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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

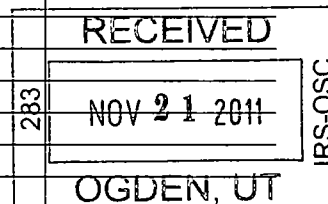
Name of foundation H. LESLIE & ELAINE S. HOFFMAN FOUNDATION		A Employer identification number 95-6048600
Number and street (or P O box number if mail is not delivered to street address) 225 SOUTH LAKE AVENUE	Room/suite 1150	B Telephone number 626-793-0043
City or town, state, and ZIP code PASADENA, CA 91101		C If exemption application is pending, 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		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 29,830,639.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
(Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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 ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		228.	228.		STATEMENT 1
4 Dividends and interest from securities		684,261.	682,066.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-920.			
b Gross sales price for all assets on line 6a 4,211,328.					
7 Capital gain net income (from Part IV, line 2)			0.		
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 Other income		2,744.	2,368.		STATEMENT 3
12 Total. Add lines 1 through 11		686,313.	684,662.		
13 Compensation of officers, directors, trustees, etc.		60,000.	6,000.		54,000.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 4		888.	0.		888.
b Accounting fees STMT 5		13,300.	3,400.		9,900.
c Other professional fees STMT 6		490,156.	237,417.		252,719.
17 Interest					
18 Taxes STMT 7		4,000.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 8		115,937.	114,240.		120.
24 Total operating and administrative expenses. Add lines 13 through 23		684,281.	361,057.		317,627.
25 Contributions, gifts, grants paid		875,816.			875,816.
26 Total expenses and disbursements. Add lines 24 and 25		1,560,097.	361,057.		1,193,443.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-873,784.			
b Net investment income (if negative, enter -0-)			323,605.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED NOV 29 2011

Revenue

Operating and Administrative Expenses



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		
Assets	1	Cash - non-interest-bearing		22,387.	6,465.	6,465.
	2	Savings and temporary cash investments		5,707,083.	3,012,078.	3,012,078.
	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 ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 9	1,438,615.	2,036,461.	2,102,881.	
	b	Investments - corporate stock STMT 10	11,238,699.	11,790,836.	15,081,843.	
	c	Investments - corporate bonds STMT 11	3,651,014.	5,762,028.	5,909,543.	
11	Investments - land, buildings, and equipment, basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 12	5,027,912.	3,624,369.	3,717,813.		
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶ STATEMENT 13)	20,327.	16.	16.		
16	Total assets (to be completed by all filers)	27,106,037.	26,232,253.	29,830,639.		
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				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted	27,106,037.	26,232,253.		
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ☐ and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances	27,106,037.	26,232,253.		
	31	Total liabilities and net assets/fund balances	27,106,037.	26,232,253.		

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	27,106,037.
2	Enter amount from Part I, line 27a	2	-873,784.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	26,232,253.
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	26,232,253.

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 STATEMENT			
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 4,211,328.		4,212,248.	-920.

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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			-920.

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	-920.
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.

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 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	944,167.	25,911,112.	.036439
2008	938,108.	30,554,933.	.030702
2007	927,712.	35,970,555.	.025791
2006	2,116,150.	29,700,624.	.071249
2005	4,431,750.	27,932,408.	.158660

2 Total of line 1, column (d)	2	.322841
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	.064568
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	28,398,101.
5 Multiply line 4 by line 3	5	1,833,609.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,236.
7 Add lines 5 and 6	7	1,836,845.
8 Enter qualifying distributions from Part XII, line 4	8	1,193,443.

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 ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	6,472.
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-)		2	0.
3 Add lines 1 and 2		3	6,472.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		5	6,472.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	6,861.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	6,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	12,861.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6,389.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax	11	0.	
			Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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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?	13	X	
Website address ► <u>N/A</u>				
14	The books are in care of ► <u>HOFFMAN ASSOCIATES, INC.</u> Telephone no. ► <u>626-793-0043</u>			
Located at ► <u>225 S. LAKE AVE., STE 1150, PASADENA, CA</u> ZIP+4 ► <u>91101</u>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	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?	16	Yes	No
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 ►				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)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years ►	☐ Yes	☒ No
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.)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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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)?

☐ 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

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(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
JANE H. POPOVICH	TRUSTEE			
225 S. LAKE AVE., STE. 1150				
PASADENA CA	15.00	30,000.	0.	0.
J. KRISTOFFER POPOVICH	TRUSTEE			
225 S. LAKE AVE., STE. 1150				
PASADENA CA	15.00	30,000.	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

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	23,612,025.
b	Average of monthly cash balances	1b	4,003,097.
c	Fair market value of all other assets	1c	1,215,437.
d	Total (add lines 1a, b, and c)	1d	28,830,559.
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	28,830,559.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	432,458.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	28,398,101.
6	Minimum investment return Enter 5% of line 5	6	1,419,905.

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

1	Minimum investment return from Part X, line 6	1	1,419,905.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	6,472.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,472.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,413,433.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,413,433.
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	1,413,433.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,193,443.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,193,443.
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	5	0.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	1,193,443.

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.

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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				1,413,433.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006	2,020,783.			
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	2,020,783.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 1,193,443.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				1,193,443.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	219,990.			219,990.
6 Enter the net total of each column as indicated below:				
a Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	1,800,793.			
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	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	1,800,793.			
10 Analysis of line 9:				
a Excess from 2006	1,800,793.			
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED STATEMENT	NONE	PUBLIC CHARITY	GENERAL SUPPORT	875,816.
Total				875,816.
b Approved for future payment				
Total SEE STATEMENT 15				2990000.

▶ 3a

▶ 3b

2010.04050 H. LESLIE & ELAINE S. HOFFM HOF-6001

H. LESLIE & ELAINE S. HOFFMAN 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 CAPITAL GUARDIAN (SEE ATTACHED)		P	VARIOUS	VARIOUS
b CAPITAL GUARDIAN (SEE ATTACHED)		P	VARIOUS	VARIOUS
c US TRUST (SEE ATTACHED)		P	VARIOUS	VARIOUS
d US TRUST (SEE ATTACHED)		P	VARIOUS	VARIOUS
e UBS #10215 (SEE ATTACHED)		P	VARIOUS	VARIOUS
f UBS #10215 (SEE ATTACHED)		P	VARIOUS	VARIOUS
g UBS #10213 (SEE ATTACHED)		P	VARIOUS	VARIOUS
h UBS #10213 (SEE ATTACHED)		P	VARIOUS	VARIOUS
i CAPITAL GAINS FROM INVESTMENT IN PARTNERSHIPS		P	VARIOUS	VARIOUS
j CAPITAL GAIN DISTRIBUTION		P	VARIOUS	VARIOUS
k BOND AMORTIZATION		P	VARIOUS	VARIOUS
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 346,732.		370,121.	-23,389.
b 909,247.		1,042,980.	-133,733.
c 265,378.		298,961.	-33,583.
d 976,677.		734,054.	242,623.
e 18,297.		15,533.	2,764.
f 1,005,507.		1,064,606.	-59,099.
g 88,668.		82,824.	5,844.
h 587,595.		603,169.	-15,574.
i 1,491.			1,491.
j 3,824.			3,824.
k 7,912.			7,912.
l			
m			
n			
o			

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			-23,389.
b			-133,733.
c			-33,583.
d			242,623.
e			2,764.
f			-59,099.
g			5,844.
h			-15,574.
i			1,491.
j			3,824.
k			7,912.
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	-920.
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
INTEREST INCOME ON SAVINGS & CASH INVESTMENTS	228.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	228.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS/INTEREST FROM SECURITIES/INVESTMENT PARTNERSHIPS	684,261.	0.	684,261.
TOTAL TO FM 990-PF, PART I, LN 4	684,261.	0.	684,261.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	2,368.	2,368.	
OTHER INVESTMENT INCOME	376.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,744.	2,368.	

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 FEES	888.	0.		888.
TO FM 990-PF, PG 1, LN 16A	888.	0.		888.

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 FEES	13,300.	3,400.		9,900.	
TO FORM 990-PF, PG 1, LN 16B	13,300.	3,400.		9,900.	

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	
ADMINISTRATIVE FEES	388,798.	136,079.		252,719.	
INVESTMENT COUNSELING	101,358.	101,338.		0.	
TO FORM 990-PF, PG 1, LN 16C	490,156.	237,417.		252,719.	

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE	4,000.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	4,000.	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	
BANK CHARGES	7,042.	6,975.		70.	
MISCELLANEOUS	100.	50.		50.	
FILING FEES	75.	0.		0.	
BOND PREMIUM AMORTIZATION	100,586.	99,174.		0.	
PORTFOLIO EXPENSES	8,041.	8,041.		0.	
OTHER EXPENSES	93.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	115,937.	114,240.		120.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	9
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
US & STATE GOVERNMENT OBLIGATIONS-US TRUST	X		1,231,164.	1,278,805.	
STATE MUNICIPAL BONDS-US TRUST		X	805,297.	824,076.	
US & STATE GOVERNMENT OBLIGATIONS-UBS	X		0.	0.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,231,164.	1,278,805.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			805,297.	824,076.	
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,036,461.	2,102,881.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	10
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS-US TRUST			6,042,508.	8,528,756.
CORPORATE STOCKS-CAPITAL GUARDIAN			5,748,328.	6,553,087.
CORPORATE STOCKS-UBS			0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B			11,790,836.	15,081,843.

FORM 990-PF	CORPORATE BONDS		STATEMENT	11
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS-US TRUST			5,762,028.	5,909,543.
CORPORATE BONDS-UBS			0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10C			5,762,028.	5,909,543.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 12
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN MUTUAL FUND-CAPITAL GUARDIAN	COST	2,315,932.	2,350,948.
INVESTMENT IN MUTUAL FUND-UBS	COST	800,000.	905,712.
INVESTMENT IN ALTERNATIVE	COST		
INVESTMENT-CAMDEN PRIVATE EQUITY		133,437.	132,249.
INVESTMENT IN ALTERNATIVE	COST		
INVESTMENT-LOCUST WOOD HEDGE FUND		0.	0.
INVESTMENT IN ALTERNATIVE	COST		
INVESTMENT-DB GLOBAL SELECT		375,000.	328,904.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,624,369.	3,717,813.

FORM 990-PF	OTHER ASSETS	STATEMENT 13
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INTEREST RECEIVABLE	848.	16.	16.
PURCHASED INTEREST ON BONDS	19,479.	0.	0.
TO FORM 990-PF, PART II, LINE 15	20,327.	16.	16.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 14

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

J. KRISTOFFER POPOVICH
225 S. LAKE AVE., STE 150
PASADENA, CA 91101

TELEPHONE NUMBER

N/A

FORM AND CONTENT OF APPLICATIONS

THE FOUNDATION HAS NO FORMAL APPLICATION PROCEDURE, REQUESTS FOR GRANTS ARE
RECEIVED IN ANY FORM.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

FORM 990-PF

GRANTS AND CONTRIBUTIONS
APPROVED FOR FUTURE PAYMENT

STATEMENT 15

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
CHILDREN'S HOSPITAL OF LOS ANGELES LOS ANGELES, CA	NONE GENERAL SUPPORT	PUBLIC CHARITY	190,000.
HUNTINGTON MEMORIAL HOSPITAL PASADENA, CA	NONE EMERGENCY AND TRAUMA CENTER	PUBLIC CHARITY	700,000.
UNIVERSITY OF SOUTHERN CALIFORNIA, MARSHALL SCHOOL OF BUSINESS LOS ANGELES, CA	NONE MARSHALL SCHOOL OF BUSINESS	PUBLIC CHARITY	1,700,000.
POLYTECHNIC SCHOOL PASADENA, CA	NONE GENERAL SUPPORT	PUBLIC CHARITY	400,000.

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

2,990,000.

2010 Tax Information Statement

Account Number: 70-321900
 Recipient's Tax ID Number: XX-XXX8600

Recipient's Name and Address:
 THE LESLIE & ELAINE HOFFMAN FDN
 JANE HOFFMAN POPOVICH, PRESIDENT
 225 SOUTH LAKE AVE SUITE 1150
 PASADENA, CA 91101

☐ Corrected ☐ 2nd TIN notice

CAPITAL GUARDIAN TRUST COMPANY
 C/O PCS TAX, 6455 IRVINE CENTER DR, C-2B
 IRVINE, CA 92618

2010 Proceeds from Broker and Barter Exchange Transactions

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

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
Short Term Sales								
100.0000	00724F101	ADOBE SYSTEMS INC.	10/15/2009	09/28/2010	2,635.16	3,574.10	-938.94	0.00
100.0000	00724F101	ADOBE SYSTEMS INC.	10/15/2009	09/28/2010	2,842.72	3,574.10	-931.38	0.00
100.0000	00724F101	ADOBE SYSTEMS INC.	10/15/2009	09/29/2010	2,612.75	3,574.10	-961.35	0.00
200.0000	037389103	AON CORP.	VARIOUS	11/04/2010	8,198.24	8,216.41	-18.17	0.00
100.0000	037389103	AON CORP.	VARIOUS	11/05/2010	4,140.58	3,908.81	231.77	0.00
100.0000	037389103	AON CORP.	VARIOUS	11/08/2010	4,124.84	3,717.90	406.94	0.00
304.0000	594936908	ASML HOLDING NV	VARIOUS	07/19/2010	9,331.62	8,942.97	388.65	0.00
100.0000	071813109	BAXTER INTERNATIONAL INC.	04/16/2010	05/04/2010	4,522.57	5,917.71	-1,395.14	0.00
200.0000	071813109	BAXTER INTERNATIONAL INC.	VARIOUS	05/05/2010	9,102.78	11,715.90	-2,613.12	0.00
441.0000	627791908	BILLABONG INTERNATIONAL LTD.	VARIOUS	09/22/2010	3,353.51	3,690.70	-337.19	0.00
32.6992	627791908	BILLABONG INTERNATIONAL LTD.	06/03/2010	09/23/2010	249.44	263.30	-13.86	0.00
100.0000	575602909	BMW AG	06/03/2010	07/12/2010	4,968.22	4,693.66	274.56	0.00
200.0000	13321L959	CAMECO CORP C\$	VARIOUS	04/30/2010	4,888.14	6,177.55	-1,289.41	0.00
400.0000	13321L959	CAMECO CORP C\$	VARIOUS	05/03/2010	9,763.40	10,761.87	-998.48	0.00
100.0000	143658300	CARNIVAL CORP COMMON PAIRED STOCK	06/02/2010	10/27/2010	4,202.60	3,655.00	547.60	0.00
200.0000	191216100	COCA-COLA CO	07/29/2009	05/21/2010	10,218.89	9,932.38	286.51	0.00

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



2010 Tax Information Statement

Page 9 of 33

Account Number: 70-321900
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 JANE HOFFMAN POPOVICH, PRESIDENT
 225 SOUTH LAKE AVE SUITE 1150
 PASADENA, CA 91101

☐ Corrected ☐ 2nd TIN notice

CAPITAL GUARDIAN TRUST COMPANY
 C/O PCS TAX, 6455 IRVINE CENTER DR, C-2B
 IRVINE, CA 92618

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
25.8974	018270009	CRH PLC	05/10/2010	09/22/2010	451.17	592.01	-140.84	0.00
25.0000	336433107	FIRST SOLAR INC	07/28/2009	05/17/2010	2,826.83	4,160.96	-1,334.13	0.00
.0120	35906A108	FRONTIER COMMUNICATIONS CORP	01/08/2010	07/02/2010	0.09	0.10	-0.01	0.00
72.0000	35906A108	FRONTIER COMMUNICATIONS CORP	01/08/2010	08/26/2010	550.20	587.53	-37.33	0.00
200.0000	428236103	HEWLETT-PACKARD CO	06/02/2010	10/25/2010	8,612.19	9,278.00	-665.81	0.00
57.0000	711075903	HOLCIM LTD NAMED	06/03/2010	10/06/2010	3,720.11	3,677.65	42.45	0.00
85.0000	711131904	INDITEX	08/18/2009	07/12/2010	5,257.77	4,527.44	730.33	0.00
250.0000	478160104	JOHNSON & JOHNSON	VARIOUS	04/12/2010	16,269.22	14,382.59	1,886.63	0.00
200.0000	48203R104	JUNIPER NETWORKS INC	02/19/2010	07/12/2010	5,178.33	5,418.16	-239.83	0.00
3000.0000	801JCK900	LI NING CO LTD	VARIOUS	11/24/2010	7,752.89	9,337.27	-1,584.38	0.00
69.0000	574081907	LINDE AG	VARIOUS	07/12/2010	7,626.09	6,852.49	773.60	0.00
109.0000	406141903	LVMH MOET HENNESSY LOUIS VUITTON SA	VARIOUS	07/12/2010	12,374.28	10,609.89	1,764.39	0.00
100.0000	585055106	MEDTRONIC INC	06/02/2010	10/26/2010	3,594.54	3,878.00	-283.46	0.00
300.0000	58933V105	MERCK & CO INC	11/20/2009	04/09/2010	11,042.60	10,966.44	76.16	0.00
100.0000	504141904	METRO AG	06/03/2010	07/12/2010	5,549.24	5,249.89	299.35	0.00
100.0000	742718109	PROCTER & GAMBLE CO	04/15/2010	09/27/2010	6,100.62	6,302.01	-201.39	0.00
100.0000	742718109	PROCTER & GAMBLE CO	06/02/2010	09/28/2010	6,057.70	6,143.00	-85.30	0.00
2320.0000	671034908	QANTAS AIRWAYS LTD	06/11/2009	05/06/2010	5,453.13	4,291.13	1,162.00	0.00
1454.0000	671034908	QANTAS AIRWAYS LTD	06/11/2009	05/06/2010	3,404.76	2,689.35	715.41	0.00

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 PASADENA, CA 91101

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CAPITAL GUARDIAN TRUST COMPANY
 C/O PCS TAX, 6455 IRVINE CENTER DR, C-2B
 IRVINE, CA 92618

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
27.0000	711038901	ROCHE HOLDING AG GENUSSCHEIN	02/18/2010	04/13/2010	4,431.90	4,572.36	-140.46	0.00
56.0000	711038901	ROCHE HOLDING AG GENUSSCHEIN	06/03/2010	07/28/2010	7,357.16	7,949.37	-592.21	0.00
200.0000	803866300	SASOL SPON ADR	VARIOUS	04/22/2010	7,947.40	7,016.44	930.96	0.00
542.0000	809RMQ900	SEADRILL LTD	12/16/2010	12/17/2010	17,261.84	17,223.15	38.69	0.00
25.0000	863236105	STRAYER ED INC	02/23/2010	08/27/2010	4,121.76	5,481.93	-1,360.17	0.00
100.0000	863236105	STRAYER ED INC	VARIOUS	10/08/2010	16,337.02	20,870.71	-4,533.71	0.00
200.0000	688507003	TERUMO CORP	09/18/2009	02/15/2010	10,648.47	10,667.57	-19.10	0.00
400.0000	H8817H100	TRANSOCEAN LTD	VARIOUS	06/16/2010	18,779.72	26,877.45	-8,097.73	0.00
162.0000	403187909	VEOLIA ENVIRONNEMENT	06/03/2010	12/03/2010	4,437.73	4,111.34	326.39	0.00
200.0000	B1XH02900	VINCI SA	09/03/2009	07/12/2010	8,974.21	10,659.09	-1,684.88	0.00
400.0000	483477907	VIVENDI UNIVERSAL SA	08/26/2009	05/13/2010	9,126.44	11,311.14	-2,184.70	0.00
100.0000	483477907	VIVENDI UNIVERSAL SA	08/26/2009	05/26/2010	2,107.15	2,827.78	-720.63	0.00
582.0000	B1QH83908	VOLVO AB B	VARIOUS	07/12/2010	7,051.14	4,958.20	2,092.94	0.00
100.0000	929160109	VULCAN MATERIALS CO	04/19/2010	10/26/2010	3,674.07	5,257.84	-1,583.77	0.00
200.0000	931142103	WAL-MART STORES INC	01/13/2010	03/12/2010	10,784.08	11,013.94	-229.86	0.00
100.0000	931142103	WAL-MART STORES INC	06/02/2010	07/30/2010	5,081.41	5,137.00	-55.59	0.00
500.0000	949746101	WELLS FARGO & CO (NEW)	VARIOUS	10/15/2010	11,832.89	12,925.17	-1,092.28	0.00
Total Short Term Sales					346,731.61	370,120.85	-23,389.28	0.00

Long Term 15% Sales



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 JANE HOFFMAN POPOVICH, PRESIDENT
 225 SOUTH LAKE AVE SUITE 1150
 PASADENA, CA 91101

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CAPITAL GUARDIAN TRUST COMPANY
 C/O PCS TAX, 6455 IRVINE CENTER DR, C-2B
 IRVINE, CA 92618

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
500.0000	00846U101	AGILENT TECHNOLOGIES INC	VARIOUS	02/11/2010	14,692.35	18,570.01	-3,877.66	0.00
100.0000	00846U101	AGILENT TECHNOLOGIES INC	08/30/2007	02/12/2010	2,999.28	3,593.81	-594.53	0.00
300.0000	00846U101	AGILENT TECHNOLOGIES INC	VARIOUS	02/12/2010	8,992.32	9,813.27	-820.95	0.00
200.0000	00846U101	AGILENT TECHNOLOGIES INC	02/20/2008	02/16/2010	6,024.56	6,273.32	-248.76	0.00
200.0000	01741R102	ALLEGHENY TECHNOLOGIES INC	VARIOUS	03/18/2010	10,420.96	22,544.74	-12,123.78	0.00
100.0000	01741R102	ALLEGHENY TECHNOLOGIES INC	02/08/2008	03/19/2010	5,196.43	7,635.01	-2,438.58	0.00
100.0000	02744M108	AMERICAN MEDICAL SYS HLDGS	06/19/2007	01/26/2010	1,973.41	1,794.86	178.55	0.00
100.0000	02744M108	AMERICAN MEDICAL SYS HLDGS	06/19/2007	02/09/2010	1,832.52	1,794.86	37.66	0.00
100.0000	02744M108	AMERICAN MEDICAL SYS HLDGS	06/19/2007	02/10/2010	1,836.78	1,794.86	41.92	0.00
100.0000	02744M108	AMERICAN MEDICAL SYS HLDGS	06/19/2007	02/12/2010	1,827.81	1,794.86	32.95	0.00
100.0000	02744M108	AMERICAN MEDICAL SYS HLDGS	06/19/2007	02/16/2010	1,858.86	1,794.86	64.00	0.00
100.0000	02744M108	AMERICAN MEDICAL SYS HLDGS	06/19/2007	02/17/2010	1,812.14	1,794.86	17.29	0.00
400.0000	067901959	BARRICK GOLD CORP C\$	06/19/2007	01/27/2010	14,174.98	11,577.70	2,597.28	0.00
200.0000	067901959	BARRICK GOLD CORP C\$	06/19/2007	01/28/2010	7,084.87	5,788.85	1,296.02	0.00
200.0000	071813109	BAXTER INTERNATIONAL INC	VARIOUS	05/06/2010	9,284.58	12,036.18	-2,751.60	0.00
100.0000	071813109	BAXTER INTERNATIONAL INC	07/23/2007	05/07/2010	4,507.90	5,651.97	-1,144.07	0.00
200.0000	084670702	BERKSHIRE HATHAWAY INC CL B	10/23/2008	02/18/2010	15,328.50	15,191.49	137.01	0.00
150.0000	084670702	BERKSHIRE HATHAWAY INC CL B	03/04/2009	05/27/2010	10,989.29	7,375.11	3,614.18	0.00
100.0000	084670702	BERKSHIRE HATHAWAY INC CL B	03/04/2009	07/06/2010	7,833.20	4,916.74	2,916.46	0.00
.6992	627791908	BILLABONG INTERNATIONAL LTD	06/19/2007	04/30/2010	7.57	10.44	-2.87	0.00

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

2010 Tax Information Statement

Page 12 of 33

Account Number: 70-321900
 Recipient's Tax ID Number: XX-XXX8600

Recipient's Name and Address:
 THE LESLIE & ELAINE HOFFMAN FDN
 JANE HOFFMAN POPOVICH, PRESIDENT
 225 SOUTH LAKE AVE SUITE 1150
 PASADENA, CA 91101

☐ Corrected ☐ 2nd TIN notice

CAPITAL GUARDIAN TRUST COMPANY
 C/O PCS TAX, 6455 IRVINE CENTER DR, C-2B
 IRVINE, CA 92618

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
942 3008	627791908	BILLABONG INTERNATIONAL LTD	VARIOUS	09/23/2010	7,188.25	12,660.99	-5,472.74	0.00
812.0000	627791908	BILLABONG INTERNATIONAL LTD	VARIOUS	09/28/2010	6,260.68	3,691.53	2,569.15	0.00
200.0000	575602909	BMW AG	03/16/2009	07/12/2010	9,936.43	5,855.11	4,081.32	0.00
200.0000	133211959	CAMECO CORP C\$	VARIOUS	05/04/2010	4,844.88	7,976.76	-3,131.90	0.00
100.0000	136385952	CANADIAN NATURAL RESOURCES LTD C\$	06/19/2007	01/07/2010	7,177.52	6,848.27	329.25	0.00
100.0000	136385952	CANADIAN NATURAL RESOURCES LTD C\$	06/19/2007	01/20/2010	6,813.75	6,848.28	-34.53	0.00
200.0000	136385952	CANADIAN NATURAL RESOURCES LTD C\$	06/19/2007	01/21/2010	13,588.49	13,696.55	-108.06	0.00
100.0000	136385952	CANADIAN NATURAL RESOURCES LTD C\$	06/19/2007	02/22/2010	6,825.66	6,848.27	-22.61	0.00
100.0000	136385952	CANADIAN NATURAL RESOURCES LTD C\$	06/19/2007	02/23/2010	6,744.11	6,848.28	-104.17	0.00
100.0000	143658300	CARNIVAL CORP COMMON PAIRED STOCK	08/19/2008	10/26/2010	4,318.38	3,760.38	558.00	0.00
100.0000	143658300	CARNIVAL CORP COMMON PAIRED STOCK	08/19/2008	10/27/2010	4,202.60	3,760.38	442.22	0.00
100.0000	151020104	CELGENE CORP.	08/19/2008	05/05/2010	5,993.89	7,478.75	-1,484.86	0.00
100.0000	151020104	CELGENE CORP.	09/03/2008	05/05/2010	5,993.83	6,942.59	-948.76	0.00
100.0000	151020104	CELGENE CORP.	09/04/2008	05/05/2010	5,996.39	6,874.42	-878.03	0.00
100.0000	156782104	CERNER CORP.	06/19/2007	02/05/2010	7,602.53	5,615.62	1,986.91	0.00
.8794	612345900	COCA-COLA AMATIL LTD	06/19/2007	04/14/2010	9.48	6.82	2.66	0.00

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2010 Tax Information Statement

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 JANE HOFFMAN POPOVICH, PRESIDENT
 225 SOUTH LAKE AVE SUITE 1150
 PASADENA, CA 91101

☐ Corrected ☐ 2nd TIN notice

CAPITAL GUARDIAN TRUST COMPANY
 C/O PCS TAX, 6455 IRVINE CENTER DR, C-2B
 IRVINE, CA 92618

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
100.0000	191216100	COCA-COLA CO	06/19/2007	02/05/2010	5,292.96	5,155.53	137.43	0.00
200.0000	191216100	COCA-COLA CO	06/19/2007	05/21/2010	10,218.89	10,311.06	-92.17	0.00
200.0000	22160K105	COSTCO WHOLESALE CORP	09/19/2007	01/14/2010	11,760.19	12,422.46	-662.27	0.00
100.0000	22160K105	COSTCO WHOLESALE CORP	09/19/2007	01/15/2010	5,874.26	6,211.23	-336.97	0.00
8974	018270009	CRH PLC	06/19/2007	05/27/2010	20.09	44.61	-24.52	0.00
574.1026	018270009	CRH PLC	VARIOUS	09/22/2010	10,001.72	24,400.51	-14,398.79	0.00
100.0000	018270009	CRH PLC	10/29/2008	09/23/2010	1,697.89	2,030.13	-332.24	0.00
300.0000	018270009	CRH PLC	VARIOUS	09/23/2010	5,066.20	6,548.80	-1,482.60	0.00
325.0000	23918K108	DAVITA INC	VARIOUS	05/03/2010	20,475.72	19,185.00	1,290.72	0.00
150.0000	23918K108	DAVITA INC	VARIOUS	10/26/2010	10,687.30	8,436.66	2,250.64	0.00
9635	617520903	DBS GROUP HOLDINGS LTD	01/07/2009	10/27/2010	10.55	6.36	4.19	0.00
100.0000	278865100	ECOLAB INC	12/04/2008	01/06/2010	4,443.14	3,543.46	899.68	0.00
200.0000	281020107	EDISON INTERNATIONAL	VARIOUS	04/20/2010	6,807.22	6,569.07	238.15	0.00
50.0000	336433107	FIRST SOLAR INC	02/26/2009	05/17/2010	5,653.66	5,237.03	416.63	0.00
75.0000	38141G104	GOLDMAN SACHS GROUP INC	03/13/2008	04/16/2010	12,041.20	12,392.72	-351.52	0.00
100.0000	38141G104	GOLDMAN SACHS GROUP INC	03/18/2008	04/19/2010	16,132.78	16,331.29	-198.51	0.00
100.0000	410345102	HANESBRANDS INC	06/19/2007	01/08/2010	2,466.37	2,726.55	-260.18	0.00
100.0000	410345102	HANESBRANDS INC	06/19/2007	01/11/2010	2,470.03	2,726.55	-256.52	0.00
100.0000	410345102	HANESBRANDS INC	06/19/2007	01/14/2010	2,427.24	2,726.54	-299.30	0.00
221.0000	711075903	HOLCIM LTD NAMED	06/19/2007	01/08/2010	17,852.13	23,556.66	-5,704.53	0.00

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2010 Tax Information Statement

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CAPITAL GUARDIAN TRUST COMPANY
 C/O PCS TAX, 6455 IRVINE CENTER DR, C-2B
 IRVINE, CA 92618

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
143.0000	711075903	HOLCIM LTD NAMEN	VARIOUS	10/06/2010	9,332.90	15,649.01	-6,316.12	0.00
115.0000	711075903	HOLCIM LTD NAMEN	VARIOUS	10/07/2010	7,382.36	9,591.78	-2,209.42	0.00
100.0000	443683107	HUDSON CITY BANCORP INC	11/24/2008	09/21/2010	1,223.13	1,693.59	-470.46	0.00
300.0000	443683107	HUDSON CITY BANCORP INC	VARIOUS	09/22/2010	3,638.00	5,063.96	-1,425.96	0.00
300.0000	478160104	JOHNSON & JOHNSON	VARIOUS	05/28/2010	17,568.16	16,765.62	802.54	0.00
250.0000	478160104	JOHNSON & JOHNSON	VARIOUS	05/28/2010	14,636.25	13,967.42	668.83	0.00
300.0000	46625H100	JPMORGAN CHASE & CO	06/19/2007	04/20/2010	13,754.58	15,159.03	-1,404.45	0.00
73.0000	B1YXBJ905	L'AIR LIQUIDE (L)	06/19/2007	04/14/2010	8,735.59	8,334.91	400.68	0.00
8000	B1YXBJ905	L'AIR LIQUIDE (L)	06/19/2007	06/25/2010	84.07	85.63	-1.56	0.00
100.0000	405780909	L'OREAL	10/10/2007	08/02/2010	10,680.60	13,086.60	-2,406.00	0.00
100.0000	405780909	L'OREAL	06/19/2007	09/02/2010	10,260.91	11,840.88	-1,579.97	0.00
100.0000	580135101	MCDONALDS CORP	06/19/2007	03/03/2010	6,356.59	5,227.05	1,129.54	0.00
300.0000	585055106	MEDTRONIC INC	VARIOUS	11/23/2010	10,207.02	15,744.15	-5,537.13	0.00
100.0000	504141904	METRO AG	05/19/2009	07/12/2010	5,549.24	4,806.01	743.23	0.00
564.0000	590294906	NOKIA OYJ	VARIOUS	01/29/2010	7,963.83	14,296.43	-6,332.60	0.00
93.0000	595527904	OMEGA PHARMA SA	06/19/2007	04/19/2010	4,683.30	7,560.44	-2,877.14	0.00
133.0000	595527904	OMEGA PHARMA SA	VARIOUS	04/19/2010	6,693.87	7,205.27	-511.40	0.00
102.0000	595527904	OMEGA PHARMA SA	02/06/2009	04/21/2010	5,086.81	3,451.18	1,635.63	0.00
600.0000	704326107	PAYCHEX INC	06/19/2007	03/17/2010	19,433.21	23,911.06	-4,477.85	0.00
200.0000	704326107	PAYCHEX INC	06/19/2007	04/01/2010	6,140.03	7,970.35	-1,830.32	0.00

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2010 Tax Information Statement

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 PASADENA, CA 91101

☐ Corrected ☐ 2nd TIN notice

CAPITAL GUARDIAN TRUST COMPANY
 C/O PCS TAX, 6455 IRVINE CENTER DR, C-2B
 IRVINE, CA 92618

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
100.0000	704326107	PAYCHEX INC.	06/19/2007	04/05/2010	3,102.20	3,985.18	-882.98	0.00
300.0000	704326107	PAYCHEX INC.	11/27/2007	10/04/2010	8,148.76	11,311.50	-3,162.74	0.00
100.0000	704326107	PAYCHEX INC.	11/27/2007	10/05/2010	2,760.28	3,770.50	-1,010.22	0.00
200.0000	710352907	PEUGEOT SA	VARIOUS	02/23/2010	5,399.70	12,701.02	-7,301.32	0.00
100.0000	73755L107	POTASH CORP OF SASKATCHEWAN INC US\$	06/19/2007	09/16/2010	14,819.02	7,999.60	6,819.42	0.00
100.0000	73755L107	POTASH CORP OF SASKATCHEWAN INC US\$	06/19/2007	09/17/2010	14,781.86	7,999.60	6,782.26	0.00
300.0000	742718109	PROCTER & GAMBLE CO	VARIOUS	09/28/2010	18,173.10	16,178.66	1,994.44	0.00
200.0000	071887004	RIO TINTO PLC REG	VARIOUS	03/18/2010	11,202.18	15,421.72	-4,219.56	0.00
43.0000	711038901	ROCHE HOLDING AG GENUSSSCHEIN	06/19/2007	04/13/2010	7,058.21	7,581.08	-522.87	0.00
16.0000	711038901	ROCHE HOLDING AG GENUSSSCHEIN	06/19/2007	04/14/2010	2,623.44	2,820.87	-197.43	0.00
46.0000	711038901	ROCHE HOLDING AG GENUSSSCHEIN	06/19/2007	07/28/2010	6,043.38	8,109.99	-2,066.61	0.00
45.0000	711038901	ROCHE HOLDING AG GENUSSSCHEIN	06/19/2007	08/19/2010	6,204.01	7,933.68	-1,729.67	0.00
228.0000	711038901	ROCHE HOLDING AG GENUSSSCHEIN	VARIOUS	09/22/2010	31,625.81	38,928.35	-7,302.54	0.00
200.0000	780259206	ROYAL DUTCH SHELL CL A ADR	09/14/2007	02/08/2010	10,833.38	16,369.42	-5,536.04	0.00
100.0000	780259206	ROYAL DUTCH SHELL CL A ADR	09/14/2007	04/13/2010	6,054.60	8,184.71	-2,130.11	0.00
200.0000	048354906	SABMiller PLC	06/19/2007	02/23/2010	5,394.61	5,144.08	250.53	0.00
300.0000	484628904	SAP AG	VARIOUS	03/16/2010	13,767.98	15,951.42	-2,183.44	0.00
500.0000	677062903	SOFTBANK CORP	06/19/2007	10/05/2010	16,309.93	11,431.41	4,878.52	0.00
600.0000	686550005	SUZUKI MOTOR	VARIOUS	02/23/2010	12,869.89	15,610.39	-2,740.50	0.00

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2010 Tax Information Statement

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Account Number: 70-321900
 Recipient's Tax ID Number: XX-XXX8600
☐ Corrected ☐ 2nd TIN notice

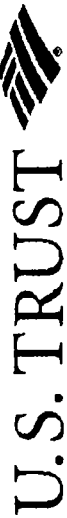
Recipient's Name and Address:
 THE LESLIE & ELAINE HOFFMAN FDN
 JANE HOFFMAN POPOVICH, PRESIDENT
 225 SOUTH LAKE AVE SUITE 1150
 PASADENA, CA 91101

CAPITAL GUARDIAN TRUST COMPANY
 C/O PCS TAX, 6455 IRVINE CENTER DR, C-2B
 IRVINE, CA 92618

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
500.0000	686550005	SUZUKI MOTOR	03/31/2008	11/24/2010	12,255.75	12,683.83	-428.08	0.00
28.0000	B01463908	SYNTHEIS INC	08/19/2008	02/22/2010	3,295.47	3,861.13	-565.66	0.00
28.0000	B01463908	SYNTHEIS INC	08/19/2008	02/24/2010	3,294.73	3,861.13	-566.40	0.00
40.0000	B01463908	SYNTHEIS INC	08/19/2008	02/25/2010	4,734.25	5,515.90	-781.65	0.00
4103.0000	608728903	TELSTRA CORP	12/19/2008	04/22/2010	12,045.09	10,331.15	1,713.94	0.00
200.0000	254687106	THE WALT DISNEY CO.	06/19/2007	01/08/2010	6,334.39	6,905.38	-570.99	0.00
200.0000	254687106	THE WALT DISNEY CO.	06/19/2007	01/08/2010	6,348.75	6,905.38	-556.63	0.00
400.0000	254687106	THE WALT DISNEY CO.	VARIOUS	03/01/2010	12,587.04	13,633.96	-1,046.92	0.00
100.0000	254687106	THE WALT DISNEY CO.	06/19/2007	03/01/2010	3,145.46	3,452.69	-307.23	0.00
800.0000	B10RZP905	UNILEVER PLC	06/19/2007	02/18/2010	23,585.25	25,076.30	-1,491.05	0.00
400.0000	B10RZP905	UNILEVER PLC	06/19/2007	02/19/2010	11,871.58	12,538.15	-666.57	0.00
700.0000	B10RZP905	UNILEVER PLC	VARIOUS	08/12/2010	18,740.94	21,963.62	-3,222.68	0.00
100.0000	911312106	UNITED PARCEL SERVICE INC CL B	11/08/2007	01/04/2010	5,817.27	7,179.75	-1,362.48	0.00
226.0000	403187909	VEOLIA ENVIRONNEMENT	06/19/2007	03/16/2010	7,587.83	17,319.30	-9,731.47	0.00
181.0000	403187909	VEOLIA ENVIRONNEMENT	06/19/2007	12/03/2010	4,958.21	13,870.77	-8,912.56	0.00
223.0000	403187909	VEOLIA ENVIRONNEMENT	VARIOUS	12/03/2010	6,107.28	16,618.86	-10,511.58	0.00
178.0000	403187909	VEOLIA ENVIRONNEMENT	VARIOUS	12/07/2010	4,966.82	10,021.50	-5,054.68	0.00
158.0000	403187909	VEOLIA ENVIRONNEMENT	VARIOUS	12/14/2010	4,591.27	8,024.21	-3,432.94	0.00
60.0000	403187909	VEOLIA ENVIRONNEMENT	06/08/2009	12/15/2010	1,741.05	1,339.99	401.06	0.00
100.0000	931142103	WAL-MART STORES INC	05/20/2009	07/30/2010	5,081.41	5,010.78	70.63	0.00
Total Long Term 15% Sales						1,042,980.34	-133,733.04	0.00

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Bank of America Private Wealth Management

HOFFMAN FOUNDATION

2010 Tax Information Letter

Account Number 150017417644

Page 4

Proceeds From Broker Transactions

This section reports your proceeds from sales during the year. We report all transactions on a trade-date basis, which is the date shown in the sale date column. The net proceeds are less commissions, transfer charges, and premiums.

We have adjusted tax costs for amortization of premium paid for the acquisition of municipal bonds through date of sale and for non-taxable dividends. Wash sales are reported with tax cost equal to proceeds. Disallowed losses from wash sales have been added to the tax cost of the repurchased securities. An asterisk symbol (*) next to the tax cost indicates that the tax cost has been adjusted for the current year's return of capital. However, we have not made adjustments to the cost basis of all partnerships.

Short term transactions

This category includes all assets held 12 months or less.

Description	Cusip	Number of shares exchanged	Acquisition Date	Sale date	Gross proceeds less commissions	Tax cost	Net gain or loss
CALIFORNIA ST	13063A5U4	100000	09/24/09	06/23/10	\$100,000.00	\$101,090.00	\$-1,090.00
FRONTIER COMMUNICATIONS CORP	35906A108	0.24	12/18/09	08/04/10	\$1.84	\$2.10	\$-0.26
MEDTRONIC INC	585055106	4600	12/18/09	12/16/10	\$165,376.39	\$197,869.00	\$-32,492.61
Total short term gain/loss from sales:					\$265,378.23	\$298,961.10	\$-33,582.87

Long term transactions

This category includes all assets held more than 12 months.

Description	Cusip	Number of shares exchanged	Acquisition Date	Sale date	Gross proceeds less commissions	Tax cost	Net gain or loss
MORGAN STANLEY & CO INC SR NT	61744AAN0	150000	06/06/07	05/15/10	\$150,000.00	\$145,854.15	\$4,145.85
WACHOVIA CORP GLOBAL MEDIUM TERM	92976WAT3	40000	06/19/07	06/01/10	\$40,000.00	\$38,732.80	\$1,267.20
CONOCO FDG CO NT	20825UAB0	100000	05/12/08	08/03/10	\$106,901.50	\$107,493.00	\$-591.50
GENERAL ELEC CAP CORP MEDIUM TERM	36962GS62	40000	06/19/07	10/21/10	\$40,000.00	\$39,146.40	\$853.60
COCA COLA ENTERPRISES NT 7% 10/01/26	191219AW4	200000	02/12/03	11/09/10	\$252,300.00	\$224,290.00	\$28,010.00
SBC COMMUNICATIONS INC GLOBAL NT	78387GAS2	100000	05/12/08	11/15/10	\$100,000.00	\$104,158.00	\$-4,158.00
INTEL CORP	458140100	9500	11/04/82	12/16/10	\$201,165.73	\$2,876.86	\$198,288.87
STATE STR CORP	857477103	500	10/10/08	12/16/10	\$22,713.01	\$21,292.00	\$1,421.01

HOFFMAN FOUNDATION

Long term transactions

This category includes all assets held more than 12 months.

Description	Cusip	Number of shares exchanged	Acquisition Date	Sale date	Gross proceeds less commissions	Tax cost	Net gain or loss
STATE STR CORP	857477103	1400	12/16/08	12/16/10	\$63,596 44	\$50,211 00	\$13,385 44
Total long term gain/loss from sales:					\$976,676 68	\$734,054 21	\$242,622 47

2010 Consolidated Form 1099

P16L481812-X

2010 Realized Gain/Loss Summary

(Includes sale proceeds not reported on Form 1099-B)

This Realized Gain/Loss Summary is not a tax reporting document and has not been submitted to the IRS. If your sale amount matches the amount on Form 1099-B, which is reported to the IRS, it is marked as such. Please rely on the confirmations previously provided to you as your official activity record.

Estimated 2010 Gain/Loss for transactions with trade dates through 12/31/10 has been incorporated into this statement. Realized gain/loss is based on the sales amount less the cost basis. Please note that gain or loss recognized on the sale or redemption of certain Structured Products may be ordinary, and not capital, gain or loss. Please check with your tax advisor and/or read the tax-related disclosure materials associated with those products. Note that the Original Cost Basis column is only populated for transactions of securities that have had their basis reduced due to premium amortization or increased due to OID accretion.

The cost basis of the oldest security lot (first-in, first-out or FIFO method of accounting) is assigned to a sale to calculate Gain/Loss unless you identified a specific lot (a "versus purchase" or "VSP" order) when you placed your sell order. An asterisk (*) indicates a UBS Financial Services adjustment to cost basis. The number "1" indicates cost basis information has been provided by a source other than UBS Financial Services. Gain/Loss may not have been adjusted for all capital changes. Gain/Loss values that may be subject to Wash Sale provisions are not indicated here. "Earnings" in the Purchase Date column indicates the position sold was acquired on various dates through dividend reinvestment and that the Gain/Loss has been aggregated.

Cost basis for coupon tax-exempt municipal securities (including securities subject to AMT) has been adjusted for mandatory amortization of bond premium. The OID amount reported on your Form 1099-OID is not adjusted for Market Discount, Acquisition Premium, or Bond Premium. Therefore, the amortization and accretion adjustments used here may not be consistent with the Form 1099-OID amount because the reporting requirements are different. Gain/Loss from short sale closings are reported as short-term regardless of the holding period of property used to close the short position. Clients should consult their tax advisors as to whether exceptions may apply in their particular case to change this classification. The potential application of the "Constructive Sale" provisions (Sec. 1259) for short-against-the box transactions is not considered. Clients should discuss the possible application of these provisions with their tax advisor.

	Purchase		Sale		Gains		Losses		Net	
	Quantity/	Face value	Activity Type	Original Cost	Purchase date	Date	Sale Amount	Cost or Other Basis	Gain/Loss	Matches
Short-term Gain/Loss										
Long-term Gain/Loss										
Sub Total:										
Total:										

Short-Term Gain/Loss

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/	Face value	Original Cost	Purchase date	Date	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches
FINANCIAL SECTOR SPDR	Trade	41 000			07/01/09	04/19/10	662 14	487 49	174 65		Y
TRUST ETF	Trade	25 000			09/30/09	04/19/10	403 74	373 50	30 24		Y
	Trade	18 000			03/31/10	04/19/10	290 70	284 76	5 94		Y
Sub-Total:		84,000					1,356.58	1,145.75	210.83		
ISHARES TRUST RUSSELL	Trade	13 000			07/09/09	04/19/10	923 50	627 38	296 12		Y
2000 INDEX FUND	Trade	8 000			09/28/09	04/19/10	568 31	482 00	86 31		Y
	Trade	14 000			12/30/09	04/19/10	994 54	882 84	111 70		Y
	Trade	9 000			03/30/10	04/19/10	639 35	614 88	24 47		Y
Sub-Total:		44,000					3,125.70	2,607.10	518.60		

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Short-Term Gain/Loss - continued

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B.

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
ISHARES TRUST RUSSELL MIDCAP INDEX FUND	Trade	18 000		07/09/09	04/19/10	1,651.29	1,117.44	533.85		Y
	Trade	11,000		09/28/09	04/19/10	1,009.12	849.97	159.15		Y
	Trade	17,000		12/30/09	04/19/10	1,559.55	1,413.21	146.34		Y
	Trade	9 000		03/30/10	04/19/10	825.65	808.56	17.09		Y
	Sub-Total:	55,000				5,045.61	4,189.18	856.43		
ISHARES MSCI EAFE INDEX FUND	Trade	88 000		06/29/09	04/19/10	4,934.96	4,067.36	867.60		Y
	Trade	19 000		12/31/09	04/19/10	1,065.50	1,061.93	3.57		Y
	Sub-Total:	107,000				6,000.46	5,129.29	871.17		
ISHARES MSCI EMERGING MARKETS INDEX FUND	Trade	32 000		06/29/09	04/19/10	1,342.38	1,044.16	298.22		Y
	Trade	33 000		12/31/09	04/19/10	1,384.33	1,373.96	10.37		Y
	Trade	1,000		01/06/10	04/19/10	41.95	43.06	(1.11)		Y
	Sub-Total:	66,000				2,768.66	2,461.18	307.48		
Total Short-Term Gain/Loss						18,297.01	15,532.50	2,764.51		

Long-Term Gain/Loss

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B.

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
FINANCIAL SECTOR SPDR TRUST ETF	Trade	116 000		12/31/08	04/19/10	1,873.37	1,451.16	422.21		Y
	Trade	77 000		04/01/09	04/19/10	1,243.53	698.39	545.14		Y
	Trade	1,152 000		04/08/08	04/19/10	18,604.49	30,136.32	(11,531.83)		Y
	Trade	2,525,000		07/16/08	04/19/10	40,778.06	45,854.00	(5,075.94)		Y
	Trade	1,946 000		08/13/08	04/19/10	31,427.37	39,951.38	(8,524.01)		Y
	Trade	2,368,000		09/22/08	04/19/10	38,242.55	49,941.12	(11,698.57)		Y
	Sub-Total:	8,184,000				132,169.37	168,032.37	(35,863.00)		
ISHARES TRUST RUSSELL 2000 INDEX FUND	Trade	491 106		06/04/07	04/19/10	34,887.60	41,672.35	(6,784.75)	1	Y
	Trade	.929		07/09/07	04/19/10	66.03	78.22	(12.19)	1	Y
	Trade	492,000		07/24/07	04/19/10	34,951.09	40,237.75	(5,286.66)	1	Y
	Trade	246,000		07/30/07	04/19/10	17,475.54	18,972.51	(1,496.97)	1	Y
	Trade	2 964		10/03/07	04/19/10	210.57	239.96	(29.39)	1	Y
	Trade	5,000		01/03/08	04/19/10	355.19	379.60	(24.41)		Y
	Trade	2 000		03/28/08	04/19/10	142.08	138.28	3.80		Y
	Trade	6 000		07/09/08	04/19/10	426.23	408.60	17.63		Y

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Long-Term Gain/Loss - continued

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Date Acquired Purchase date	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
ISHARES TRUST RUSSELL 2000 INDEX FUND	Trade	6 000		09/30/08	04/19/10	426.23	396.00	30.23		Y
	Trade	26 000		12/30/08	04/19/10	1,847.01	1,225.85	621.16		Y
	Trade	11 000		03/30/09	04/19/10	781.43	458.04	323.39		Y
	Trade	246 000		11/08/07	04/19/10	17,475.54	19,058.61	(1,583.07)		Y
	Trade	246 000		01/09/08	04/19/10	17,475.54	17,089.62	385.92		Y
	Trade	875 000		08/13/08	04/19/10	62,158.95	64,671.25	(2,512.30)		Y
	Trade	339 000		09/22/08	04/19/10	24,082.15	24,808.02	(725.87)		Y
	Trade	560 000		10/17/08	04/19/10	39,781.73	29,948.80	9,832.93		Y
		Sub-Total:	3,555,000			252,542.91	259,783.46	(7,240.55)		
ISHARES TRUST RUSSELL MIDCAP INDEX FUND	Trade	15 000		06/04/07	01/27/10	1,215.63	1,689.80	(474.17)	1	Y
	Trade	369 584		06/04/07	04/19/10	33,905.13	41,634.89	(7,729.76)	1	Y
	Trade	1 302		07/09/07	04/19/10	119.48	144.29	(24.81)	1	Y
	Trade	444 000		07/24/07	04/19/10	40,731.87	49,218.81	(8,486.94)	1	Y
	Trade	222 000		07/30/07	04/19/10	20,365.94	23,310.71	(2,944.77)	1	Y
	Trade	3 112		10/03/07	04/19/10	285.57	338.20	(52.63)	1	Y
	Trade	5 000		01/03/08	04/19/10	458.69	513.46	(54.77)		Y
	Trade	3 000		03/28/08	04/19/10	275.22	280.62	(5.40)		Y
	Trade	5 000		07/09/08	04/19/10	458.69	468.95	(10.26)		Y
	Trade	10 000		09/30/08	04/19/10	917.38	826.36	91.02		Y
	Trade	25 000		12/30/08	04/19/10	2,293.46	1,436.45	857.01		Y
	Trade	17 000		03/30/09	04/19/10	1,559.55	922.42	637.13		Y
	Trade	222 000		11/08/07	04/19/10	20,365.94	23,337.35	(2,971.41)		Y
	Trade	222 000		01/09/08	04/19/10	20,365.94	21,276.48	(910.54)		Y
	Trade	798 000		08/13/08	04/19/10	73,207.28	74,692.80	(1,485.52)		Y
	Trade	833 000		09/22/08	04/19/10	76,418.13	74,916.91	1,501.22		Y
	Trade	312 000		10/17/08	04/19/10	28,622.40	19,961.76	8,660.64		Y
		Sub-Total:	3,507,000			321,566.30	334,970.26	(13,403.96)		
ISHARES MSCI EAFE INDEX FUND	Trade	48 000		06/30/08	04/19/10	2,691.79	3,298.52	(606.73)		Y
	Trade	52 000		12/31/08	04/19/10	2,916.11	2,300.99	615.12		Y
	Trade	343 000		01/09/08	04/19/10	19,235.11	26,119.42	(6,884.31)		Y
	Trade	1,239 000		09/22/08	04/19/10	69,481.94	74,885.16	(5,403.22)		Y
	Trade	444 000		10/17/08	04/19/10	24,899.10	19,962.24	4,936.86		Y
		Sub-Total:	2,126,000			119,224.05	126,566.33	(7,342.28)		
ISHARES MSCI EMERGING MARKETS INDEX FUND	Trade	771 000		06/04/07	04/19/10	32,342.90	33,273.79	(930.89)	1	Y
	Trade	771 000		07/24/07	04/19/10	32,342.90	36,715.02	(4,372.12)	1	Y

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Long-Term Gain/Loss - continued

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
ISHARES MSCI EMERGING MARKETS INDEX FUND	Trade	384 000		07/30/07	04/19/10	16,108 53	17,134.08	(1,025.55)	1	Y
	Trade	30 000		01/04/08	04/19/10	1,258 48	1,477 80	(219 32)		Y
	Trade	30 000		06/30/08	04/19/10	1,258 48	1,358 60	(100 12)		Y
	Trade	58 000		12/31/08	04/19/10	2,433 06	1,437 12	995.94		Y
	Trade	384 000		11/08/07	04/19/10	16,108 53	19,936 00	(3,827.47)		Y
	Trade	384 000		01/09/08	04/19/10	16,108 53	18,771 19	(2,662 66)		Y
	Trade	676 000		09/22/08	04/19/10	28,357 72	25,147 15	3,210 57		Y
	Trade	803 000		10/17/08	04/19/10	33,685 28	20,002 33	13,682.95		Y
	Sub-Total:	4,291,000				180,004.41	175,253.08	4,751.33		
Total Long-Term Gain/Loss						1,005,507.04	1,064,605.50	(59,098.46)		

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2010 Realized Gain/Loss Summary

(Includes sale proceeds not reported on Form 1099-B)

This Realized Gain/Loss Summary is not a tax reporting document and has not been submitted to the IRS. If your sale amount matches the amount on Form 1099-B, which is reported to the IRS, it is marked as such. Please rely on the confirmations previously provided to you as your official activity record.

Estimated 2010 Gain/Loss for transactions with trade dates through 12/31/10 has been incorporated into this statement. Realized gain/loss is based on the sales amount less the cost basis. Please note that gain or loss recognized on the sale or redemption of certain Structured Products may be ordinary, and not capital, gain or loss. Please check with your tax advisor and/or read the tax-related disclosure materials associated with those products. Note that the Original Cost Basis column is only populated for transactions of securities that have had their basis reduced due to premium amortization or increased due to OID accretion.

The cost basis of the oldest security lot (first-in, first-out or FIFO method of accounting) is assigned to a sale to calculate Gain/Loss unless you identified a specific lot (a "versus purchase" or "VSP" order) when you placed your sell order. An asterisk (*) indicates a UBS Financial Services adjustment to cost basis. The number "1" indicates cost basis information has been provided by a source other than UBS Financial Services. Gain/Loss may not have been adjusted for all capital changes. Gain/Loss values that may be subject to Wash Sale provisions are not indicated here. "Earnings" in the Purchase Date column indicates the position sold was acquired on various dates through dividend reinvestment and that the Gain/Loss has been aggregated.

Cost basis for coupon tax-exempt municipal securities (including securities subject to AMT) has been adjusted for mandatory amortization of bond premium. The OID amount reported on your Form 1099-OID is not adjusted for Market Discount, Acquisition Premium, or Bond Premium. Therefore, the amortization and accretion adjustments used here may not be consistent with the Form 1099-OID amount because the reporting requirements are different. Gain/Loss from short sale closings are reported as short-term regardless of the holding period of property used to close the short position. Clients should consult their tax advisors as to whether exceptions may apply in their particular case to change this classification. The potential application of the "Constructive Sale" provisions (Sec. 1259) for short-against-the-box transactions is not considered. Clients should discuss the possible application of these provisions with their tax advisor.

	Purchase	Sale	Gains	Losses	Net Gain/Loss
Short-term Gain/Loss	\$ 82,824.30	\$ 88,667.52	\$ 7,764.67	\$ (1,921.45)	\$ 5,843.22
Long-term Gain/Loss	603,168.58	587,595.55	76,555.07	(92,128.10)	(15,573.03)
Sub Total:	\$ 685,992.88	\$ 676,263.07	\$ 84,319.74	\$ (94,049.55)	\$ (9,729.81)
Total:	\$ 685,992.88	\$ 676,263.07	\$ 84,319.74	\$ (94,049.55)	\$ (9,729.81)

Short-Term Gain/Loss

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B.

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
BANK OF NEW YORK MELLON CORP	Trade	138,000		01/04/10	04/19/10	4,370.39	3,907.82	462.57		Y
BECTON DICKINSON & CO	Trade	80,000		07/31/09	04/19/10	6,235.09	5,274.52	960.57		Y
BED BATH & BEYOND INC	Trade	135,000		10/27/09	04/19/10	6,124.84	4,859.49	1,265.35		Y
BERKSHIRE HATHAWAY INC NEW CL B	Trade	100,000		01/04/10	04/19/10	7,834.87	6,619.27	1,215.60		Y
CARDINAL HEALTH INC	Trade	33,000		01/04/10	04/19/10	1,152.34	1,073.82	78.52		Y

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Short-Term Gain/Loss - continued

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
COCA COLA CO COM	Trade	66 000		02/04/10	04/19/10	3,635.88	3,602.37	33.51		Y
	Trade	28 000		03/18/10	04/19/10	1,542.49	1,507.80	34.69		Y
	Sub-Total:	94,000				5,178.37	5,110.17	68.20		
CVS CAREMARK CORP	Trade	42 000		01/04/10	04/19/10	1,553.97	1,386.84	167.13		Y
	Trade	80,000		01/15/10	04/19/10	2,959.95	2,709.38	250.57		Y
	Sub-Total:	122,000				4,513.92	4,096.22	417.70		
EXPRESS SCRIPTS INC	Trade	75 000		01/04/10	04/19/10	7,551.62	6,647.63	903.99		Y
GOOGLE INC CL A	Trade	4 000		01/04/10	04/19/10	2,196.36	2,506.72	(310.36)		Y
HEWLETT PACKARD CO	Trade	33,000		01/04/10	04/19/10	1,765.47	1,731.18	34.29		Y
IRON MTN INC NEW	Trade	60 000		01/04/10	04/19/10	1,628.97	1,372.80	256.17		Y
JOHNSON & JOHNSON COM	Trade	85,000		09/24/09	04/19/10	5,535.10	5,164.47	370.63		Y
	Trade	30 000		01/04/10	04/19/10	1,953.57	1,940.40	13.17		Y
	Sub-Total:	115,000				7,488.67	7,104.87	383.80		
MERCK & CO INC NEW COM	Trade	111,000		01/04/10	04/19/10	3,960.41	4,116.71	(156.30)		Y
	Trade	55,000		02/10/10	04/19/10	1,962.37	1,985.04	(22.67)		Y
	Sub-Total:	166,000				5,922.78	6,101.75	(178.97)		
MONSANTO CO NEW	Trade	46,000		02/05/10	04/19/10	2,985.34	3,478.77	(493.43)		Y
MOODY'S CORP	Trade	35,000		01/04/10	04/19/10	958.28	953.75	4.53		Y
PFIZER INC	Trade	58 000		01/04/10	04/19/10	968.58	1,096.61	(128.03)		Y
	Trade	165 000		01/19/10	04/19/10	2,755.45	3,286.57	(531.12)		Y
	Trade	275,000		02/16/10	04/19/10	4,592.42	4,871.96	(279.54)		Y
	Sub-Total:	498,000				8,316.45	9,255.14	(938.69)		
PROCTER & GAMBLE CO	Trade	21 000		01/04/10	04/19/10	1,321.72	1,283.88	37.84		Y
UNITED PARCEL SERVICE INC CL B	Trade	62 000		02/04/10	04/19/10	4,222.74	3,581.28	641.46		Y

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Short-Term Gain/Loss - continued

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
UNITEDHEALTH GROUP INC	Trade	40,000		01/13/09	01/04/10	1,261.25	1,037.08	224.17		Y
WALT DISNEY CO (HOLDING CO) DISNEY COM	Trade	213,000		01/04/10	04/19/10	7,638.05	6,828.14	809.91		Y
Total Short-Term Gain/Loss						88,667.52	82,824.30	5,843.22		

Long-Term Gain/Loss

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
AGILENT TECHNOLOGIES INC	Trade	100,000		01/15/08	04/19/10	3,524.94	3,613.95	(89.01)		Y
	Trade	85,000		07/28/08	04/19/10	2,996.20	3,056.18	(59.98)		Y
	Trade	84,000		01/13/09	04/19/10	2,960.95	1,605.24	1,355.71		Y
	Trade	40,000		02/19/09	04/19/10	1,409.98	623.21	786.77		Y
Sub-Total:		309,000				10,892.07	8,898.58	1,993.49		
AMER EXPRESS CO	Trade	66,000		06/05/07	01/04/10	2,706.79	4,269.54	(1,562.75)	1	Y
	Trade	639,000		06/05/07	04/19/10	28,690.61	41,336.91	(12,646.30)	1	Y
	Trade	119,000		01/13/09	04/19/10	5,343.01	2,272.64	3,070.37		Y
Sub-Total:		824,000				36,740.41	47,879.09	(11,138.68)		
AMERIPRISE FINANCIAL INC	Trade	149,000		06/05/07	04/19/10	6,974.57	9,567.29	(2,592.72)	1	Y
BANK OF NEW YORK MELLON CORP	Trade	205,000		06/05/07	04/19/10	6,492.24	8,726.48	(2,234.24)	1	Y
	Trade	50,000		02/28/08	04/19/10	1,583.47	2,302.62	(719.15)		Y
	Trade	155,000		11/19/08	04/19/10	4,908.77	4,181.78	726.99		Y
	Trade	32,000		01/13/09	04/19/10	1,013.42	811.45	201.97		Y
	Trade	35,000		03/09/09	04/19/10	1,108.43	628.40	480.03		Y
Sub-Total:		477,000				15,106.33	16,650.73	(1,544.40)		
BED BATH & BEYOND INC	Trade	91,000		02/04/08	04/19/10	4,128.60	2,833.22	1,295.38		Y
BERKSHIRE HATHAWAY INC NEW CL B	Trade	39,000		06/05/07	02/09/10	2,886.12	2,827.03	59.09	1	Y
	Trade	361,000		06/05/07	04/19/10	28,283.87	26,168.17	2,115.70	1	Y
	Trade	50,000		01/13/09	04/19/10	3,917.43	3,217.00	700.43		Y
Sub-Total:		450,000				35,087.42	32,212.20	2,875.22		

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Long-Term Gain/Loss - continued

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
CANADIAN NAT RESOURCES LTD CAD	Trade	190 000		12/18/07	04/19/10	14,131.96	13,032.96	1,099.00		Y
	Trade	59 000		01/13/09	04/19/10	4,388.34	2,323.24	2,065.10		Y
	Sub-Total:	249 000				18,520.30	15,356.20	3,164.10		
CARDINAL HEALTH INC	Trade	55 000		06/05/07	01/13/10	1,760.33	2,877.90	(1,117.57)	1	Y
	Trade	65 000		06/05/07	04/19/10	2,269.76	3,401.16	(1,131.40)	1	Y
	Sub-Total:	120 000				4,030.09	6,279.06	(2,248.97)		
CAREFUSION CORP	Trade	60 000		06/05/07	04/19/10	1,624.17	2,407.74	(783.57)		Y
COMCAST CORP NEW SPECIAL CL A	Trade	406 000		06/05/07	01/04/10	6,521.81	10,803.66	(4,281.85)	1	Y
	Trade	308 000		06/05/07	02/11/10	4,467.14	8,195.88	(3,728.74)	1	Y
	Sub-Total:	714 000				10,988.95	18,999.54	(8,010.59)		
CONOCOPHILLIPS	Trade	66 000		06/05/07	01/04/10	3,469.73	5,222.47	(1,752.74)	1	Y
	Trade	27 000		06/05/07	04/19/10	1,502.25	2,136.47	(634.22)	1	Y
	Trade	20 000		03/12/09	04/19/10	1,112.78	730.16	382.62		Y
	Sub-Total:	113 000				6,084.76	8,089.10	(2,004.34)		
COSTCO WHOLESALE CORP	Trade	566 000		06/05/07	04/19/10	33,557.57	31,322.44	2,235.13	1	Y
CVS CAREMARK CORP	Trade	340 000		06/05/07	04/19/10	12,579.78	12,852.00	(272.22)	1	Y
	Trade	130 000		12/02/08	04/19/10	4,809.92	3,534.27	1,275.65		Y
	Trade	52 000		01/13/09	04/19/10	1,923.97	1,352.35	571.62		Y
	Sub-Total:	522 000				19,313.67	17,738.62	1,575.05		
DEVON ENERGY CORP NEW	Trade	33 000		06/05/07	01/04/10	2,525.09	2,629.06	(103.97)	1	Y
	Trade	227 000		06/05/07	04/19/10	14,682.11	18,084.72	(3,402.61)	1	Y
	Trade	65 000		01/13/09	04/19/10	4,204.13	4,191.98	12.15		Y
	Sub-Total:	325 000				21,411.33	24,905.76	(3,494.43)		
DIAGEO PLC NEW GB SPON ADR	Trade	27 000		06/05/07	01/04/10	1,875.42	2,316.87	(441.45)	1	Y
	Trade	113 000		06/05/07	04/19/10	7,882.75	9,696.52	(1,813.77)	1	Y
	Trade	30 000		01/13/09	04/19/10	2,092.76	1,645.50	447.26		Y
	Sub-Total:	170 000				11,850.93	13,658.89	(1,807.96)		
EOG RESOURCES INC	Trade	22 000		06/05/07	01/04/10	2,207.11	1,713.46	493.65	1	Y
	Trade	213 000		06/05/07	04/19/10	22,741.63	16,589.42	6,152.21	1	Y

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2010 Consolidated Form 1099

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Long-Term Gain/Loss - continued

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B.

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
EOG RESOURCES INC	Trade	36,000		01/13/09	04/19/10	3,843.65	2,415.56	1,428.09		Y
	Sub-Total:	271,000				28,792.39	20,718.44	8,073.95		
EXPRESS SCRIPTS INC	Trade	44,000		02/25/08	04/19/10	4,430.28	2,891.20	1,539.08		Y
GOOGLE INC CL A	Trade	9,000		10/23/08	01/14/10	5,298.68	3,150.33	2,148.35		Y
	Trade	1,000		10/23/08	04/19/10	549.09	350.04	199.05		Y
	Trade	6,000		01/13/09	04/19/10	3,294.54	1,896.38	1,398.16		Y
	Trade	1,000		01/15/09	04/19/10	549.09	292.83	256.26		Y
	Sub-Total:	17,000				9,691.40	5,689.58	4,001.82		
GRUPO TELEVIS SA DE CV GLOBAL DEP RCT REP ORD MEXICO ADR	Trade	235,000		11/19/08	04/19/10	4,887.91	3,287.91	1,600.00		Y
H & R BLOCK INC	Trade	78,000		06/05/07	01/04/10	1,768.44	1,825.83	(57.39)	1	Y
	Trade	192,000		06/05/07	02/02/10	4,156.18	4,494.36	(338.18)	1	Y
	Sub-Total:	270,000				5,924.62	6,320.19	(395.57)		
HARLEY DAVIDSON INC	Trade	250,000		06/05/07	04/19/10	8,262.36	15,320.00	(7,057.64)	1	Y
	Trade	79,000		01/13/09	04/19/10	2,610.90	1,113.90	1,497.00		Y
	Sub-Total:	329,000				10,873.26	16,433.90	(5,560.64)		
HEWLETT PACKARD CO	Trade	67,000		01/15/08	04/19/10	3,584.44	3,028.00	556.44		Y
	Trade	125,000		10/24/08	04/19/10	6,687.38	3,985.61	2,701.77		Y
	Sub-Total:	192,000				10,271.82	7,013.61	3,258.21		
IRON MTN INC NEW	Trade	415,000		06/05/07	04/19/10	11,267.06	11,199.85	67.21	1	Y
	Trade	42,000		01/13/09	04/19/10	1,140.28	983.60	156.68		Y
	Sub-Total:	457,000				12,407.34	12,183.45	223.89		
JOHNSON & JOHNSON COM	Trade	70,000		10/21/08	04/19/10	4,558.32	4,460.23	98.09		Y
	Trade	45,000		03/05/09	04/19/10	2,930.35	2,169.98	760.37		Y
	Sub-Total:	115,000				7,488.67	6,630.21	858.46		
JPMORGAN CHASE & CO	Trade	80,000		06/05/07	03/10/10	3,470.50	4,100.64	(630.14)	1	Y
	Trade	278,000		06/05/07	04/19/10	12,584.84	14,249.72	(1,664.88)	1	Y
	Sub-Total:	358,000				16,055.34	18,350.36	(2,295.02)		

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Long-Term Gain/Loss - continued

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
LOEWS CORP	Trade	420 000		06/05/07	04/19/10	15,821.13	21,690.48	(5,869.35)	1	Y
	Trade	106 000		01/13/09	04/19/10	3,992.95	2,816.46	1,176.49		Y
	Sub-Total:	526.000				19,814.08	24,506.94	(4,692.86)		
MERCK & CO INC NEW COM	Trade	147 000		11/07/08	04/19/10	5,244.87	2,187.55	3,057.32		Y
	Trade	100 000		02/27/09	04/19/10	3,567.94	1,696.78	1,871.16		Y
	Trade	145 000		03/19/09	04/19/10	5,173.51	3,820.40	1,353.11		Y
	Sub-Total:	392.000				13,986.32	7,704.73	6,281.59		
MICROSOFT CORP	Trade	512 000		06/05/07	04/19/10	15,753.97	15,631.36	122.61	1	Y
	Trade	10 000		03/06/08	04/19/10	307.69	279.03	28.66		Y
	Sub-Total:	522.000				16,061.66	15,910.39	151.27		
MOODYS CORP	Trade	170 000		06/05/07	04/19/10	4,654.52	11,930.60	(7,276.08)	1	Y
NEWS CORP INC DELA CLA	Trade	125 000		06/05/07	03/16/10	1,759.71	2,808.75	(1,049.04)	1	Y
	Trade	550 000		06/05/07	04/19/10	8,673.35	12,358.50	(3,685.15)	1	Y
	Trade	126 000		01/13/09	04/19/10	1,986.98	1,102.22	884.76		Y
	Sub-Total:	801.000				12,420.04	16,269.47	(3,849.43)		
OCCIDENTAL PETROLEUM CRP	Trade	27 000		06/05/07	01/04/10	2,243.44	1,567.47	675.97	1	Y
	Trade	318 000		06/05/07	04/19/10	26,819.66	18,461.26	8,358.40	1	Y
	Trade	93 000		01/13/09	04/19/10	7,843.49	5,253.61	2,589.88		Y
	Sub-Total:	438.000				36,906.59	25,282.34	11,624.25		
PFIZER INC	Trade	305 000		03/03/09	04/19/10	5,093.41	3,650.33	1,443.08		Y
PHILIP MORRIS INTL INC	Trade	135 000		06/05/07	04/19/10	6,849.78	6,650.32	199.46	1	Y
	Trade	12 000		01/13/09	04/19/10	608.87	508.32	100.55		Y
	Sub-Total:	147.000				7,458.65	7,158.64	300.01		
PROCTER & GAMBLE CO	Trade	150 000		06/05/07	04/19/10	9,440.84	9,538.10	(97.26)	1	Y
	Trade	22 000		01/13/09	04/19/10	1,384.66	1,309.39	75.27		Y
	Sub-Total:	172.000				10,825.50	10,847.49	(21.99)		
PROGRESSIVE CORP OHIO	Trade	755 000		06/05/07	04/19/10	15,311.13	17,508.45	(2,197.32)	1	Y
	Trade	121 000		01/13/09	04/19/10	2,453.84	1,742.01	711.83		Y
	Sub-Total:	876.000				17,764.97	19,250.46	(1,485.49)		

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Long-Term Gain/Loss - continued

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face Value	Original Cost Basis	Purchase Date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
SEALED AIR CORP NEW	Trade	630 000		06/05/07	04/19/10	14,099.15	20,103.30	(6,004.15)	1	Y
	Trade	64 000		01/13/09	04/19/10	1,432.30	943.94	488.36		Y
	Sub-Total:	694,000				15,531.45	21,047.24	(5,515.79)		
TEXAS INSTRUMENTS	Trade	110 000		05/28/08	01/04/10	2,859.15	3,556.07	(696.92)		Y
	Trade	145 000		05/28/08	04/19/10	3,839.53	4,687.55	(848.02)		Y
	Trade	80 000		08/06/08	04/19/10	2,118.36	1,950.27	168.09		Y
	Trade	190 000		11/05/08	04/19/10	5,031.11	3,553.74	1,477.37		Y
	Trade	39 000		01/13/09	04/19/10	1,032.70	578.25	454.45		Y
	Sub-Total:	564,000				14,880.85	14,325.88	554.97		
TRANSATLANTIC HLDGS INC	Trade	120 000		06/05/07	04/19/10	6,284.29	8,638.79	(2,354.50)	1	Y
	Trade	20 000		03/16/09	04/19/10	1,047.38	622.68	424.70		Y
	Sub-Total:	140,000				7,331.67	9,261.47	(1,929.80)		
TRANSOCEAN LTD CHF	Trade	55 000		06/05/07	04/19/10	4,787.56	5,484.31	(696.65)	1	Y
	Trade	16 000		01/13/09	04/19/10	1,392.78	835.68	557.10		Y
	Sub-Total:	71,000				6,180.44	6,319.99	(139.55)		
TYCO INTL LTD CHF	Trade	93 000		06/05/07	04/19/10	3,681.80	4,847.91	(1,166.11)	1	Y
UNITEDHEALTH GROUP INC	Trade	175 000		06/05/07	01/04/10	5,517.95	9,584.44	(4,066.49)	1	Y
VULCAN MATERIALS CO NEW (HOLDING COMPANY)	Trade	65 000		06/05/07	04/19/10	3,429.34	7,767.98	(4,338.64)	1	Y
	Trade	24 000		01/13/09	04/19/10	1,266.22	1,403.28	(137.06)		Y
	Sub-Total:	89,000				4,695.56	9,171.26	(4,475.70)		
WELLS FARGO & CO NEW	Trade	100 000		06/05/07	01/04/10	2,731.17	3,580.80	(849.63)	1	Y
	Trade	525 000		06/05/07	04/19/10	17,119.96	18,799.20	(1,679.24)	1	Y
	Trade	91 000		01/13/09	04/19/10	2,967.46	2,225.77	741.69		Y
	Trade	165 000		01/26/09	04/19/10	5,380.56	2,685.11	2,695.45		Y
	Trade	290 000		03/06/09	04/19/10	9,456.74	2,490.81	6,965.93		Y
	Sub-Total:	1,171,000				37,655.89	29,781.69	7,874.20		
Total Long-Term Gain/Loss							587,595.55	603,168.58	(15,573.03)	

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H. LESLIE ELAINE S. HOFFMAN FOUNDATION

95-6048600

Supplementary Information

2010

RECIPIENT NAME AND ADDRESS	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
3 Grants and Contributions Paid During the Year or Approved for Future Payment				
a Paid during the year				
ALL SAINTS CHURCH 132 N Euclid Avenue Pasadena, CA 91101	None	Public Charity	General Needs	5,000 00
ANIMAL SHELTER OF WOOD RIVER VALLEY P O Box 1496 Los Angeles, CA 90027-1462	None	Public Charity	General Needs	1,000 00
BOY SCOUTS OF AMERICA 3450 E Sierra Madre Boulevard Pasadena, CA 91107-1934	None	Public Charity	General Needs	17,000 00
BOYS & GIRLS CLUBS OF PASADENA 3450 E Sierra Madre Boulevard Pasadena, CA 91107-1934	None	Public Charity	General Needs	5,000 00
CAROUSEL RANCH, INC 34289 Rocking Horse Road Agua Dulce, CA 91390	None	Public Charity	General Needs	3,500 00
CHILDREN'S HOSPITAL OF LOS ANGELES 4650 Sunset Blvd. Los Angeles, CA 90027	None	Public Charity	General Needs	70,000 00
CRIMINAL JUSTICE LEGAL FOUNDATION 2131 L Street Sacramento, CA	None	Public Charity	General Needs	30,000 00
DEVIL PUPS 3027 Townsgate Road, Suite 210 Westlake Village, CA 91361-5806	None	Public Charity	General Needs	5,000.00
EXECUTIVE SERVICE CORPS OF SO. CA 1000 N Alameda St, Suite 330 Los Angeles, CA 90012	None	Public Charity	General Needs	1,000 00
FIVE ACRES 760 W Mountain View Street Altadena, CA 91001-4996	None	Public Charity	General Needs	5,000 00
FOOTHILL FAMILY SERVICES 2500 E Foothill Blvd Suite 300 Pasadena, CA 91107	None	Public Charity	General Needs	2,500 00
GIRL SCOUTS MT WILSON VISTA COUNCIL 101 East Wheeler Avenue Arcadia, CA 91006	None	Public Charity	General Needs	5,000 00
GOOD SAMARITAN HOSPITAL 1225 Wilshire Blvd Los Angeles, CA 90017-9971	None	Public Charity	General Needs	2,500 00
GREATER LOS ANGELES ZOO ASSOC. 5333 Zoo Drive Los Angeles, CA 90027	None	Public Charity	Contribution	12,500 00

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3 Grants and Contributions Paid During the Year or Approved for Future Payment				
a Paid during the year				
HILL-HARBISON HOUSE 2275 Huntington Drive, PMB 807 San Marino, CA 91108	None	Public Charity	General Needs	1,000 00
HILLSIDES HOME FOR CHILDREN 940 Avenue 64 Pasadena, CA 1005-2711	None	Public Charity	General Needs	5,000 00
HOLY FAMILY CHURCH 1527 Fremont South Pasadena, CA 91030	None	Public Charity	General Needs	11,000 00
HOOVER INSTITUTION Stanford University Stanford, CA 94305-6010	None	Public Charity	General Needs	5,000 00
HUNTINGTON LIBRARY & ART GALLERY 1151 Oxford Road San Marino, CA 91108	None	Public Charity	General Needs	2,500 00
HUNTINGTON MEMORIAL HOSPITAL 100 W California Boulevard Pasadena, CA 91105	None	Public Charity	General Needs	103,000.00
KIDSPACE A PARTICIPATORY MUSEUM 480 North Arroyo Blvd Pasadena, CA 91103	None	Public Charity	General Needs	116,590 00
LOS ANGELES REGIONAL FOODBANK 1734 E. 41st Street Los Angeles, CA 90058-1502	None	Public Charity	General Needs	5,000 00
LUPUS FOUNDATION OF AMERICA P O Box 631047 Baltimore, MD 21263-1047	None	Public Charity	General Needs	500 00
MAYFIELD JUNIOR SCHOOL 405 South Euclid Avenue Pasadena, CA 91101	None	Public Charity	General Needs	9,750 00
MUSIC CENTER OF CALIFORNIA 135 North Grand Avenue Los Angeles, CA 90012	None	Public Charity	General Needs	2,500 00
PACIFIC LEGAL FOUNDATION 3900 Lennane Drive, Suite 200 Sacramento, CA 95834	None	Public Charity	General Needs	5,000 00
PASADENA HUMANE SOCIETY 361 South Raymond Avenue Pasadena, CA 91105	None	Public Charity	General Needs	3,000 00
PASADENA INDEPENDENT SCHOOLS FOUNDATION 1200 S Oakland Avenue Pasadena, CA 91106-9972	None	Private Foundation	General Needs	5,000 00

H. LESLIE ELAINE S. HOFFMAN FOUNDATION

95-6048600

Supplementary Information
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3 Grants and Contributions Paid During the Year or Approved for Future Payment				
a Paid during the year				
PASADENA SHOWCASE HOUSE FOR THE ARTS PO Box 80262 San Marino, CA 91118	None	Public Charity	General Needs	1,000 00
PLANNED PARENTHOOD PASADENA & SAN GABRIEL VALLEY INC 1045 n Lake Ave Pasadena, CA 91104	None	Public Charity	General Needs	1,500 00
POLYTECHNIC SCHOOL 1030 East California Boulevard Pasadena, CA 91106-9972	None	Public Charity	General Needs	116,000 00
RADY'S CHILDREN'S HOSPITAL FOUNDATION 3020 Children's Way, MC 5005 San Diego, CA 92123	None		MRSA Research Fund	5,000 00
RONALD McDONALD HOUSE CHARITIES OF SOUTHERN CALIFORNIA 765 South Pasadena Avenue Pasadena, CA 91105	None	Public Charity	General Needs	10,000 00
ST EDMUNDS NURSERY SCHOOL P O Box 80038 San Manno, CA 91108	None	Public Charity	General Needs	5,000 00
ST LUKE'S WOOD RIVER FOUNDATION P O Box 7005 Ketchum, ID 83340	None	Public Charity	General Needs	5,000 00
SAN MARINO NATIONAL LITTLE LEAGUE P. O. Box 80184 San Marino, CA 91108	None	Public Charity	General Needs	2,500 00
SAN MARINO SCHOOLS FOUNDATION 2701 Huntington Drive San Marino, CA 91108	None	Public Charity	General Needs	11,500 00
SOUTHERN CALIFORNIA GRANTMAKERS 350 S Figueroa Street, Suite 270 Los Angeles, CA 90071-1201	None	Public Charity	Membership	1,976 00
SOUTH PASADENA SAN MARINO YMCA 1605 Garfield Avenue South Pasaena, CA 91030	None	Public Charity	General Needs	10,000 00
STRATEGIC AIR & SPACE MUSEUM 28210 West Park Highway Ashland, NE 68003	None	Public Charity	Tools	1,000 00
SUN VALLEY SKI EDUCATION FOUNDATION P O Box 203 Sun Valley, ID 83353	None	Public Charity	General Needs	1,000 00
SUN VALLEY SUMMER SYMPHONY P O. Box 1914 Sun Valley, ID 83353	None	Public Charity	General Needs	1,000 00

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3 Grants and Contributions Paid During the Year or Approved for Future Payment				
a Paid during the year				
UNION RESCUE MISSION 545 S San Pedro Street Los Angeles, CA 90013	None	Public Charity	General Needs	5,000 00
UNIVERSITY OF SOUTHERN CALIFORNIA Los Angeles, CA 90033-4697	None	Public Charity	Various Needs	70,500 00
UNIVERSITY OF SOUTHERN CALIFORNIA Marshall School of Business Los Angeles, CA 90089-0461	None	Public Charity	Building Renovations	150,000 00
UNIVERSITY OF WASHINGTON Box 354080 Seattle, WA 98195	None	Public Charity	Athletic Department	1,000 00
VILLA ESPERANZA SERVICES 2060 East Villa Street Pasadena, CA 91107	None	Public Charity	General Needs	1,000 00
WESTRIDGE SCHOOL 324 Madeline Drive Pasadena, CA 91105-3399	None	Public Charity	General Needs	5,000 00
WOOD RIVER COMMUNITY YMCA P O Box 6801 Ketchum, ID 83340	None	Public Charity	General Needs	6,000 00
YMCA OF METROPOLITAN LOS ANGELES 625 So New Hampshire Avenue Los Angeles, CA 90005-1371	None	Public Charity	General Needs	25,000 00
TOTAL		3a		875,816 00