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

2010

Department of the Treasury
Internal Revenue Service

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

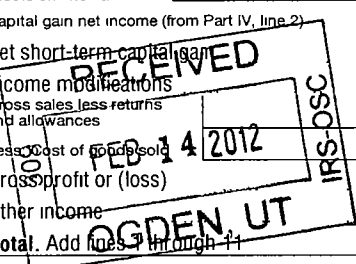
For calendar year 2010, or tax year beginning **JUL 1, 2010**, and ending **JUN 30, 2011**

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 TARBLE FOUNDATION FKA LOUISE A. TARBLE FOUNDATION		A Employer identification number 20-3510478
Number and street (or P O box number if mail is not delivered to street address) 11075 SANTA MONICA BLVD., #150		B Telephone number (310) 473-7575
City or town, state, and ZIP code LOS ANGELES, CA 90025		C If exemption application is pending, check here <input type="checkbox"/>
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		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) \$ 68,431,051. (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	846.	846.		STATEMENT 2
4 Dividends and interest from securities	1,866,756.	1,827,262.		STATEMENT 3
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	449,506.			STATEMENT 1
b Gross sales price for all assets on line 6a	17,081,614.			
7 Capital gain net income (from Part IV, line 2)		454,599.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less cost of goods sold				
c Gross profit or (loss)				
11 Other income	381.	381.		STATEMENT 4
12 Total. Add lines 1 through 11	2,317,489.	2,283,088.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 5	45,250.	20,125.		25,125.
c Other professional fees STMT 6	149,984.	149,984.		0.
17 Interest				
18 Taxes STMT 7	24,657.	12,657.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 8	172.	6.		166.
24 Total operating and administrative expenses. Add lines 13 through 23	220,063.	182,772.		25,291.
25 Contributions, gifts, grants paid	12,000,000.			12,000,000.
26 Total expenses and disbursements. Add lines 24 and 25	12,220,063.	182,772.		12,025,291.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-9,902,574.			
b Net investment income (if negative, enter -0-)		2,100,316.		
c Adjusted net income (if negative, enter -0-)			N/A	

SCANNED FEB 16 2012 Revenue



Operating and Administrative Expenses

6/4 20

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		842.	8,006.	8,006.
	2	Savings and temporary cash investments		5,635,506.	1,471,602.	1,471,815.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 9		7,210,138.	1,253,658.	1,243,661.
	b	Investments - corporate stock STMT 10		43,938,246.	44,648,897.	63,800,740.
	c	Investments - corporate bonds STMT 11		2,379,705.	1,879,700.	1,906,829.
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)		59,164,437.	49,261,863.	68,431,051.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
	23 Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		0.	0.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds		59,164,437.	49,261,863.		
	30 Total net assets or fund balances		59,164,437.	49,261,863.		
	31 Total liabilities and net assets/fund balances		59,164,437.	49,261,863.		

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	59,164,437.
2	Enter amount from Part I, line 27a	2	-9,902,574.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	49,261,863.
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	49,261,863.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENTS			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 17,081,614.		16,627,015.	454,599.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			454,599.

2 Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$	2	454,599.
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	5,519,329.	57,707,649.	.095643
2008	38,014.	58,088,475.	.000654
2007	8,007,135.	78,025,402.	.102622
2006	8,670,301.	76,936,066.	.112695
2005	194,118.	62,716,564.	.003095

2 Total of line 1, column (d)	2	.314709
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	.062942
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	64,713,797.
5 Multiply line 4 by line 3	5	4,073,216.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	21,003.
7 Add lines 5 and 6	7	4,094,219.
8 Enter qualifying distributions from Part XII, line 4	8	12,025,291.

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.

TARBLE FOUNDATION

Form 990-PF (2010)

FKA LOUISE A. TARBLE FOUNDATION

20-3510478

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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. Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	21,003.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	21,003.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	21,003.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	32,145.
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	32,145.
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	11,142.
11	Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
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		
1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.	
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.	
2		X
If "Yes," attach a detailed description of the activities		
3		X
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		
4a		X
4b	N/A	
5		X
If "Yes," attach the statement required by General Instruction T.		
6	X	
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?		
7	X	
If "Yes," complete Part II, col (c), and Part XV.		
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA	
8b	X	
If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation		
9		X
Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		
10		X
Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		

Form 990-PF (2010)

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 ▶ <u>N/A</u>	13	X	
14	The books are in care of ▶ <u>SHUWARGER & COMPANY LLP</u> Telephone no. ▶ <u>(310) 473-7575</u> Located at ▶ <u>11075 SANTA MONICA BLVD., #150, LOS ANGELES, CA</u> ZIP+4 ▶ <u>90025</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u> <u>N/A</u>			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <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 <u>N/A</u> ▶ <input type="checkbox"/>	1b	
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 instructions.) <u>N/A</u>	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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) <u>N/A</u>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

Part 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		
		0

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 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	63,430,788.
b	Average of monthly cash balances	1b	2,268,498.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	65,699,286.
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	65,699,286.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	985,489.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	64,713,797.
6	Minimum investment return Enter 5% of line 5	6	3,235,690.

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	3,235,690.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	21,003.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	21,003.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,214,687.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,214,687.
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	3,214,687.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	12,025,291.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	12,025,291.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	21,003.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	12,004,288.

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				3,214,687.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006	488,982.			
c From 2007	4,171,979.			
d From 2008				
e From 2009	2,666,145.			
f Total of lines 3a through e	7,327,106.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 12,025,291.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				3,214,687.
e Remaining amount distributed out of corpus	8,810,604.			
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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	16,137,710.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	16,137,710.			
10 Analysis of line 9:				
a Excess from 2006	488,982.			
b Excess from 2007	4,171,979.			
c Excess from 2008				
d Excess from 2009	2,666,145.			
e Excess from 2010	8,810,604.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) **N/A**

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

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

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

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

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

NONE

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

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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> ST. JOHN'S HEALTH CENTER FOUNDATION 2121 SANTA MONICA BLVD. SANTA MONICA, CA 90404	N/A	PUBLIC	GENERAL PURPOSE	5000000.
CARTHAGE COLLEGE 2001 ALFORD PARK DRIVE KENOSHA, WI 53140	N/A	PUBLIC	GENERAL PURPOSE	7000000.
Total			▶ 3a	12,000,000.
<i>b Approved for future payment</i>				
NONE				
Total			▶ 3b	0.

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		(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
		P - Purchase	D - Donation		
1a	PUBLICLY TRADED SECURITIES-CREDIT SUISSE #2A6-020	P			
b	PUBLICLY TRADED SECURITIES-CREDIT SUISSE #2A6-020	P			
c	PUBLICLY TRADED SECURITIES-CREDIT SUISSE #2A6-014	P			
d	PUBLICLY TRADED SECURITIES-CREDIT SUISSE #2A6-014	P			
e	PUBLICLY TRADED SECURITIES-CREDIT SUISSE #2A6-014	P			
f	PUBLICLY TRADED SECURITIES-CREDIT SUISSE #2A6-014	P			
g	PUBLICLY TRADED SECURITIES-WILMINGTON TRUST #0746	P			
h	PUBLICLY TRADED SECURITIES-WILMINGTON TRUST #0746	P			
i	PUBLICLY TRADED SECURITIES-MERRILL LYNCH #W70-146	P			
j	PUBLICLY TRADED SECURITIES-MERRILL LYNCH #W70-146	P			
k	PUBLICLY TRADED SECURITIES-MERRILL LYNCH #7HR-022	P			
l	PUBLICLY TRADED SECURITIES-MERRILL LYNCH #7HR-022	P			
m					
n					
o					

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,213,050.		1,014,403.	198,647.
b	1,200,809.		1,149,740.	51,069.
c	221,634.		170,489.	51,145.
d	819,436.		843,158.	-23,722.
e	60,041.		75,775.	-15,734.
f	712,483.		878,090.	-165,607.
g	2,051,066.		1,983,766.	67,300.
h	1,751,680.		1,810,478.	-58,798.
i	2,558,304.		2,511,049.	47,255.
j	1,486,638.		1,452,063.	34,575.
k	773,000.		801,159.	-28,159.
l	4,233,473.		3,936,845.	296,628.
m				
n				
o				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			198,647.
b			51,069.
c			51,145.
d			-23,722.
e			-15,734.
f			-165,607.
g			67,300.
h			-58,798.
i			47,255.
j			34,575.
k			-28,159.
l			296,628.
m			
n			
o			

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	454,599.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PUBLICLY TRADED SECURITIES-CREDIT SUISSE #2A6-020974					
	1,213,050.	1,014,403.	0.	0.	198,647.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PUBLICLY TRADED SECURITIES-CREDIT SUISSE #2A6-020974					
	1,200,809.	1,149,740.	0.	0.	51,069.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PUBLICLY TRADED SECURITIES-CREDIT SUISSE #2A6-014639					
	221,634.	170,489.	0.	0.	51,145.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES-CREDIT SUISSE #2A6-014639			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
819,436.	843,158.	0.	0.	-23,722.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES-CREDIT SUISSE #2A6-014647			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
60,041.	75,775.	0.	0.	-15,734.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES-CREDIT SUISSE #2A6-014647			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
712,483.	878,090.	0.	0.	-165,607.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES-WILMINGTON TRUST #074627-000			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
2,051,066.	1,983,766.	0.	0.	67,300.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES-WILMINGTON TRUST #074627-000	1,751,680.	1,810,478.	0.	0.	-58,798.	PURCHASED		

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES-MERRILL LYNCH #W70-146048	2,558,304.	2,511,180.	0.	0.	47,124.	PURCHASED		

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES-MERRILL LYNCH #W70-146048	1,486,638.	1,452,944.	0.	0.	33,694.	PURCHASED		

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES-MERRILL LYNCH #7HR-02203	773,000.	801,163.	0.	0.	-28,163.	PURCHASED		

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES-MERRILL LYNCH #7HR-02203	PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
4,233,473.	3,940,922.	0.	0.
			292,551.
CAPITAL GAINS DIVIDENDS FROM PART IV			0.
TOTAL TO FORM 990-PF, PART I, LINE 6A			449,506.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
BANK OF AMERICA	93.
WILMINGTON TRUST	753.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	846.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS-CREDIT SUISSE	23,495.	0.	23,495.
DIVIDENDS-CREDIT SUISSE	108,360.	0.	108,360.
DIVIDENDS-CREDIT SUISSE	28,720.	0.	28,720.
DIVIDENDS-CREDIT SUISSE	1,483.	0.	1,483.
DIVIDENDS-MERRILL LYNCH	1,086,300.	0.	1,086,300.
DIVIDENDS-PFIZER	3,269.	0.	3,269.
DIVIDENDS-SNAP ON TOOLS INCORPORATED	1,260.	0.	1,260.
DIVIDENDS-WILMINGTON TRUST	172,529.	0.	172,529.
INTEREST-CORPORATE BONDS-MERRILL LYNCH	96,608.	0.	96,608.
INTEREST-FHLB-MERRILL LYNCH	28,735.	0.	28,735.
INTEREST-FHLMC	11,292.	0.	11,292.
INTEREST-TAXABLE CA MUNI-MERRILL LYNCH	255,780.	0.	255,780.
INTEREST-U.S. GOV'T OBLIG.-MERRILL LYNCH	48,925.	0.	48,925.
	1,866,756.	0.	1,866,756.

TOTAL TO FM 990-PF, PART I, LN 4

FORM 990-PF	OTHER INCOME			STATEMENT	4
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME		
CLASS ACTION SETTLEMENT	381.	381.			
TOTAL TO FORM 990-PF, PART I, LINE 11	381.	381.			

FORM 990-PF	ACCOUNTING FEES				STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
ACCOUNTING FEES	40,250.	20,125.		20,125.		
AUDIT FEES	5,000.	0.		5,000.		
TO FORM 990-PF, PG 1, LN 16B	45,250.	20,125.		25,125.		

FORM 990-PF	OTHER PROFESSIONAL FEES				STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
INVESTMENT MANAGEMENT	149,984.	149,984.		0.		
TO FORM 990-PF, PG 1, LN 16C	149,984.	149,984.		0.		

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAX WITHHELD	12,657.	12,657.		0.	
EXCISE	12,000.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	24,657.	12,657.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MISCELLANEOUS	12.	6.		6.	
FILING FEES-FRANCHISE TAX BOARD	10.	0.		10.	
FILING FEES-REGISTRY OF CHARITABLE TRUSTS	150.	0.		150.	
TO FORM 990-PF, PG 1, LN 23	172.	6.		166.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	9
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
ACCRUED INTEREST PURCHASED	X		877.	877.	
300,000 U.S. TREASURY NOTE 2.75% 2/15/19	X		297,165.	302,883.	
500,000 FEDERAL HOME LOAN BANK 3.25% 5/26/20	X		509,150.	491,695.	
100,000 FEDERAL HOME LOAN BANK 4% 4/27/23	X		100,386.	100,266.	
350,000 FEDERAL FARM CREDIT BANK 3.47% 6/3/24	X		346,080.	332,395.	
ACCRUED INTEREST	X		0.	15,545.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,253,658.	1,243,661.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,253,658.	1,243,661.	

FORM 990-PF

CORPORATE STOCK

STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
1,081 SHS WACOAL HOLDINGS CORPORATION	69,764.	67,151.
751,000 SHS SNAP ON INC	28,267,640.	46,922,479.
671 SHS EXXON MOBIL CORPORATION	41,621.	54,605.
681 SHS BRISTOL-MYERS SQUIBB CO	17,134.	19,721.
884 SHS JOHNSON & JOHNSON	53,721.	58,804.
1,539 SHS PFIZER	37,013.	31,703.
462 SHS KIMBERLY CLARK CORP	27,257.	30,751.
4,301 SHS PFIZER	91,697.	88,601.
3,905 SHS CENTRAIS ELECTRICAS BRASILEIRAS SA SPON	39,384.	66,932.
675 SHS HACHIJUNI BANK LTD ADR	41,692.	37,695.
2,855 SHS SANOFI AVENTIS SPONS ADR	103,274.	114,685.
900 SHS EQUIFAX	35,498.	31,248.
312 SHS ILLINOIS TOOL WORKS	17,562.	17,625.
1,034 SHS WELLS FARGO & CO	34,629.	29,014.
16,000 SHS BANK AMER CORP PERP SERIES	400,005.	402,880.
28,000 SHS BARCLAYS BANK PLC AMERICAN DEP SHRS SRS 5 8.125%	700,005.	737,520.
28,000 SHS FNMA PRFD SERIES T	700,005.	61,600.
8,000 SHS ING GROUP NV 7.375% PFD	200,005.	197,600.
3,890 SHS KAO CORP SPONSORED ADR REPSTG	78,855.	101,634.
3,426 SHS WOLTERS KLUWER N V SPON ADR	59,444.	75,900.
586 SHS CARDINAL HEALTH INC	22,933.	26,616.
201 SHS TECHNE CORP	11,014.	16,757.
448 SHS TARGET CORP	21,260.	21,016.
335 SHS SPX CORP	19,750.	27,691.
272 SHS UNITED TECHNOLOGIES CORP	16,737.	24,075.
247 SHS GLOBAL PAYMENTS INC	11,052.	12,597.
874 SHS PITNEY-BOWES	19,614.	20,093.
371 SHS AMERICAN EXPRESS CO	14,184.	19,181.
1,308 SHS INTERACTIVE BROKERS GROUP INC-CL A	21,480.	20,470.
498 SHS MOODY'S CORPORATION	10,118.	19,098.
626 SHS US BANCORP	15,453.	15,969.
1,005 SHS ISHARES TRUST COHEN & STEERS REALTY MAJORS INDEX FUND	52,231.	72,873.
1,222.942 SHS VANGUARD 500 INDEX FUND-SIGNAL CLASS	100,000.	122,881.
1,957 SHS GREENLIGHT CAPITAL RE LTD CL A	52,676.	51,420.
42,000 SHS BEIJING CAPITAL INTERNATIONAL	41,529.	19,648.
15,000 SHS HENDERSON LAND DEVELOPMENT CO LTD	80,120.	96,678.
1,600 SHS HONG KONG EXCHANGES AND CLEARING LTD	8,509.	33,538.
3,247 SHS AUTONATION INC DEL	97,945.	118,873.
157 SHS BOK FINANCIAL CORP	8,290.	8,599.
807 SHS BERKSHIRE HATHAWAY INC DEL CL B	59,259.	62,454.
3,551 SHS BROOKFIELD ASSET MGMT INC VTG	101,565.	117,787.
810 SHS CB RICHARD ELLIS GROUP INC CL A	9,914.	20,339.
138 SHS CME GROUP INC	26,017.	40,239.

200 SHS CNOOC LTD SPONSORED ADR	26,432.	47,186.
596 SHS CARNIVAL CORP PAIRED CTF1 COM CARNIVAL	22,678.	22,427.
954 SHS CENOVUS ENERGY INC	31,164.	35,928.
2,021 SHS DREAMWORKS ANIMATION SKG INC CL A	54,250.	40,622.
4,225 SHS FOREST CITY ENTERPRISES INC	59,156.	78,881.
2,326 SHS FRANCO NEV CORP	74,964.	86,909.
2,415 SHS GRUPO TELEVISIA SA DE CV SPON ADR		
REPSTG	47,895.	59,409.
326 SHS HOWARD HUGHES CORP	19,124.	21,203.
972 SHS ICICI BK LTD ADR	41,200.	47,920.
1,562 SHS IMPERIAL OIL CO LTD	65,074.	72,774.
2,934 SHS JARDEN CORP	90,650.	101,252.
3,229 SHS LEUCADIA NATL CORP	84,748.	110,109.
1,164 SHS LIBERTY MEDIA HLDG CORP CAP COM SER A	55,536.	99,813.
1,947 SHS LOEWS CORP	72,864.	81,949.
153 SHS MASTERCARD INC CL A	33,557.	46,105.
1,478 SHS NYSE EURONEXT	130,141.	50,651.
1,395 SHS SEARS HLDGS CORP	99,801.	99,659.
4,986 SHS SWIRE PACIFIC LTD SPONS ADR REPRESENTG	77,529.	73,239.
350 SHS VORNADO RLTY TR SBI	12,895.	32,613.
2,208 SHS MARKET VECTORS ETF TR GAMING ETF	47,611.	76,684.
1,947 SHS AXIS CAPITAL HLDGS LTD	58,052.	60,279.
3,236 SHS UBS AG SHS	86,368.	58,931.
3,450 SHS ALLIANZ SE SPONS ADR REPSTG 1/10 SHS	35,046.	48,183.
4,158 SHS ALUMINA LTD SPONSORED ADR	53,111.	38,254.
2,404 SHS ANGLOGOLD ASHANTI LTD SPONSORED ADR	78,617.	101,184.
2,271 SHS ASTRAZENECA PLC SPONSORED ADR	108,416.	113,709.
2,779 SHS BARRICK GOLD CORP	101,455.	125,861.
3,565 SHS CAMECO CORP	96,481.	93,938.
10,511 SHS CARREFOUR SA SPONSORED ADR	93,274.	86,863.
1,113 SHS ELECTROBRAS CENTRAIS ELECTRICIAS ADR	14,722.	15,026.
2,203 SHS DAIICHI SANKYO KABUSHIKI KAISHA	41,447.	42,800.
5,384 SHS DAI NIPPON PRTG LTD JAPAN SPON ADR	75,155.	60,199.
336 SHS DAIWA HOUSE IND LTD ADR	31,293.	42,063.
3,794 SHS EAST JAPAN RY CO ADR	44,064.	36,089.
8,106 SHS ELECTRICITE DE FRANCE ADR	76,284.	63,486.
13,517 SHS FINMECCANICA SPA ADR	78,537.	81,778.
2,334 SHS FUJIFILM HLDGS CORP ADR 2 ORD	75,765.	72,221.
2,892 SHS GAZPROM O A O SPON ADR REG S	31,007.	42,241.
2,419 SHS GLAXOSMITHKLINE PLC SPONS ADR	96,728.	103,775.
6,753 SHS GOLD FIELDS LTD	90,779.	98,526.
3,457 SHS HOME RETAIL GROUP PLC SPONSORED ADR	42,586.	36,340.
7,051 SHS KINROSS GOLD CORP	124,075.	111,305.
5,039 SHS KOREA ELEC PWR CO SPONSORED ADR	92,075.	66,868.
9,686 SHS MS&AD INS GROUP HLDGS ADR	132,753.	112,503.
2,166 SHS NEWCREST MINING LTD ADR	47,830.	87,446.
3,371 SHS NEXEN INC	66,489.	75,848.
1,940 SHS NINTENDO LTD ADR	62,829.	45,251.
6,523 SHS NIPPON TELEG & TELEPHONE CORP	145,686.	157,726.
12,331 SHS NOKIA CORP SPONSORED ADR	129,730.	79,165.
576 SHS OJSC POLYUS GOLD SPONSORED ADR	20,056.	17,945.
5,321 SHS PANASONIC CORP ADR	85,039.	65,129.
1,317 SHS PERUSAHAAN PERSEROAN PERSERO P.T.	44,563.	45,437.
1,989 SHS ROHM CO LTD ADR	55,210.	56,585.

1,439 SHS ROYAL DUTCH SHELL PLC SPONSORED ADR	91,863.	103,248.
6,637 SHS SK TELECOM LTD SPONSORED ADR	114,506.	124,112.
6,931 SHS SEKISUI HOUSE LTD SPONSORED ADR	70,808.	64,022.
1,656 SHS SEVEN & I HLDGS CO LTD ADR	79,391.	89,656.
4,905 SHS SHISEIDO LTD SPON ADR	82,582.	91,042.
3,275 SHS SOCIETE GENERALE FRANCE SPON ADR	28,644.	38,861.
1,519 SHS SATOIL ASA SPONSORED ADR	32,405.	38,659.
14,008 SHS SUMITOMO MITSUI TR HLDGS INC SPONS ADR	56,557.	48,398.
991 SHS SUNCOR ENERGY INC	28,695.	38,748.
1,953 SHS SWISSCOM SPON ADR	61,202.	89,416.
8,060 SHS TELECOM ITALIA S P A NEW SPON ADR REPSTG	162,279.	93,818.
852 SHS TOYOTA MTR CO SPON ADR	60,222.	70,222.
3,677 SHS VODAFONE GROUP PLC SPON ADR	73,738.	98,249.
1,332 SHS EMBRAER S A SPONSORED ADR REPSTG	28,380.	40,999.
530 SHS BUNGE LIMITED SHS	27,545.	36,544.
695 SHS COVIDIEN PLC SHS	28,273.	36,995.
1,080 SHS TE CONNECTIVITY LTD REG SHS	28,074.	39,701.
1,410 SHS ABB LTD SPONSORED ADR	26,071.	36,590.
935 SHS AT&T INC	22,842.	29,368.
2,190 SHS ATMI INC	34,638.	44,742.
780 SHS ABBOTT LABS	37,198.	41,044.
1,210 SHS ARCHER DANIELS MIDLAND CO L	40,576.	36,482.
4,440 SHS AURICO GOLD INC	23,176.	48,796.
930 SHS AVERY DENNISON CORP	37,156.	35,926.
1,070 SHS AVNET INC	27,951.	34,112.
1,620 SHS BB & T CORP	44,510.	43,481.
2,860 SHS BANCORPSOUTH INC	44,009.	35,493.
2,870 SHS BENCHMARK ELECTRONICS INC	46,169.	47,355.
605 SHS BLACK HILLS CORP	18,244.	18,204.
5,175 SHS BOSTON SCIENTIFIC CORP	34,725.	35,759.
1,315 SHS CVS CAREMARK CORP	39,060.	49,418.
790 SHS CAPITAL ONE FINL CORP	39,244.	40,819.
1,860 SHS CLOUD PEAK ENERGY INC	42,408.	39,618.
410 SHS DEVON ENERGY CORP	31,190.	32,312.
1,405 SHS EMCOR GROUP INC	33,556.	41,181.
660 SHS ENSCO PLC SPONSORED ADR	26,380.	35,178.
1,754 SHS FIRST INTST BANCSYSTEM INC	23,586.	25,854.
1,130 SHS FOREST LABS INC	32,178.	44,454.
1,520 SHS HAWAIIAN ELEC INDS INC	36,041.	36,571.
1,710 SHS INTEL CORP	36,126.	37,894.
1,240 SHS JOHNSON CTLS INC	36,919.	51,658.
1,520 SHS LOWES COS INC	34,834.	35,431.
375 SHS MARATHON OIL CORP	11,947.	19,755.
1,710 SHS MASTEC INC	17,642.	33,721.
3,025 SHS MICREL INC	32,381.	32,005.
1,110 SHS MORGAN STANLEY	26,705.	25,541.
1,390 SHS OVERSEAS SHIPHOLDING GROUP INC	49,484.	37,447.
590 SHS PNC FINL SVCS GROUP INC	35,831.	35,170.
2,530 SHS PNM RES INC	31,016.	42,352.
1,850 SHS PFIZER INC	27,177.	38,110.
2,145 SHS POWER ONE INC	19,188.	17,375.
775 SHS QUEST DIAGNOSTICS INC	43,430.	45,802.

3,095 SHS RF MICRO DEVICES INC	17,782.	18,941.
1,035 SHS RAYMOND JAMES FINL INC	28,505.	33,275.
1,595 SHS SAFEWAY INC	31,247.	37,275.
2,475 SHS SELECTIVE INS GROUP INC	36,539.	40,268.
3,940 SHS TELLABS INC	22,800.	18,163.
760 SHS URS CORP	33,993.	34,002.
1,350 SHS UNIVERSAL FST PRODS INC	43,979.	32,346.
1,470 SHS UNUM GROUP	32,953.	37,456.
495 SHS WATTS WATER TECHNOLOGIES INC	18,532.	17,528.
460 SHS ZIMMER HLDGS INC COM	28,125.	29,072.
4,660 SHS INLAND REAL ESTATE CORP	41,207.	41,148.
491 SHS CORE LABORATORIES NV	42,657.	54,766.
264 SHS APACHE CORPORATION	31,720.	32,575.
645 SHS CHEVRON CORP	63,426.	66,332.
39 SHS CONCHO RESOURCES INC	3,683.	3,582.
784 SHS CONOCOPHILLIPS	43,326.	58,949.
306 SHS CONTINENTAL RESOURCES INC	19,621.	19,862.
581 SHS HALLIBURTON COMPANY	23,236.	29,631.
222 SHS PEABODY ENERGY CORP	13,598.	13,078.
343 SHS ROWAN COMPANIES	15,295.	13,312.
102 SHS SCHLUMBERGER LIMITED	8,747.	8,813.
446 SHS COCA-COLA COMPANY	19,493.	30,011.
377 SHS COCA COLA ENTERPRISES INC	9,100.	11,001.
769 SHS GENERAL MILLS INCORPORATED	21,393.	28,622.
166 SHS PHILIP MORRIS INTERNATIONAL INC	11,584.	11,084.
686 SHS WALGREEN COMPANY	16,569.	29,128.
252 SHS HERBALIFE LTD	8,679.	14,525.
449 SHS ALEXION PHARMACEUTICALS INC	21,782.	21,116.
47 SHS LIFEPOINT HOSPITALS INC	1,183.	1,837.
434 SHS ARMSTRONG WORLD INDUSTRIES INC	20,716.	19,773.
1,101 SHS CBS CORP CLASS B	16,804.	31,367.
1,345 SHS COMCAST CORPORATION COMMON CLASS A	23,881.	34,082.
511 SHS CORRECTIONS CORP OF AMERICA	6,959.	11,063.
55 SHS HASBRO	2,255.	2,416.
1,004 SHS INTERNATIONAL GAME TECHNOLOGY	16,789.	17,650.
455 SHS KROGER COMPANY	9,128.	11,284.
502 SHS LAS VEGAS SANDS CORP	23,821.	21,189.
84 SHS LIBERTY MEDIA HOLDING CAP SER A	4,436.	7,203.
521 SHS MSC INDUSTRIAL DIRECT CO INC CLASS A	33,743.	34,548.
260 SHS SNAP ON INC	16,120.	16,245.
402 SHS TIME WARNER CABLE-A	21,640.	31,372.
527 SHS WILEY JOHN & SONS CL A	20,423.	27,409.
1,008 SHS CRANE CO	38,848.	49,805.
105 SHS CUMMINS INC	11,903.	10,866.
660 SHS DANAHER CORP	29,699.	34,973.
1,207 SHS GATX CORP	36,669.	44,804.
197 SHS GOODRICH CORP	14,653.	18,814.
304 SHS GRACO INC	11,726.	15,401.
790 SHS PERKINELMER INC	15,721.	21,259.
318 SHS WALTER ENERGY INC	44,510.	36,824.
383 SHS ACCENTURE PLC CLASS A	22,041.	23,141.
585 SHS AVX CORP	8,442.	8,915.
221 SHS AGILENT TECHNOLOGIES INC	4,116.	11,295.
236 SHS AKAMAI TECHNOLOGIES INC	11,633.	7,427.

139 SHS APPLE INC	25,850.	46,658.
45 SHS GOÖGLE INC CLASS A	19,941.	22,787.
548 SHS IHS INC-CLASS A	48,659.	45,714.
675 SHS INTEL CORP	10,554.	14,958.
499 SHS INTERNATIONAL BUSINESS MACHINES CORP	54,016.	85,603.
753 SHS NATIONAL INSTRS CORP	16,811.	22,364.
1,358 SHS NUANCE COMMUNICATIONS INC	21,484.	29,156.
787 SHS ORACLE CORP	21,700.	25,900.
760 SHS SXC HEALTH SOLUTIONS CORPORATION	33,778.	44,779.
96 SHS SALESFORCE.COM INC	14,449.	14,302.
735 SHS VISHAY INTERTECHNOLOGY	12,036.	11,054.
279 SHS VMWARE INC-CLASS A	21,632.	27,964.
84 SHS WEBMD HEALTH CORP-CLASS A	4,014.	3,829.
370 SHS CABOT CORPORATION	8,608.	14,752.
464 SHS CARPENTER TECHNOLOGY CORP	9,037.	26,764.
411 SHS GREIF INC COMMON CL A	24,528.	26,727.
1,015 SHS STEEL DYNAMICS INC	16,213.	16,494.
532 SHS INVESCO LIMITED	13,228.	12,449.
1,717 SHS ARES CAPITAL CORP	28,923.	27,592.
382 SHS BOK FINANCIAL CORP	18,986.	20,922.
967 SHS BANK OF AMERICA CORP	14,639.	10,598.
472 SHS CAPITALSOURCE INC	3,052.	3,044.
551 SHS COMMERCE BANCSHARES	18,595.	23,693.
1,483 SHS FULTON FINANCIAL CORP	13,858.	15,883.
518 SHS JPMORGAN CHASE & COMPANY	23,318.	21,207.
412 SHS LENDER PROCESSING SERVICES INC	12,575.	8,615.
682 SHS SLM CORPORATION	7,251.	11,464.
695 SHS VALLEY NATIONAL BANCORP	13,278.	9,459.
549 SHS AT&T INC	15,335.	17,244.
507 SHS NEUSTAR INC CLASS A	8,861.	13,283.
235 SHS VERIZON COMMUNICATIONS	6,736.	8,749.
1,366 SHS WINDSTREAM CORPORATION	15,561.	17,703.
377 SHS ALPHA NATURAL RESOURCES INC	21,494.	17,131.
658 SHS ARCH COAL INC	22,053.	17,542.
225 SHS CONSOL ENERGY INC	11,539.	10,908.
55 SHS DOMINION RESOURCES INC VA	2,405.	2,655.
935 SHS EQT CORPORATION	47,471.	49,106.
1,372 SHS EXTERRAN HOLDINGS INC	29,539.	27,207.
1,902 SHS QUICKSILVER RESOURCES INC	28,480.	28,074.
1,687 SHS WILLIAMS COMPANIES	53,507.	51,032.
1,011 SHS GENERAL GROWTH PROPERTIES INC	14,358.	16,874.
17 SHS HOWARD HUGHES CORPORATION	478.	1,106.
5,553.852 SHS FIDELITY FOCUSED HIGH INCOME FUND	52,013.	51,095.
4,727 SHS ISHARES S&P 500 GROWTH INDEX FUND	247,754.	328,432.
2,802 SHS ISHARES S&P 500 VALUE INDEX FUND	170,416.	173,724.
1,866 SHS ISHARES TRUST RUSSELL 2000 GROWTH INDEX FD	134,496.	176,990.
1,441 SHS ISHARES MSCI EAFE SMALL CAP INDEX FUND	51,568.	62,871.
5,547.653 SHS PIMCO HIGH YIELD FUND	51,316.	51,926.
44,279.395 SHS VANGUARD HIGH YIELD CORP ADM	217,412.	255,492.
42,490.694 SHS WILMINGTON SMALL-CAP STRATEGY FUND	384,640.	454,650.
29,683.156 SHS WILMINGTON MULTI-MANAGER REAL ASSET FUND INSTITUTIONAL	412,111.	416,158.

290,622.715 SHS WILMINGTON MULTI-MANAGER INTERNATIONAL-I	2,364,025.	2,226,170.
82,234.399 SHS WILMINGTON LARGE-CAP STRATEGY FUND-INSTL	857,705.	997,503.
588 SHS NASDAQ OMX GROUP	24,958.	14,876.
453 SHS SIEMENS A G SPONSORED ADR	25,644.	62,301.
710 SHS TIDEWATER INC	37,309.	38,205.
115 SHS AVNET INC	3,662.	3,662.
1,390 SHS QUANTA SVCS INC	28,210.	28,210.
ACCRUED DIVIDENDS	0.	5,272.
TOTAL TO FORM 990-PF, PART II, LINE 10B	44,648,897.	63,800,740.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
500,000 BANK AMER CORP SUB INTNTS BE 6.0 7/15/20	479,685.	491,200.
400,000 GE CAPITAL INTERNOTES 6% 4/15/38	400,005.	389,016.
500,000 BANK OF AMERICA CORP PERPETUAL PFD 8.125% 12/31/49	500,005.	522,155.
500,000 GENERAL ELEC CAP CORP SER NOTZ 6% 8/15/19	500,005.	487,130.
ACCRUED INTEREST	0.	17,328.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,879,700.	1,906,829.

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3 month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3 month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print	Name of exempt organization TARBLE FOUNDATION FKA LOUISE A. TARBLE FOUNDATION	Employer identification number 20-3510478
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P O box, see instructions 11075 SANTA MONICA BLVD., #150	
	City, town or post office, state, and ZIP code For a foreign address, see instructions LOS ANGELES, CA 90025	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

SHUWARGER & COMPANY LLP

- The books are in the care of ▶ **11075 SANTA MONICA BLVD., #150 - LOS ANGELES, CA 90025**
Telephone No ▶ **(310) 473-7575** FAX No ▶ **(310) 473-6131**

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **FEBRUARY 15, 2012** to file the exempt organization return for the organization named above. The extension is for the organization's return for
 ▶ calendar year _____ or
 ▶ tax year beginning **JUL 1, 2010** and ending **JUN 30, 2011**

2 If the tax year entered in line 1 is for less than 12 months, check reason Initial return Final return
 Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	21,353.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	32,145.
c	Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879 EO for payment instructions

LHA For Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1 2011)