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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn 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 MAY 1, 2010, and ending APR 30, 2011

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 95-6225425		
THAGARD FOUNDATION				
Number and street (or P O box number if mail is not delivered to street address) 215 E. COMMONWEALTH AVENUE		Room/suite A		
City or town, state, and ZIP code FULLERTON, CA 92832-1957				
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		C If exemption application is pending, check here ► <input type="checkbox"/> D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 3678994 (Part I, column (d) must be on cash basis)		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>		
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
Revenue	1 Contributions, gifts, grants, etc., received			N/A
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B			
	3 Interest on savings and temporary cash investments	110.	110.	STATEMENT 1
	4 Dividends and interest from securities	215463.	215463.	STATEMENT 2
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	310516.		
	b Gross sales price for all assets on line 6a	1981893.		
	7 Capital gain net income (from Part IV, line 2)		310516.	
	8 Net short-term capital gain			
	9 Income modifications			
	10a Gross sales less returns and allowances			
b Less cost of goods sold	15.			
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	526089.	526089.		
13 Compensation of officers, directors, trustees, etc	75000.		55000.	
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees				
c Other professional fees				
17 Interest				
18 Taxes	STMT 3	2241.	0.	0.
19 Depreciation and depletion				
20 Occupancy		3000.	1500.	1500.
21 Travel, conferences, and meetings		2713.	1356.	1357.
22 Printing and publications				
23 Other expenses	STMT 4	747.	727.	20.
24 Total operating and administrative expenses. Add lines 13 through 23		83701.	23583.	57877.
25 Contributions, gifts, grants paid		195000.		195000.
26 Total expenses and disbursements. Add lines 24 and 25		278701.	23583.	252877.
27 Subtract line 26 from line 12		247388.		
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		502506.		
c Adjusted net income (if negative, enter -0-)			N/A	

023501
12-07-10 LHA For Paperwork Reduction Act Notice, see 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	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing		-4782.	22156.	22156.
	2 Savings and temporary cash investments		3540.	66724.	66724.
	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		1560.	2240.	2240.
	10a Investments - US and state government obligations	STMT 5	1056646.	597268.	870514.
	b Investments - corporate stock				
	c Investments - corporate bonds	STMT 6	1957009.	2572973.	2717360.
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other				
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ► _____)				
	16 Total assets (to be completed by all filers)		3013973.	3261361.	3678994.
	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.	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		2342562.	2342562.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		671411.	918799.	
	30 Total net assets or fund balances		3013973.	3261361.	
	31 Total liabilities and net assets/fund balances		3013973.	3261361.	

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	3013973.
2 Enter amount from Part I, line 27a	2	247388.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	3261361.
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	3261361.

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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.)
1a US TREASURY BOND DTD 8/15/87			P	09/11/87	06/16/10
b US TREASURY BOND DTD 8/15/93			P	04/14/94	06/29/10
c FIRST AMER. INCOME FD AT BROKER			P	01/12/93	11/09/10
d CORPORATE BONDS AT BROKER			P	09/23/09	11/09/10
e CORPORATE BONDS AT BROKER			P	12/15/09	11/09/10
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale		(h) Gain or (loss) (e) plus (f) minus (g)	
a 417014.		282563.			134451.
b 255265.		176815.			78450.
c 175988.		198149.			-22161.
d 695238.		613850.			81388.
e 438388.		400000.			38388.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					134451.
b					78450.
c					-22161.
d					81388.
e					38388.
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		310516.
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	189019.	3577741.	.052832
2008	189100.	3429827.	.055134
2007	190073.	3503958.	.054245
2006	181166.	3461457.	.052338
2005	181305.	3520385.	.051501

2 Total of line 1, column (d)

2 .266050

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 .053210

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

4 3750510.

5 Multiply line 4 by line 3

5 199565.

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

6 5025.

7 Add lines 5 and 6

7 204590.

8 Enter qualifying distributions from Part XII, line 4

8 252877.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1	(attach copy of letter if necessary-see instructions)	1	5025.		
Date of ruling or determination letter _____					
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-)					
3 Add lines 1 and 2					
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)					
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-					
6 Credits/Payments					
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	2240.			
b Exempt foreign organizations - tax withheld at source	6b				
c Tax paid with application for extension of time to file (Form 8868)	6c				
d Backup withholding erroneously withheld	6d				
7 Total credits and payments Add lines 6a through 6d	7	2240.			
8 Enter any penalty for underpayment of estimated tax Check here <input 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	2785.			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10				
11 Enter the amount of line 10 to be Credited to 2011 estimated tax ►	11	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?	1a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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.</i>	1b	X
c Did the foundation file Form 1120-POL for this year?	1c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ <u>0.</u> (2) On foundation managers ► \$ <u>0.</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ <u>0.</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year?	4a	X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	4b	
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?	5	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV.</i>	6	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>CA</u>	7	X
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? <i>If "No," attach explanation</i>	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	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 instructions) 11 X

12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? 12 X

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► **N/A** 13 X

14 The books are in care of ► **RICHARD L. O'CONNOR** Telephone no ► **714-738-7349**
Located at ► **215 E. COMMONWEALTH AVE, SUITE A, FULLERTON, CA** ZIP+4 ► **92832-1957** ►

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

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

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (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 type="checkbox"/> Yes <input checked="" 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)? Organizations relying on a current notice regarding disaster assistance check here	N/A ► <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?	1b ► <input type="checkbox"/>	
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))	1c X	
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 ► _____	2a ► <input type="checkbox"/>	
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 ► _____	2c N/A	
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 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))?

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

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

(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)?

(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 Yes No Yes No Yes No 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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

 Yes No

N/A

7b

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

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

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
SEE STATEMENT 7		75000.	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

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

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

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



0

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

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

Expenses

1	N/A	
2		
3		
4		

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

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

Amount

1		
2		
3	N/A	
		0.
Total. Add lines 1 through 3		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	1a	3222762.
a Average monthly fair market value of securities	1b	584862.
b Average of monthly cash balances	1c	
c Fair market value of all other assets	1d	3807624.
d Total (add lines 1a, b, and c)		
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	3807624.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	57114.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3750510.
6 Minimum investment return. Enter 5% of line 5	6	187526.

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	187526.
2a Tax on investment income for 2010 from Part VI, line 5	2a	5025.
b Income tax for 2010 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	5025.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	182501.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	182501.
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	182501.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	1a	252877.
a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b	0.
b Program-related investments - total from Part IX-B	2	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	3a	
3 Amounts set aside for specific charitable projects that satisfy the	3b	
a Suitability test (prior IRS approval required)	4	252877.
b Cash distribution test (attach the required schedule)	5	5025.
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	247852.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b		
6 Adjusted qualifying distributions. Subtract line 5 from line 4		

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				182501.
2 Undistributed income, if any, as of the end of 2010			0.	
a Enter amount for 2009 only				
b Total for prior years		0.		
2008 . 2007 . 2006				
3 Excess distributions carryover, if any, to 2010				
a From 2005	8732.			
b From 2006	11711.			
c From 2007	18611.			
d From 2008	20673.			
e From 2009	14594.			
f Total of lines 3a through e	74321.			
4 Qualifying distributions for 2010 from Part XII, line 4 ► \$ 252877.			0.	
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2010 distributable amount				182501.
e Remaining amount distributed out of corpus	70376.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	144697.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5			0.	
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
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	8732.			
9 Excess distributions carryover to 2011 Subtract lines 7 and 8 from line 6a	135965.			
10 Analysis of line 9				
a Excess from 2006	11711.			
b Excess from 2007	18611.			
c Excess from 2008	20673.			
d Excess from 2009	14594.			
e Excess from 2010	70376.			

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE STATEMENT 9				
Total			► 3a	195000.
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	0.

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Form 990-PF (2010)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	110.	
4 Dividends and interest from securities			14	215463.	
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	310516.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		526089.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	526089.
(See worksheet in line 13 instructions to verify calculations)					

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)
3,4,	INTEREST INCOME IS DERIVED FROM INTEREST BEARING SECURITIES WHICH PROVIDE THE INCOME NECESSARY TO ACCOMPLISH THE FOUNDATION'S EXEMPT PURPOSE.

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

SOURCE	AMOUNT
BANK OF AMERICA	6.
DEPOSIT SWEEP OPTION AND MONEY MARKET FUNDS AT BROKERAGE	104.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	110.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CORPORATE BONDS AT BROKERAGE	146844.	0.	146844.
FIRST AMER. INVEST. FUNDS INC.			
LIMITED TERM INCOME FUND AT BROKER	2485.	0.	2485.
U.S. TREASURY BILLS	66134.	0.	66134.
TOTAL TO FM 990-PF, PART I, LN 4	215463.	0.	215463.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE OF CALIFORNIA	10.	0.		0.
INTERNAL REVENUE SERVICE	2231.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2241.	0.		0.

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FORM 990-PF

OTHER EXPENSES

STATEMENT

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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK AND OTHER SERVICE CHARGES	632.	632.		0.
SECRETARY OF STATE, DOMESTIC NON-PROFIT CORP. FILING FEE	20.	20.		0.
ATTORNEY GENERAL OF CALIFORNIA, FORM RRF-1 FEE	75.	75.		0.
OFFICE SUPPLIES	20.	0.		20.
TO FORM 990-PF, PG 1, LN 23	747.	727.		20.

FORM 990-PF

U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

STATEMENT

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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURY BILLS	X		597268.	870514.
TOTAL U.S. GOVERNMENT OBLIGATIONS			597268.	870514.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			597268.	870514.

FORM 990-PF

CORPORATE BONDS

STATEMENT

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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS AT BROKER	2572973.	2717360.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2572973.	2717360.

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FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT

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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
RAY G. THAGARD 14 KINGSPORT DR NEWPORT COAST, CA 926571502	TRUSTEE 0.50	5000.	0.	0.
BELLE L. ELLIS 19 LAKES DR MIDLAND, TX 797051929	TRUSTEE 0.50	5000.	0.	0.
RICHARD L. O'CONNOR 58 LINDA ISLE NEWPORT BEACH, CA 926607207	TRUSTEE 4.00	29000.	0.	0.
WILLIAM N. RATKOVIC 24192 VIA MADRUGADA MISSION VIEJO, CA 926921907	TRUSTEE 2.50	11000.	0.	0.
JOHN C. BAGWELL 507 ELECTRIC AVE SEAL BEACH, CA 907406177	TRUSTEE 0.50	5000.	0.	0.
RAYMOND G. THAGARD, JR 19062 SAN RAMON CIRCLE VILLA PARK, CA 928612314	TRUSTEE 0.50	5000.	0.	0.
GEORGE F. THAGARD III 23751 VIA ROBLE COTO DE CAZA, CA 926794010	TRUSTEE 0.50	5000.	0.	0.
EDWARD OLIVAREZ 16962 CORAL CAY LANE HUNTINGTON BEACH, CA 926492911	TRUSTEE 0.50	5000.	0.	0.
KIRK A. VANMATRE 1585 NORTH WHITE ALDER CIRCLE ORANGE, CA 92869	TRUSTEE 0.50	5000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		75000.	0.	0.

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FORM 990-PF

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

STATEMENT

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NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

RICHARD L. O'CONNOR
215 E. COMMONWEALTH AVE, SUITE A
FULLERTON, CA 928321957

TELEPHONE NUMBER

714-738-7349

FORM AND CONTENT OF APPLICATIONS

NO SPECIAL FORM, BUT INFORMATION SUBMITTED SHOULD BE SUFFICIENT TO DETERMINE PURPOSE OF REQUEST.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 9

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
APHASIA CENTER OF WEST TEXAS 5214 THOMASON DRIVE MIDLAND, TX 79703	NONE PROVIDE CHARITABLE BENEFITS	501(C)(3) EXEMPT	5000.
ARMED FORCES Y.M.C.A. PO BOX 555028 CAMP PENDLETON, CA 92055	NONE PROVIDE CHARITABLE BENEFITS	501(C)(3) EXEMPT	1000.
CENTER FOR NEUROLOGICAL STUDY 9850 GENESEE AVE, STE 320 LA JOLLA, CA 92037	NONE PROVIDE CHARITABLE BENEFITS	501(C)(3) EXEMPT	20000.
CENTRAL ASIA INSTITUTE PO BOX 7209 BOZEMAN, MT 59771	NONE PROVIDE CHARITABLE BENEFITS	501(C)(3) EXEMPT	1000.
CHILDRENS HOSPITAL OF ORANGE COUNTY 455 S. MAIN STREET ORANGE, CA 928683835	NONE PROVIDE CHARITABLE BENEFITS	501(C)(3) EXEMPT	5000.
CONCORDIA UNIVERSITY 1530 CONCORDIA IRVINE, CA 92612	NONE PROVIDE CHARITABLE BENEFITS	501(C)(3) EXEMPT	1500.
CULVER FOUNDATION 1300 ACADEMY RD CULVER, IN 465111291	NONE PROVIDE CHARITABLE BENEFITS	501(C)(3) EXEMPT	10000.
GUIDE DOGS OF THE DESERT PO BOX 1692 PALM SPRINGS, CA 92263	NONE PROVIDE CHARITABLE BENEFITS	501(C)(3) EXEMPT	2000.

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HIGH SKY CHILDRENS RANCH 8701 W. COUNTY RD 60 MIDLAND, TX 79707	NONE PROVIDE CHARITABLE BENEFITS	501(C)(3) EXEMPT	5000.
HOSPICE OF MIDLAND, TEXAS PO BOX 2621 MIDLAND, TX 79702	NONE PROVIDE CHARITABLE BENEFITS	501(C)(3) EXEMPT	5000.
LUTHERAN HIGH SCHOOL OF ORANGE COUNTY 2222 NORTH SANTIAGO BLVD. ORANGE, CA 92867	NONE PROVIDE CHARITABLE BENEFITS	501(C)(3) EXEMPT	1500.
MAKE A WISH FOUNDATION 14232 RED HILL AVENUE TUSTIN, CA 927805836	NONE PROVIDE CHARITABLE BENEFITS	501(C)(3)E	2500.
MAYO CLINIC 200 FIRST STREET SW ROCHESTER, MN 55905	NONE PROVIDE CHARITABLE BENEFITS	501(C)(3) EXEMPT	20000.
MENLO COLLEGE 1000 EL CAMINO REAL AATHERTON, CA 940274301	NONE PROVIDE CHARITABLE BENEFITS	501(C)(3) EXEMPT	10000.
MIDLAND MEMORIAL HOSPITAL FUND 2200 WEST ILLINOIS STREET MIDLAND, TX 79702	NONE PROVIDE CHARITABLE BENEFITS	501(C)(3) EXEMPT	5000.
MIDLAND, TEXAS EXES SCHOLARSHIP FUND 5707 CAMDEN MIDLAND, TX 79707	NONE PROVIDE CHARITABLE BENEFITS	501(C)(3) EXEMPT	5000.
OAKRIDGE PRIVATE SCHOOL 19111 VILLA PARK ROAD ORANGE, CA 92869	NONE PROVIDE CHARITABLE BENEFITS	501(C)(3) EXEMPT	2000.
PACIFIC SYMPHONY YOUTH ENSEMBLE 3631 SOUTH HARBOR BLVD. STE 100 SANTA ANA, CA 92704	NONE PROVIDE CHARITABLE BENEFITS	501(C)(3) EXEMPT	10000.

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PERMIAN BASIN AREA FOUNDATION 200 N. LORRAINE, STE. 500 MIDLAND, TX 79701	NONE PROVIDE CHARITABLE BENEFITS	501(C)(3) EXEMPT	20000.
PETROLEUM MUSEUM OF MIDLAND TEXAS 1500 INTERSTATE 20 WEST MIDLAND, TX 79701	PROVIDE CHARITABLE BENEFITS	501(C)(3) EXEMPT	2500.
ROCK THE DESERT MINISTRIES, INC 10 DESTA DRIVE, STE. LL170 MIDLAND, TX 79705	NONE PROVIDE CHARITABLE BENEFITS	501(C)(3) EXEMPT	2500.
SAFE PLACE OF THE PERMIAN BASIN PO BOX 11331 MIDLAND, TX 79702	NONE PROVIDE CHARITABLE BENEFITS	501(C)(3) EXEMPT	5000.
SCOTTISH RITE ASPHASIA FUND 855 ELM AVE LONG BEACH, CA 908134414	NONE PROVIDE CHARITABLE BENEFITS	501(C)(3) EXEMPT	10000.
SHRINERS HOSPITAL FOR CHILDREN PO BOX 31356 TAMPA, FL 336313356	NONE PROVIDE CHARITABLE BENEFITS	501(C)(3) EXEMPT	5000.
ST. JOSEPH HOSPITAL FOUNDATION 1100 W. STEWART DR ORANGE, CA 92868	NONE PROVIDE CHARITABLE BENEFITS	501(C)(3) EXEMPT	5000.
ST. MARGARET'S EPISCOPAL SCHOOL 31641 LA NOVIA SAN JUAN CAPISTRANO, CA 92675	NONE PROVIDE CHARITABLE BENEFITS	501(C)(3) EXEMPT	2250.
THINK TOGETHER 2001 E. FOURTH ST. STE. 200 SANTA ANA, CA 92705	NONE PROVIDE CHARITABLE BENEFITS	501(C)(3) EXEMPT	1000.
UNIVERSITY OF SAN DIEGO 5998 ALCALA PARK SAN DIEGO, CA 921102492	NONE PROVIDE CHARITABLE BENEFITS	501(C)(3) EXEMPT	1500.

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UNIVERSITY OF SOUTHERN CALIFORNIA UNIVERSITY PARK LOS ANGELES, CA 90089	NONE PROVIDE CHARITABLE BENEFITS	501(C)(3) EXEMPT	18750.
WOODBURY UNIVERSITY 7500 GLENOAKS BLVD. BURBANK, CA 91510	NONE PROVIDE CHARITABLE BENEFITS	501(C)(3) EXEMPT	5000.
YMCA OF MIDLAND PO BOX 954 MIDLAND, TX 79702	NONE PROVIDE CHARITABLE BENEFITS	501(C)(3) EXEMPT	5000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			195000.