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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

OMB No 1545-0052

**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 , 2010, and ending , 20

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

A Employer identification number

MACKENZIE FOUNDATION 45L003006

95-6588350

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

Room/suite

B Telephone number (see page 10 of the instructions)

P.O. BOX 60078 SC-MPK-03-M

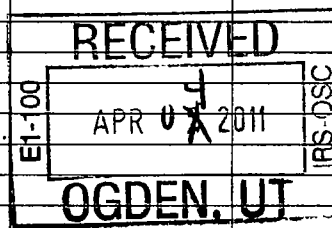
(213) 972-0305

City or town, state, and ZIP code

LOS ANGELES, CA 90060

H Check type of organization. ☒ Section 501(c)(3) exempt private foundation  
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 14,542,986.  
J Accounting method: ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis.)C If exemption application is pending, check here ☐  
D 1 Foreign organizations, check here ☐  
2 Foreign organizations meeting the 85% test, check here and attach computation ☐  
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐  
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	511,240.	510,182.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	146,265.			
b Gross sales price for all assets on line 6a 2,321,495.				
7 Capital gain net income (from Part IV, line 2)		146,265.		
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) (attach schedule)				
11 Other income (attach schedule)	152.	152.		STMT 2
12 Total. Add lines 1 through 11	657,657.	656,599.		
<b>Operating and Administrative Expenses</b>				
13 Compensation of officers, directors, trustees, etc.	137,114.	102,834.		34,280.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule) STMT 3	15,111.	3,778.	NONE	11,333.
b Accounting fees (attach schedule) STMT 4	1,511.	1,511.	NONE	NONE
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) STMT 5	32,227.	2,885.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT 6	10.			10.
24 Total operating and administrative expenses. Add lines 13 through 23	185,973.	111,008.	NONE	45,623.
25 Contributions, gifts, grants paid	656,000.			656,000.
26 Total expenses and disbursements. Add lines 24 and 25	841,973.	111,008.	NONE	701,623.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-184,316.			
b Net investment income (if negative, enter -0-)		545,591.		
c Adjusted net income (if negative, enter -0-)				



For Paperwork Reduction Act Notice, see page 30 of the instructions

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing . . . . .				
	2 Savings and temporary cash investments . . . . .	526,403.	925,943.	925,943.	
	3 Accounts receivable ▶ . . . . .				
	Less allowance for doubtful accounts ▶ . . . . .				
	4 Pledges receivable ▶ . . . . .				
	Less allowance for doubtful accounts ▶ . . . . .				
	5 Grants receivable . . . . .				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7 Other notes and loans receivable (attach schedule) ▶ . . . . .				
	Less allowance for doubtful accounts ▶ . . . . .	NONE			
	8 Inventories for sale or use . . . . .				
	9 Prepaid expenses and deferred charges . . . . .				
	10 a Investments - U S and state government obligations (attach schedule) . . . . .	3,837,346.	2,781,886.	2,924,207.	
	b Investments - corporate stock (attach schedule) . . . . .	7,747,479.	8,209,238.	9,382,809.	
	c Investments - corporate bonds (attach schedule) . . . . .	1,227,731.	1,224,916.	1,309,347.	
	Liabilities	11 Investments - land, buildings, and equipment basis . . . . .			
Less accumulated depreciation (attach schedule) ▶ . . . . .					
12 Investments - mortgage loans . . . . .					
13 Investments - other (attach schedule) . . . . .					
14 Land, buildings, and equipment basis . . . . .					
Less accumulated depreciation (attach schedule) ▶ . . . . .					
15 Other assets (describe ▶ . . . . .)		STMT 12)	1.	1.	680.
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .		13,338,960.	13,141,984.	14,542,986.	
17 Accounts payable and accrued expenses . . . . .					
18 Grants payable . . . . .					
19 Deferred revenue . . . . .					
20 Loans from officers, directors, trustees, and other disqualified persons . . . . .					
21 Mortgages and other notes payable (attach schedule) . . . . .					
22 Other liabilities (describe ▶ . . . . .)					
23 Total liabilities (add lines 17 through 22) . . . . .					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted . . . . .				
	25 Temporarily restricted . . . . .				
	26 Permanently restricted . . . . .				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31 ▶ <input checked="" type="checkbox"/>				
	27 Capital stock, trust principal, or current funds . . . . .	13,338,960.	13,141,984.		
	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 (see page 17 of the instructions) . . . . .	13,338,960.	13,141,984.		
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	13,338,960.	13,141,984.		

## 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	13,338,960.
2 Enter amount from Part I, line 27a . . . . .	2	-184,316.
3 Other increases not included in line 2 (itemize) ▶ . . . . .	3	
4 Add lines 1, 2, and 3 . . . . .	4	13,154,644.
5 Decreases not included in line 2 (itemize) ▶ . . . . .	5	12,660.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	13,141,984.

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**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.)
<b>1a SEE PART IV DETAIL</b>					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
<b>2 Capital gain net income or (net capital loss)</b>			<b>2</b>	<b>146,265.</b>	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)</b>			<b>3</b>		
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.					

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

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

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

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

☐ Yes ☒ No

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

**1** Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	672,370.	12,556,842.	0.05354610658
2008	722,444.	14,716,357.	0.04909122550
2007	712,935.	16,368,460.	0.04355541083
2006	743,542.	15,253,503.	0.04874565534
2005	730,011.	14,932,401.	0.04888771739
<b>2 Total of line 1, column (d)</b>			<b>2</b> 0.24382611564
<b>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</b>			<b>3</b> 0.04876522313
<b>4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5</b>			<b>4</b> 13,567,763.
<b>5 Multiply line 4 by line 3</b>			<b>5</b> 661,635.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			<b>6</b> 5,456.
<b>7 Add lines 5 and 6</b>			<b>7</b> 667,091.
<b>8 Enter qualifying distributions from Part XII, line 4</b>			<b>8</b> 701,623.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . . Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)		1	5,456.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .		2	
3 Add lines 1 and 2 . . . . .		3	5,456.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		5	5,456.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010 . . . . .	6a	28,848.	
b Exempt foreign organizations-tax withheld at source . . . . .	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	NONE	
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . . . .	7	28,848.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached . . . . .	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10	23,392.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax <input checked="" type="checkbox"/> 5,456. Refunded <input type="checkbox"/> . . . . .	11	17,936.	

**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 page 19 of the 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 <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____		
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 page 19 of the instructions) <input checked="" type="checkbox"/> STMT 14		
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 on page 27)? 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

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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 page 20 of the instructions) . . . . .	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? . . . . .	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ BANK OF THE WEST Telephone no ▶ (213) 972-0305			
Located at ▶ 300 S GRAND AVE, 6TH FLOOR, LOS ANGELES, CA ZIP + 4 ▶ 90071				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . .	15		
and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶				
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . .	16	Yes	No
				X
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? . . . . .	1b	X
Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010? . . . . .	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions) . . . . .	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010) . . . . .	3b	
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)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

**b** If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ **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? ☐ 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** ☒

If "Yes" to 6b, file Form 8870

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

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b**

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 16		137,114.	-0-	-0-

**2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 17		NONE	NONE	NONE

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

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**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE"

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 18		NONE
<b>Total</b> number of others receiving over \$50,000 for professional services . . . . .		NONE

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

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

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**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	12,984,067.
b	Average of monthly cash balances	1b	790,312.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	<b>Total</b> (add lines 1a, b, and c)	1d	13,774,379.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	13,774,379.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	206,616.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,567,763.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	678,388.

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

1	Minimum investment return from Part X, line 6	1	678,388.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	5,456.
b	Income tax for 2010. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	5,456.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	672,932.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	672,932.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	672,932.

**Part XII Qualifying Distributions** (see page 25 of the 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	701,623.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	701,623.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	5,456.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	696,167.

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

**Part XIII Undistributed Income** (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7 . . . . .				672,932.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only . . . . .			528,515.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2010				
a From 2005 . . . . .	NONE			
b From 2006 . . . . .	NONE			
c From 2007 . . . . .	NONE			
d From 2008 . . . . .	NONE			
e From 2009 . . . . .	NONE			
f Total of lines 3a through e . . . . .	NONE			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 701,623.				
a Applied to 2009, but not more than line 2a . . . . .			528,515.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . . .	NONE			
d Applied to 2010 distributable amount . . . . .				173,108.
e Remaining amount distributed out of corpus . . . . .	NONE			
5 Excess distributions carryover applied to 2010 . (If an amount appears in column (d), the same amount must be shown in column (a) )	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions . . . . .		NONE		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions . . . . .				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011 . . . . .				499,824.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	NONE			
9 Excess distributions carryover to 2011 Subtract lines 7 and 8 from line 6a . . . . .	NONE			
10 Analysis of line 9				
a Excess from 2006 . . . . .	NONE			
b Excess from 2007 . . . . .	NONE			
c Excess from 2008 . . . . .	NONE			
d Excess from 2009 . . . . .	NONE			
e Excess from 2010 . . . . .	NONE			



**Part 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
<b>a Paid during the year</b>  SEE STATEMENT 22				
<b>Total</b> . . . . .			<b>3a</b>	656,000.
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .			<b>3b</b>	

Form **990-PF** (2010)

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue.					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments . . . . .					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities . . . . .			14	511,240.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property . . . . .					
b	Not debt-financed property . . . . .					
6	Net rental income or (loss) from personal property .					
7	Other investment income . . . . .					
8	Gain or (loss) from sales of assets other than inventory			18	146,265.	
9	Net income or (loss) from special events . . .					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue a					
b	SAN GABRIEL RVR			1	152.	
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e) . . . .				657,657.	
13	Total. Add line 12, columns (b), (d), and (e) . . . . .					657,657.

(See worksheet in line 13 instructions on page 29 to verify calculations )

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions.)
▼	

NOT APPLICABLE

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

		Yes	No
<b>1</b>	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
<b>b</b>	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
<b>d</b>	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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

**b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign  
Here**

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

Signature of officer or trustee **VICE PRESIDENT**

04/28/2011

Title

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

Date \_\_\_\_\_

PTIN	
------	--

JEFFREY E. KUHLIN

James E. Kuhlman

04/28/2011

Check ☐ if self-employed

P00353001

Firm's name ► KPMG LLP

Firm's EIN ► 13-5565207

Firm's address ▶ 2020 N CENTRAL AVE, STE 700  
PHOENIX, AZ

85004

Phone no 800-713-2555

Form **990-PF** (2010)

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					1,770.	
20,348.00		375. ABBOTT LABORATORIES COM PROPERTY TYPE: SECURITIES 20,080.00				P	11/17/2009	02/26/2010
							268.00	
20,567.00		300. AIR PRODS & CHEMS INC COM PROPERTY TYPE: SECURITIES 19,518.00				P	06/26/2009	02/26/2010
							1,049.00	
28,635.00		500. ALLEGHENY TECHNOLOGIES INC COM PROPERTY TYPE: SECURITIES 17,340.00				P	06/26/2009	12/20/2010
							11,295.00	
46,551.00		400. APACHE CORP COM PROPERTY TYPE: SECURITIES 57,450.00				P	06/23/2008	12/20/2010
							-10,899.00	
61,719.00		200. APPLE INC COM PROPERTY TYPE: SECURITIES 28,446.00				P	06/26/2009	11/02/2010
							33,273.00	
33,036.00		900. BMC SOFTWARE INC COM PROPERTY TYPE: SECURITIES 27,472.00				P	04/14/2008	02/26/2010
							5,564.00	
41,812.00		500. BARD C R INC COM PROPERTY TYPE: SECURITIES 40,885.00				P	11/17/2009	02/26/2010
							927.00	
57,380.00		1700. CVS CAREMARK CORP COM PROPERTY TYPE: SECURITIES 51,623.00				P	11/17/2009	02/26/2010
							5,757.00	
68,261.00		2200. DISNEY WALT CO COM PROPERTY TYPE: SECURITIES 67,869.00				P	11/17/2009	02/26/2010
							392.00	
21,870.00		600. EXPEDITORS INTL WASH INC COM PROPERTY TYPE: SECURITIES 19,763.00				P	11/17/2009	02/26/2010
							2,107.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
55,032.00		846. EXXON MOBIL CORP COM PROPERTY TYPE: SECURITIES 3,149.00				P	04/04/1994	02/26/2010
							51,883.00	
200,000.00		200000. FEDERAL FARM CR BKS CONS SYSTEMW PROPERTY TYPE: SECURITIES 210,556.00				P	05/10/2001	11/22/2010
							-10,556.00	
15,000.00		1516.686 FEDERATED INSTITUTIONAL HIGH YI PROPERTY TYPE: SECURITIES 14,393.00				P	12/17/2009	12/21/2010
							607.00	
100,000.00		10101.008 FEDERATED INSTITUTIONAL HIGH Y PROPERTY TYPE: SECURITIES 95,859.00				P	12/17/2009	12/27/2010
							4,141.00	
8,618.00		500. GAMESTOP CORP NEW CL A PROPERTY TYPE: SECURITIES 12,124.00				P	11/17/2009	02/26/2010
							-3,506.00	
9,588.00		600. GENERAL ELEC CO COM PROPERTY TYPE: SECURITIES 10,258.00				P	03/05/1997	02/26/2010
							-670.00	
102,107.00		102106.94 GOVERNMENT NATL MTG ASSN GTD R PROPERTY TYPE: SECURITIES 101,692.00				P	04/04/2008	02/20/2010
							415.00	
233,754.00		233754.21 GOVERNMENT NATL MTG ASSN GTD R PROPERTY TYPE: SECURITIES 232,805.00				P	04/04/2008	03/20/2010
							949.00	
145,496.00		145496.34 GOVERNMENT NATL MTG ASSN GTD R PROPERTY TYPE: SECURITIES 144,905.00				P	04/04/2008	04/20/2010
							591.00	
113,814.00		113813.66 GOVERNMENT NATL MTG ASSN GTD R PROPERTY TYPE: SECURITIES 113,351.00				P	04/04/2008	05/20/2010
							463.00	
4,829.00		4828.85 GOVERNMENT NATL MTG ASSN GTD REM PROPERTY TYPE: SECURITIES 4,809.00				P	04/04/2008	06/20/2010
							20.00	



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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
52,219.00		1000. ITT CORP NEW COM PROPERTY TYPE: SECURITIES 53,868.00				P	11/17/2009	12/20/2010
							-1,649.00	
38,749.00		1000. JACOBS ENGR GROUP INC COM PROPERTY TYPE: SECURITIES 41,663.00				P	06/26/2009	02/26/2010
							-2,914.00	
200,000.00		11242.271 MFS INSTITUTIONAL EQUITY FD #4 PROPERTY TYPE: SECURITIES 209,555.00				P	12/18/2007	12/21/2010
							-9,555.00	
26,872.00		1000. MICROCHIP TECHNOLOGY INC COM PROPERTY TYPE: SECURITIES 22,500.00				P	06/26/2009	02/26/2010
							4,372.00	
30,850.00		1169. NYSE EURONEXT COM PROPERTY TYPE: SECURITIES 58,978.00				P	10/08/2008	02/26/2010
							-28,128.00	
67,256.00		1000. NIKE INC CL B PROPERTY TYPE: SECURITIES 65,838.00				P	12/11/2007	02/26/2010
							1,418.00	
101,307.00		1400. NOBLE ENERGY INC COM PROPERTY TYPE: SECURITIES 81,627.00				P	06/26/2009	02/26/2010
							19,680.00	
32,496.00		495. PEPSICO INC COM PROPERTY TYPE: SECURITIES 8,325.00				P	04/04/1994	11/02/2010
							24,171.00	
41,788.00		660. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES 2,187.00				P	08/17/1983	02/26/2010
							39,601.00	
16,195.00		16195.28 SMALL BUSINESS ADMIN GTD DEV PA PROPERTY TYPE: SECURITIES 16,094.00				P	12/19/2007	01/01/2010
							101.00	
20,271.00		20271.45 SMALL BUSINESS ADMIN GTD DEV PA PROPERTY TYPE: SECURITIES 20,145.00				P	12/19/2007	07/01/2010
							126.00	

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
15,196.00		15196.08 SMALL BUSINESS ADMIN GTD DEV PA PROPERTY TYPE: SECURITIES 14,949.00				12/19/2007 247.00	04/01/2010
19,397.00		19397.06 SMALL BUSINESS ADMIN GTD DEV PA PROPERTY TYPE: SECURITIES 19,082.00				12/19/2007 315.00	10/01/2010
32,875.00		32874.67 SMALL BUSINESS ADMIN GTD DEV PA PROPERTY TYPE: SECURITIES 33,286.00				04/17/2008 -411.00	02/01/2010
30,549.00		30548.74 SMALL BUSINESS ADMIN GTD DEV PA PROPERTY TYPE: SECURITIES 30,931.00				04/17/2008 -382.00	08/01/2010
20,683.00		20682.7 SMALL BUSINESS ADMIN GTD LN POOL PROPERTY TYPE: SECURITIES 21,794.00				02/24/2009 -1,111.00	04/01/2010
22,017.00		22017.04 SMALL BUSINESS ADMIN GTD LN POO PROPERTY TYPE: SECURITIES 23,200.00				02/24/2009 -1,183.00	10/01/2010
28,989.00		28989.12 SMALL BUSINESS ADMIN GTD LN POO PROPERTY TYPE: SECURITIES 29,641.00				03/30/2009 -652.00	02/10/2010
9,476.00		9475.89 SMALL BUSINESS ADMIN GTD LN POOL PROPERTY TYPE: SECURITIES 9,689.00				03/30/2009 -213.00	05/10/2010
20,523.00		20523.22 SMALL BUSINESS ADMIN GTD LN POO PROPERTY TYPE: SECURITIES 20,985.00				03/30/2009 -462.00	08/10/2010
7,378.00		7377.75 SMALL BUSINESS ADMIN GTD LN POOL PROPERTY TYPE: SECURITIES 7,544.00				03/30/2009 -166.00	11/10/2010
36,462.00		1600. STARBUCKS CORP COM PROPERTY TYPE: SECURITIES 35,231.00				11/17/2009 1,231.00	02/26/2010

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
24,960.00		500. STRYKER CORP COM PROPERTY TYPE: SECURITIES 24,703.00				P	11/17/2009	11/02/2010
							257.00	
7,078.00		300. SUNTRUST BKS INC COM PROPERTY TYPE: SECURITIES 6,356.00				P	11/17/2009	02/26/2010
							722.00	
15,447.00		792. INVESCO LTD PROPERTY TYPE: SECURITIES 13,607.00				P	06/26/2009	02/26/2010
							1,840.00	
12,275.00		530. INVESCO LTD PROPERTY TYPE: SECURITIES 9,105.00				P	06/26/2009	11/02/2010
							3,170.00	
TOTAL GAIN (LOSS) .....		.....					----- 146,265. =====	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN DIVIDENDS	20,398.	20,398.
NONDIVIDEND DISTRIBUTIONS	1,058.	
DOMESTIC DIVIDENDS	75,844.	75,844.
CORPORATE INTEREST	112,469.	112,469.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	49,900.	49,900.
U.S. GOVERNMENT INTEREST - FEDERAL & STA	56,713.	56,713.
NONQUALIFIED FOREIGN DIVIDENDS	693.	693.
NONQUALIFIED DOMESTIC DIVIDENDS	194,165.	194,165.
TOTAL	511,240.	510,182.

FORM 990PF, PART I - OTHER INCOME  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER INCOME	152.	152.
	-----	-----
TOTALS	152.	152.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL FEES - PRINCIPAL (ALLOCA	7,776.	1,944.		5,832.
LEGAL FEES - INCOME (ALLOCABLE	7,335.	1,834.		5,501.
	-----	-----	-----	-----
TOTALS	15,111.	3,778.	NONE	11,333.
	=====	=====	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
AUDIT & ACCOUNTING FEES (ALLOC	1,511.	1,511.		
TOTALS	1,511.	1,511.	NONE	NONE
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAX PAID	2,885.	2,885.
FED TAX PRIOR YR	494.	
FED TAX CURR YR	28,848.	
	-----	-----
TOTALS	32,227.	2,885.
	=====	=====



FORM 990PF, PART I - OTHER EXPENSES  
=====

REVENUE  
AND  
EXPENSES  
PER BOOKS  
-----

CHARITABLE  
PURPOSES  
-----

DESCRIPTION  
-----

CA ST FILING FEE

10.

10.

TOTALS

-----  
10.  
=====

-----  
10.  
=====

MACKENZIE FOUNDATION 45L003006

95-6588350

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS  
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
FEDERAL HOME LOAN BKS 5.50%	212,926.	225,230.
FEDERAL FARM CR BKS 4.25%	592,332.	655,443.
FEDERAL HOME LN MTG 6.00%	204,734.	205,259.
FEDERAL NATL MTG ASSN 6.25%	205,770.	200,848.
FEDERAL NATL MTG ASSN 6.125%	213,168.	213,479.
SMALL BUSINESS ADMIN GTD 4.90%	348,265.	372,821.
SMALL BUSINESS ADMIN GTD 4.76%	185,051.	199,457.
SMALL BUSINESS ADMIN GTD 5.24%	453,688.	475,281.
SMALL BUSINESS ADMIN GTD 5.37%	263,338.	271,084.
SMALL BUSINESS ADMIN GTD 4.63%	102,614.	105,305.
TOTALS	2,781,886.	2,924,207.

MACKENZIE FOUNDATION 45L003006

95-6588350

FORM 990PF, PART II - CORPORATE STOCK  
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV -----
INVESCO LTD	46,079.	48,120.
AFLAC INC COM	70,008.	107,217.
AT&T INC	63,528.	79,796.
ABBOTT LABS	60,241.	53,899.
ALTERA	33,340.	62,407.
AMERICAN TOWER CORP	25,672.	41,312.
APACHE CORP	59,810.	71,538.
APPLE INC	85,338.	193,536.
AVON PRODUCTS	42,203.	40,306.
BAKER HUGHES	74,806.	68,604.
BEST BUY	47,073.	38,988.
BIOGEN IDEC	23,190.	33,525.
CARNIVAL CORP	36,782.	47,355.
CELGENE CORP	41,780.	41,457.
CISCO SYS	40,513.	80,920.
COACH INC	50,483.	77,434.
COGNIZANT TECH	34,670.	95,277.
COMCAST CORP	70,256.	93,900.
DANAHER CORP	43,912.	56,604.
DIAMOND OFFSHORE DRILLING	49,795.	38,183.
DIRECT TV	66,718.	78,782.
DU PONT E DE NEMOURS	50,700.	99,760.
EMC CORP MASS	64,085.	76,188.
ECOLAB INC	36,037.	42,958.
EMERSON ELEC	5,050.	57,170.
EXELON CORP	78,004.	67,249.
EXPRESS SCRIPTS	47,840.	75,670.
EXXON MOBIL CORP	46,242.	105,147.
FEDEX CORP	27,625.	46,505.

MACKENZIE FOUNDATION 45L003006

95-6588350

FORM 990PF, PART II - CORPORATE STOCK  
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
FIFTH THIRD BANCORP	36,611.	41,779.
FLOWERVE CORP	53,582.	59,610.
FORWARD BUFFERED EQUITY	500,000.	553,482.
FORWARD FRONTIER MARKETSTRAT	100,000.	99,440.
ACCESSOR STRATEGIC ALT	780,000.	719,550.
FORWARD SMIDPLUS INSTL	800,000.	670,076.
GENERAL ELEC	39,786.	43,896.
GENERAL MILLS	47,307.	46,694.
GILEAD SCIENCES	44,126.	33,631.
GOLDMAN SACHS GROUP	58,984.	67,264.
GOOGLE INC	97,187.	136,613.
HEWLETT PACKARD	56,170.	82,727.
INTEL CORP	23,710.	66,392.
INTERCONTINENTALEXCHANGE	89,252.	88,767.
ISHARES TR MSCI EMERGING	250,513.	285,852.
JP MORGAN EMERGING	750,000.	811,928.
MFS INSTL EQUITY	990,445.	955,913.
MFS INTL NEW DISCOVERY FUND	680,000.	535,894.
MASTERCARD	33,444.	44,822.
MCKESSON	63,947.	70,380.
MEDTRONIC	35,693.	33,381.
MURPHY OIL	48,016.	68,884.
MYLAN LABS	29,135.	42,260.
NATIONAL OILWELL	63,230.	127,775.
NEXTERA ENERGY	39,893.	36,393.
OCCIDENTAL PETE	77,568.	117,720.
ORACLE CORP	56,700.	109,550.
PALL CORP	42,813.	53,893.
PEPSICO	48,745.	65,657.

MACKENZIE FOUNDATION 45L003006  
 FORM 990PF, PART II - CORPORATE STOCK  
 =====

95-6588350

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV -----
PHILLIP MORRIS INTL	53,246.	62,042.
PRECISION CASTPARTS	36,584.	69,605.
PROCTOR & GAMBLE	4,440.	86,202.
PRUDENTIAL	89,357.	88,065.
SUNTRUST BKS	46,208.	56,069.
TARGET	68,133.	84,182.
3M	39,522.	42,632.
UNITED TECHNOLOGIES	1,857.	62,976.
VANGUARD EXTENDED MARKET	300,000.	472,039.
WALMART STORES	105,004.	91,088.
WATERS	24,784.	25,489.
WELLPOINT	25,545.	28,430.
WELLS FARGO	55,921.	123,960.
	-----	-----
TOTALS	8,209,238.	9,382,809.
	=====	=====

MACKENZIE FOUNDATION 45L003006  
FORM 990PF, PART II - CORPORATE BONDS  
=====

95-6588350

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
AT&T INC NT 6.7%	135,236.	142,021.
ABBOTT LABS NT 5.875%	108,333.	115,440.
AMERICAN EXPRESS 7.0%	112,319.	116,477.
AMERITECH CAP FUNDING 6.45%	107,437.	112,544.
FEDERATED INSTL HIGH YIELD	348,701.	364,868.
HEWLETT PACKARD 4.75%	100,282.	109,568.
PHILLIP MORRIS INTL 4.875%	101,492.	108,255.
PHILLIPS PETE CO 6.65%	211,116.	240,174.
	-----	-----
TOTALS	1,224,916.	1,309,347.
	=====	=====

MACKENZIE FOUNDATION 45L003006

95-6588350

FORM 990PF, PART II - OTHER ASSETS  
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
MINERAL OIL & GAS INTEREST	1. -----	680. -----
TOTALS	1. =====	680. =====

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

DESCRIPTION	AMOUNT
-----	-----
INCOME TIMING DIFF	12,660.
	-----
TOTAL	12,660.
	=====



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

=====

CA

990PF, PART VII-B LINE 2b - SECTION 4942a2 EXPLANATION STATEMENT  
=====

This question does not apply. The foundation does not have any undistributed income from prior years.

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

## OFFICER NAME:

BANK OF THE WEST

## ADDRESS:

300 S GRAND AVE, 6TH FLOOR

LOS ANGELES, CA 90071

## TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 4

COMPENSATION ..... 68,543.

## OFFICER NAME:

PHILIP D. IRWIN

## ADDRESS:

400 S. HOPE ST. RM 1853

LOS ANGELES, CA, CA 90071

## TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION ..... 22,857.

## OFFICER NAME:

WILLIAM G. COREY

## ADDRESS:

71 HACIENDA DRIVE

ARCADIA, CA

## TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION ..... 22,857.

## OFFICER NAME:

VERDI S BOYER

## ADDRESS:

300 NORTH LAKE AVE, SUITE 930

PASADENA, CA 91101

## TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION ..... 22,857.

TOTAL COMPENSATION:

137,114.

=====

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES  
=====

EMPLOYEE NAME:  
NONE

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

=====

NAME:

NONE

MACKENZIE FOUNDATION 45L003006  
FORM 990PF, PART XV - LINES 2a - 2d  
=====

95-6588350

RECIPIENT NAME:

PHILIP D. IRWIN

ADDRESS:

400 HOPE STREET

LOS ANGELES, CA 90071

FORM, INFORMATION AND MATERIALS:

WRITTEN FORM

SUBMISSION DEADLINES:

NO DEADLINE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

GRANTS AVAILABLE TO QUALIFIED MEDICAL SCHOOLS

STATEMENT 19

=====

RECIPIENT NAME:

UNIVERSITY OF SOUTHERN  
CALIFORNIA

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIPS

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID ..... 75,000.

RECIPIENT NAME:

UNIV OF CALIF - SAN DIEGO

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIPS

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID ..... 75,000.

RECIPIENT NAME:

UNIVERSITY OF CALIF - LOS  
ANGELES

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIPS

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID ..... 75,000.

RECIPIENT NAME:

UNIVERSITY OF CALIF - IRVINE

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIPS

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID ..... 75,000.

RECIPIENT NAME:  
UNIVERSITY OF CALIF - DAVIS  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SCHOLARSHIPS  
FOUNDATION STATUS OF RECIPIENT:  
EXEMPT  
AMOUNT OF GRANT PAID ..... 75,000.

RECIPIENT NAME:  
UNIV OF CAL - SAN FRANCISCO  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SCHOLARSHIPS  
FOUNDATION STATUS OF RECIPIENT:  
EXEMPT  
AMOUNT OF GRANT PAID ..... 75,000.

RECIPIENT NAME:  
LOMA LINDA UNIVERSITY  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SCHOLARSHIPS  
FOUNDATION STATUS OF RECIPIENT:  
EXEMPT  
AMOUNT OF GRANT PAID ..... 75,000.

RECIPIENT NAME:  
POMONA COLLEGE  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SCHOLARSHIP  
FOUNDATION STATUS OF RECIPIENT:  
EXEMPT  
AMOUNT OF GRANT PAID ..... 28,000.



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

=====

## RECIPIENT NAME:

STANFORD UNIVERSITY

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

SCHOLARSHIPS

## FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID ..... 75,000.

## RECIPIENT NAME:

OCCIDENTAL COLLEGE

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

SCHOLARSHIPS

## FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID ..... 28,000.

TOTAL GRANTS PAID:

656,000.

=====

## Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT	PURPOSES				
375. ABBOTT LABORATORIES	11/17/2009	02/26/2010	20,348.00	20,080.00	268.00
300. AIR PRODS & CHEMS INC	06/26/2009	02/26/2010	20,567.00	19,518.00	1,049.00
500. BARD C R INC COM	11/17/2009	02/26/2010	41,812.00	40,885.00	927.00
1700. CVS CAREMARK CORP	11/17/2009	02/26/2010	57,380.00	51,623.00	5,757.00
2200. DISNEY WALT CO COM	11/17/2009	02/26/2010	68,261.00	67,869.00	392.00
600. EXPEDITORS INTL WASH	11/17/2009	02/26/2010	21,870.00	19,763.00	2,107.00
500. GAMESTOP CORP NEW CL	11/17/2009	02/26/2010	8,618.00	12,124.00	-3,506.00
1000. JACOBS ENGR GROUP	06/26/2009	02/26/2010	38,749.00	41,663.00	-2,914.00
1000. MICROCHIP TECHNOLOGY	06/26/2009	02/26/2010	26,872.00	22,500.00	4,372.00
1400. NOBLE ENERGY INC COM	06/26/2009	02/26/2010	101,307.00	81,627.00	19,680.00
28989.12 SMALL BUSINESS					
ADMIN GTD LN POOL CTFS 4.638% DTD 02/23/2010	02/30/2009	02/10/2010	28,989.00	29,641.00	-652.00
1600. STARBUCKS CORP COM	11/17/2009	02/26/2010	36,462.00	35,231.00	1,231.00
500. STRYKER CORP COM	11/17/2009	11/02/2010	24,960.00	24,703.00	257.00
300. SUNTRUST BKS INC COM	11/17/2009	02/26/2010	7,078.00	6,356.00	722.00
792. INVESCO LTD	06/26/2009	02/26/2010	15,447.00	13,607.00	1,840.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			518,720.00	487,190.00	31,530.00
.					
Totals			518,720.00	487,190.00	31,530.00

MACKENZIE FOUNDATION 45L003006  
Schedule D Detail of Long-term Capital Gains and Losses

95-6588350

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT	PURPOSES				
500. ALLEGHENY TECHNOLOGIE	06/26/2009	12/20/2010	28,635.00	17,340.00	11,295.00
400. APACHE CORP COM	06/23/2008	12/20/2010	46,551.00	57,450.00	-10,899.00
200. APPLE INC COM	06/26/2009	11/02/2010	61,719.00	28,446.00	33,273.00
900. BMC SOFTWARE INC COM	04/14/2008	02/26/2010	33,036.00	27,472.00	5,564.00
846. EXXON MOBIL CORP COM	04/04/1994	02/26/2010	55,032.00	3,149.00	51,883.00
200000. FEDERAL FARM CR					
BKS CONS SYSTEMWIDE BDS 6.70% DTD 11/03/10	11/03/10/2001	11/22/2010	200,000.00	210,556.00	-10,556.00
1516.686 FEDERATED					
INSTITUTIONAL HIGH YIELD BOND FUND	#100017/2009	12/21/2010	15,000.00	14,393.00	607.00
10101.008 FEDERATED					
INSTITUTIONAL HIGH YIELD BOND FUND	#100017/2009	12/27/2010	100,000.00	95,859.00	4,141.00
600. GENERAL ELEC CO COM	03/05/1997	02/26/2010	9,588.00	10,258.00	-670.00
102106.94 GOVERNMENT NATL					
MTG ASSN GTD REMIC PASSTHRU SECS 20004304/2008	04/04/2008	02/20/2010	102,107.00	101,692.00	415.00
233754.21 GOVERNMENT NATL					
MTG ASSN GTD REMIC PASSTHRU SECS 20004304/2008	04/04/2008	03/20/2010	233,754.00	232,805.00	949.00
145496.34 GOVERNMENT NATL					
MTG ASSN GTD REMIC PASSTHRU SECS 20004304/2008	04/04/2008	04/20/2010	145,496.00	144,905.00	591.00
113813.66 GOVERNMENT NATL					
MTG ASSN GTD REMIC PASSTHRU SECS 20004304/2008	04/04/2008	05/20/2010	113,814.00	113,351.00	463.00
4828.85 GOVERNMENT NATL					
MTG ASSN GTD REMIC PASSTHRU SECS 20004304/2008	04/04/2008	06/20/2010	4,829.00	4,809.00	20.00
1000. ITT CORP NEW COM	11/17/2009	12/20/2010	52,219.00	53,868.00	-1,649.00
11242.271 MFS INSTITUTIONA					
L EQUITY FD #403	12/18/2007	12/21/2010	200,000.00	209,555.00	-9,555.00
1169. NYSE EURONEXT COM	10/08/2008	02/26/2010	30,850.00	58,978.00	-28,128.00
1000. NIKE INC CL B	12/11/2007	02/26/2010	67,256.00	65,838.00	1,418.00
495. PEPSICO INC COM	04/04/1994	11/02/2010	32,496.00	8,325.00	24,171.00
660. PROCTER & GAMBLE CO	08/17/1983	02/26/2010	41,788.00	2,187.00	39,601.00
16195.28 SMALL BUSINESS					
ADMIN GTD DEV PARTN CTF DEB SER 200312019/2007	12/01/2007	01/01/2010	16,195.00	16,094.00	101.00
20271.45 SMALL BUSINESS					
Totals	ADMIN GTD DEV PARTN CTF DEB SER 2003 20				

JSA  
0F0970 2 000

## MACKENZIE FOUNDATION 45L003006

## Schedule D Detail of Long-term Capital Gains and Losses

[illegible]

FEDERAL CAPITAL GAIN DIVIDENDS  
=====LONG-TERM CAPITAL GAIN DIVIDENDS  
-----

## 15% RATE CAPITAL GAIN DIVIDENDS

LONG-TERM 15% CAPITAL GAIN DIVIDENDS

1,770.00  
-----

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

1,770.00  
-----

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

1,770.00  
=====