2010	2,892.
NET ROUNDING	8.
ROC ADJUSTMENT - 2009	750.
	-----
TOTAL	3,650.
	=====

-----  
STATE(S) WHERE THE FOUNDATION IS REGISTERED  
=====

CA

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES  
=====

OFFICER NAME:

BANK OF AMERICA, N.A.

ADDRESS:

515 S FLOWER ST, FL 27  
LOS ANGELES, CA 90071-2201

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 30

COMPENSATION ..... 30,625.

TOTAL COMPENSATION: 30,625.  
=====

RECIPIENT NAME:  
CHILDREN'S HOME SOCIETY  
OF CALIFORNIA  
ADDRESS:  
1300 W 4TH ST  
LOS ANGELES, CA 90017-1404  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED CONTRIBUTION  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC 501(C)(3)  
AMOUNT OF GRANT PAID ..... 35,209.

RECIPIENT NAME:  
LOS ANGELES ORTHOPAEDIC HOSPITAL  
FOUNDATION  
ADDRESS:  
2400 S FLOWER ST  
LOS ANGELES, CA 90007-2629  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED CONTRIBUTION  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC 501(C)(3)  
AMOUNT OF GRANT PAID ..... 35,209.

RECIPIENT NAME:  
CHILDRENS HOSPITAL LOS ANGELES  
ADDRESS:  
4650 W SUNSET BLVD # 29  
LOS ANGELES, CA 90027-6062  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
UNRESTRICTED CONTRIBUTION  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC 501(C)(3)  
AMOUNT OF GRANT PAID ..... 35,209.

G.N. SPENCER FOUNDATION (66-16-206-5063120)

95-6014058

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

EASTFIELD MING QUONG, INC. (EMQ)

ADDRESS:

251 LLEWELLYN AVE

CAMPBELL, CA 95008-1940

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID ..... 35,209.

TOTAL GRANTS PAID:

140,836.

=====

**G.N. SPENCER FOUNDATION**  
**95-6014058**  
**Balance Sheet**  
**12/31/2010**



<b>Cusip</b>	<b>Asset</b>	<b>Units</b>	<b>Basis</b>	<b>Market Value</b>
001084102	AGCO CORP	550 000	22,846 89	27,863 00
00206R102	AT&T INC	1270 000	32,191 13	37,312 60
002824100	ABBOTT LABS	400 000	19,628 87	19,164 00
00724F101	ADOBE SYS INC	650 000	19,827 09	20,007 00
023135106	AMAZON COM INC	200 000	17,208 99	36,000 00
031162100	AMGEN INC	400 000	23,759.33	21,960 00
052769106	AUTODESK INC	550 000	17,624 53	21,010 00
054303102	AVON PRODS INC	900 000	33,365 75	26,154 00
086516101	BEST BUY INC	450 000	20,470 11	15,430 50
126650100	CVS CAREMARK CORP	350 000	9,735 49	12,169 50
17275R102	CISCO SYS INC	1340 000	23,369 55	27,108 20
191216100	COCA COLA CO	410 000	23,753 78	26,965 70
19765H453	COLUMBIA TOTAL RETURN BOND FUND	61607 454	600,052 82	615,458 47
19765H495	COLUMBIA HIGH INCOME FUND	18526 253	162,000 00	148,951 07
19765H677	COLUMBIA MULTI-ADVISOR INTL	53704 436	532,002 57	653,582 99
19765J608	COLUMBIA MID CAP INDEX FUND	28794 584	213,819.78	331,713 61
19765J814	COLUMBIA SMALL CAP INDEX FUND	10190 981	125,183 79	176,100 15
19765L371	COLUMBIA CORE BOND FUND	29990 736	318,581 03	328,398 56
20030N101	COMCAST CORP	650 000	8,822 97	14,280 50
242370104	DEAN FOODS CO	850 000	16,983 93	7,514 00
25179M103	DEVON ENERGY CORP NEW	300 000	25,494 41	23,553 00
254687106	DISNEY WALT CO	700 000	21,208 10	26,257 00
26483E100	DUN & BRADSTREET CORP DEL NEW	250 000	22,576 57	20,522 50
268648102	EMC CORP	1250 000	12,630 87	28,625 00
29364G103	ENTERGY CORP NEW	250 000	22,239 07	17,707 50
30161N101	EXELON CORP	380 000	19,029 18	15,823 20
302182100	EXPRESS SCRIPTS INC	600 000	13,341 94	32,430 00
30231G102	EXXON MOBIL CORP	1075 000	26,521 06	78,604 00
35906A108	FRONTIER COMMUNICATIONS CORP	120 000	1,373 46	1,167 60
369604103	GENERAL ELEC CO	1685 000	54,622 15	30,818 65
375558103	GILEAD SCIENCES INC	250 000	13,617 64	9,060 00
38141G104	GOLDMAN SACHS GROUP INC	300 000	43,596 76	50,448 00
416515104	HARTFORD FINL SVCS GROUP INC	1635 000	56,029 22	43,311 15
423074103	HEINZ H J CO	500 000	22,638 53	24,730 00

G.N. SPENCER FOUNDATION  
 95-6014058  
 Balance Sheet  
 12/31/2010



Cusip	Asset	Units	Basis	Market Value
42809H107	HESS CORP	350.000	20,990.50	26,789 00
428236103	HEWLETT PACKARD CO	915.000	25,740 31	38,521 50
437076102	HOME DEPOT INC	750 000	17,951 35	26,295 00
459200101	INTERNATIONAL BUSINESS MACHS	550 000	43,745 39	80,718 00
46625H100	J P MORGAN CHASE & CO	1300 000	60,429 94	55,146 00
478160104	JOHNSON & JOHNSON	650 000	44,498.38	40,202 50
494368103	KIMBERLY CLARK CORP	500 000	31,092 35	31,520 00
50540R409	LABORATORY CORP AMER HLDGS	300 000	21,647.17	26,376.00
539830109	LOCKHEED MARTIN CORP	150 000	11,586.95	10,486 50
58155Q103	MCKESSON CORP	250 000	9,451 85	17,595 00
58933Y105	MERCK & CO INC	1000 000	44,762 28	36,040 00
59156R108	METLIFE INC	550 000	19,102 00	24,442 00
594918104	MICROSOFT CORP	1825 000	54,646 69	50,935 75
61166W101	MONSANTO CO	200 000	8,845 96	13,928 00
65248E104	NEWS CORP	1350 000	26,470 64	19,656.00
65339F101	NEXTERA ENERGY INC	100 000	6,320.21	5,199 00
654106103	NIKE INC	200 000	12,700.26	17,084 00
654902204	NOKIA CORP	1140 000	21,167 52	11,764 80
674599105	OCCIDENTAL PETE CORP DEL	400.000	23,161 60	39,240 00
693475105	PNC FINL SVCS GROUP INC	100.000	5,828 73	6,072 00
713448108	PEPSICO INC	405 000	19,007 48	26,458 65
73755L107	POTASH CORP SASK INC	100 000	14,249 53	15,483 00
74005P104	PRAXAIR INC	230 000	16,287 84	21,958 10
767204100	RIO TINTO PLC	300 000	9,907 00	21,498 00
806857108	SCHLUMBERGER LTD	320 000	19,074.88	26,720 00
842587107	SOUTHERN CO	200 000	7,535 12	7,646 00
845467109	SOUTHWESTERN ENERGY CO	550 000	19,187 94	20,586.50
855030102	STAPLES INC	800 000	19,262 00	18,216.00
857477103	STATE STR CORP	550 000	30,594 70	25,487 00
882508104	TEXAS INSTRS INC	1250 000	39,336 88	40,625 00
883556102	THERMO FISHER SCIENTIFIC CORP	300.000	17,285 25	16,608 00
902973304	US BANCORP DEL	930 000	28,457 70	25,082 10
913017109	UNITED TECHNOLOGIES CORP	755 000	35,758 22	59,433 60
92343V104	VERIZON COMMUNICATIONS INC	500 000	20,379 19	17,890 00

G.N. SPENCER FOUNDATION  
95-6014058  
Balance Sheet  
12/31/2010



<u>Cusip</u>	<u>Asset</u>	<u>Units</u>	<u>Basis</u>	<u>Market Value</u>
931142103	WAL-MART STORES INC	800 000	45,666 59	43,144.00
94106L109	WASTE MGMT INC DEL	650 000	21,685 68	23,965 50
949746101	WELLS FARGO & CO	350.000	7,660 00	10,846 50
988498101	YUM BRANDS INC	410 000	12,787.79	20,110 50
G0692U109	AXIS CAP HLDGS LTD	200.000	5,859 22	7,176.00
G491BT108	INVESCO LTD	750 000	19,897 01	18,045 00
H5833N103	NOBLE CORP	500 000	28,158 43	17,885 00
	Cash/Cash Equivalent	201095 080	201,095.08	201,095 08
		Totals:	3,745,420 97	4,234,172 02