Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning 9/01 **, 2010, and ending** 8/31 , 2011

G Check all that apply ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

PLUM FOUNDATION
P.O. BOX 1613
STUDIO CITY, CA 91604

A Employer identification number: 75-2406666

B Telephone number (see the instructions): (818) 980-0340

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ► ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 3,125,370.

J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions).)*

	Line		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1	Contributions, gifts, grants, etc, received (att sch)				
	2	Ck ► ☒ if the foundn is not req to att Sch B				
	3	Interest on savings and temporary cash investments			N/A	
	4	Dividends and interest from securities	104,948.	104,948.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	82,651.			
	b	Gross sales price for all assets on line 6a 1,259,861.				
	7	Capital gain net income (from Part IV, line 2)		82,651.		
	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/(loss) (att sch)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	187,599.	187,599.		
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc	0.			
	14	Other employee salaries and wages	47,722.	11,931.		35,791.
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach sch) SEE ST 1	4,000.	2,000.		2,000.
	c	Other prof fees (attach sch) SEE ST 2	24,639.	24,639.		
	17	Interest				
	18	Taxes (attach schedule)(see instr) SEE STM 3	5,205.	913.		2,843.
	19	Depreciation (attach sch) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	10,362.	2,591.		7,771.
	22	Printing and publications				
	23	Other expenses (attach schedule) SEE STATEMENT 4	2,629.	658.		1,971.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	94,557.	42,732.		50,376.
	25	Contributions, gifts, grants paid PART XV	242,500.			242,500.
	26	**Total expenses and disbursements.** Add lines 24 and 25	337,057.	42,732.		292,876.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-149,458.			
	b	**Net investment income** (if negative, enter -0-)		144,867.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS 1	Cash – non-interest-bearing			
2	Savings and temporary cash investments	10,825.	1,843.	1,843.
3	Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
4	Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
7	Other notes and loans receivable (attach sch) ►			
	Less: allowance for doubtful accounts ►			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges		3,951.	3,951.
10a	Investments – U.S. and state government obligations (attach schedule)			
b	Investments – corporate stock (attach schedule)	3,066,281.	2,915,248.	3,110,165.
c	Investments – corporate bonds (attach schedule)			
11	Investments – land, buildings, and equipment: basis ►			
	Less: accumulated depreciation (attach schedule) ►			
12	Investments – mortgage loans			
13	Investments – other (attach schedule)			
14	Land, buildings, and equipment: basis ► 2,428.			
	Less: accumulated depreciation (attach schedule) SEE STMT 5 ► 2,428.			
15	Other assets (describe ► SEE STATEMENT 6)	6,786.	9,411.	9,411.
16	**Total assets** (to be completed by all filers – see instructions. Also, see page 1, item I)	3,083,892.	2,930,453.	3,125,370.
LIABILITIES 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, & other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ►)	3,981.		
23	**Total liabilities** (add lines 17 through 22)	3,981.	0.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here** ► [X] **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted	3,079,911.	2,930,453.	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► [ ] **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, building, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see the instructions)	3,079,911.	2,930,453.	
31	**Total liabilities and net assets/fund balances** (see the instructions)	3,083,892.	2,930,453.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,079,911.
2	Enter amount from Part I, line 27a	2	-149,458.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	2,930,453.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	2,930,453.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	SEE ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,259,861.		1,177,210.	82,651.
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				82,651.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 — **2** 82,651.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8 — **3** 0.

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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009	228,839.	3,190,918.	0.071716
2008	227,098.	2,907,684.	0.078103
2007	288,638.	3,927,997.	0.073482
2006	284,084.	4,096,985.	0.069340
2005	298,277.	4,100,720.	0.072738

2	**Total** of line 1, column (d)	2	0.365379
3	Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.073076
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	3,338,295.
5	Multiply line 4 by line 3	5	243,949.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,449.
7	Add lines 5 and 6	7	245,398.
8	Enter qualifying distributions from Part XII, line 4	8	292,876.

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 the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here ► [ ] and enter 'N/A' on line 1. Date of ruling or determination letter. ________ (attach copy of letter if necessary – see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b		1	1,449.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	1,449.
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	1,449.
6 Credits/Payments.			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a 5,400.		
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	5,400.
8 Enter any **penalty** for underpayment of estimated tax Check here [ ] if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►		9	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	3,951.
11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ► 3,951. **Refunded** ►		11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1 a 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 the instructions for definition)?	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.*			
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 ► $ 0. **(2)** On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities.*	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? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► N/A			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	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)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses.*	10		X

Part VII-A Statements Regarding Activities (Continued)

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► MRS. PAMELA PHILLIPS KAIZER Telephone no. ► (818) 980-0340

Located at ► P.O. BOX 1613, STUDIO CITY, CA ZIP + 4 ► 91604

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

		Line	Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country ►			

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

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

		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)?	1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ .			
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 the 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 ► 20__ , 20__ , 20__ , 20__ .			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

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

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

Organizations relying on a current notice regarding disaster assistance check here ► ☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If 'Yes' to 6b, file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
MS. EMILY MAUPIN P.O. BOX 1613 STUDIO CITY, CA 91604	VICE PRESIDE 0	0.	0.	0.
JOHN MONTFORD PO BOX 1613 STUDIO CITY, CA 91604	PRESIDENT 0	0.	0.	0.
BILL BALDRIDGE P.O. BOX 1613 STUDIO CITY, CA 91604	SECRETARY/TR 0	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see instructions). If none, enter 'NONE.'

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

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 (see instructions). 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** (see instructions)

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.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:			
a	Average monthly fair market value of securities		1a	3,357,987.
b	Average of monthly cash balances		1b	31,145.
c	Fair market value of all other assets (see instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	3,389,132.
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	3,389,132.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	50,837.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4.		5	3,338,295.
6	**Minimum investment return.** Enter 5% of line 5		6	166,915.

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	166,915.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 1,449.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	1,449.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	165,466.
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	165,466.
6	Deduction from distributable amount (see instructions)		6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	165,466.

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	292,876.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
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	292,876.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	1,449.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	291,427.

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				165,466.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only.			0.	
b Total for prior years. 20___, 20___, 20___		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005 109,567.				
b From 2006 84,198.				
c From 2007 98,868.				
d From 2008 83,064.				
e From 2009 76,199.				
f **Total** of lines 3a through e	451,896.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► $ 292,876.				
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				165,466.
e Remaining amount distributed out of corpus	127,410.			
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	579,306.			
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 instructions			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) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	109,567.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	469,739.			
10 Analysis of line 9:				
a Excess from 2006 84,198.				
b Excess from 2007 98,868.				
c Excess from 2008 83,064.				
d Excess from 2009 76,199.				
e Excess from 2010 127,410.				

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	Prior 3 years			
	(a) 2010	**(b)** 2009	**(c)** 2008	**(d)** 2007	**(e) Total**
2a 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 organization had $5,000 or more in assets at any time during the year – see 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:

SEE STATEMENT 7

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines:

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SCHEDULE ATTACHED			SEE ATTACHED SCHEDULE	242,500.
Total			► **3a**	242,500.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	104,948.	
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	82,651.	
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)				187,599.	
13 **Total.** Add line 12, columns (b), (d), and (e)				13	187,599.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of.			
(1) Cash	**1a (1)**		X
(2) Other assets	**1a (2)**		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	**1b (1)**		X
(2) Purchases of assets from a noncharitable exempt organization	**1b (2)**		X
(3) Rental of facilities, equipment, or other assets	**1b (3)**		X
(4) Reimbursement arrangements	**1b (4)**		X
(5) Loans or loan guarantees	**1b (5)**		X
(6) Performance of services or membership or fundraising solicitations	**1b (6)**		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		X

d If the answer to any of the above is 'Yes,' complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no.	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements
N/A			

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

b If 'Yes,' complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee — Date 12/8/11 ~~President~~ — Title PRESIDENT

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check if ☐ if self-employed	PTIN
PATRICK J. BOWLER		11/28/11		P00008092

Firm's name ▶ JENKINS BOWLER LLP — Firm's EIN ▶ 95-2131722

Firm's address ▶ 626 S LAKE AVE, PASADENA, CA 91106-3918 — Phone no (626) 792-2179

TEEA0503L 02/15/11

STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	$ 4,000.	$ 2,000.		$ 2,000.
TOTAL	$ 4,000.	$ 2,000.		$ 2,000.

STATEMENT 2
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT COUNSELOR	$ 24,144.	$ 24,144.		
LEGAL FEES	495.	495.		
TOTAL	$ 24,639.	$ 24,639.		$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CURRENT FEDERAL EXCISE TAX	$ 1,449.			
OTHER TAXES & LICENSES	105.			$ 105.
PAYROLL TAXES	3,651.	$ 913.		2,738.
TOTAL	$ 5,205.	$ 913.		$ 2,843.

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	$ 116.	$ 29.		$ 87.
INSURANCE	1,323.	331.		992.
OFFICE EXPENSE	757.	189.		568.
ROUNDING	-1.			-1.
TELEPHONE	434.	109.		325.
TOTAL	$ 2,629.	$ 658.		$ 1,971.

STATEMENT 5
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
MACHINERY AND EQUIPMENT	$ 2,428.	$ 2,428.	$ 0.	$ 0.
TOTAL	$ 2,428.	$ 2,428.	$ 0.	$ 0.

STATEMENT 6
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST	$ 9,411.	$ 9,411.
TOTAL	$ 9,411.	$ 9,411.

STATEMENT 7
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:	SEE ATTACHED FOUNDATION BROCHURE
NAME:	SAME AS PART VII-A, LINE 14
CARE OF:	
STREET ADDRESS:	P.O. BOX 1613
CITY, STATE, ZIP CODE:	STUDIO CITY, CA 91604
TELEPHONE:	
FORM AND CONTENT:	SEE ATTACHED FOUNDATION BROCHURE
SUBMISSION DEADLINES:	SEE ATTACHED FOUNDATION BROCHURE
RESTRICTIONS ON AWARDS:	SEE ATTACHED FOUNDATION BROCHURE

The Plum Foundation
EIN 75-2406666
Year Ended 8/31/11

Statement for Part IV, Line 1a - Capital Gains & Losses

	Purchase Date	Sale Date	Shares Sold	Cost	Sales Proceeds	Gain/Loss
Morgan Stanley Smith Barney Investments						
Cisco	3/30/2002	2/22/2011	75000	74,989 56	75,000 00	10 44
Countrywide Capital	3/2/2011	6/21/2011	800	19,488 00	19,727 62	239 62
Federal National Mortgage Association	9/24/1998	11/15/2011	35,000	40,785 94	35,000 00	(5,785 94)
Plains All American Pipeline	3/2/2011	3/3/2011	500	32,433 00	32,800 37	367 37
Charles Schwab						
Doubleline Total Return	9/14/2010	6/21/2011	1,890	20,747	21,000	253
Loomis Sayles Bond CL I	Various	5/18/2011	6,850	93,845	102,532	8,687
Rivernorth Core Opportunity	3/8/2011	6/21/2011	881	11,144	11,100	(44)
Marketfield FD	3/8/2011	6/21/2011	667	9,060	9,100	40
PIMCO Foreign Bond Fund Instl Class	Various	5/16/2011	8,864	89,054	92,347	3,292
PIMCO Low Duration Fund Instl Class	Various	9/13/2010	14,989	150,244	158,566	8,322
PIMCO Total Return Fund Inst Class	Various	6/21/2011	2,181	22,415	24,000	1,585
Allianz OCC Opportunity Fund Instl Class	Various	6/21/2011	254	5,253	6,200	947
Artisan International Fund	Various	10/21/2010	709	13,281	15,500	2,219
Artisan International Fund	Various	6/21/2011	459	9,499	10,300	801
Blackrock Equity Dividend CL I	Various	6/21/2011	1,339	20,965	24,600	3,635
Dodge and Cox International Stock Fund	Various	10/21/2010	588	17,632	20,700	3,068
Fidelity Contra Fund	Various	6/21/2011	204	8,388	14,000	5,612
Forward Tactical Growth Fd Inst	Various	3/7/2011	6,145	158,699	165,532	6,833
ICM Small Cap Compantу Portfolio Instl Cl	Various	6/21/2011	230	5,964	7,100	1,136
JPMorgan Mid Cap Value Inst	Various	6/21/2011	568	11,558	14,100	2,542
Merger Fund	Various	3/7/2011	10,372	159,983	166,161	6,178
Morgan Stanley Mid Cap Growth CL I	Various	6/21/2011	308	8,952	12,400	3,448
Oakmark Intl Small Cap Fund	Various	10/21/2010	911	10,806	12,300	1,494
Permanent Portfolio	Various	6/21/2011	341	12,310	16,500	4,190
RS Emerging Markets Fd CL Y	Various	10/21/2010	924	21,261	24,200	2,939
Selected American Shares Class S	Various	6/21/2011	312	11,563	13,000	1,437
Selected American Shares Class S	Various	7/19/2011	3,688	136,890	156,095	19,204
				$ 1,177,210	$ 1,259,861	$ 82,651

Capital Gain/(Loss)

The Plum Foundation
EIN 75-2406666
Form 990-PF, Part XV, Line 3, Grants (09/10 - 08/11)

Grant Recipients	Address	Purpose	Amount
Grants Approved & Paid This Year			
American Support Israel	P O. Box 341414 Bethesda, MD 20827	Operating support	$ 1,500 00
Blank Theatre Company	1301 Lucile Avenue Los Angeles, CA 90026	Youth Playwriting Program	10,000.00
Briscoe Western Art Museum	315 E Commerce #205 San Antonio, TX 78205	Operating support	35,000 00
Cedars Sinai Medical Center Michael B Lewis, M D.	8700 Beverly Blvd , #2416 Los Angeles, CA 90048	Medical research	22,500 00
College for all Texans Foundation	1200 East Anderson Lane Austin, TX 78752	Scholarship Fund	5,000 00
Dalhousie University	196 Briggs Hall Davis, CA 95616	Medical research	35,000 00
Dogs Deserve Better	P O Box 23 Tipton, PA 16684	Operating support	10,000 00
Epilepsy Foundation of Greater Los Angeles	5777 W Century Blvd #820 Los Angeles, CA 90045	Operating support	5,000 00
Firehouse Theater Company	P.O Box 69913 West Hollywood, CA 90069	Operating support	20,000 00
Food Forward	P O Box 48818 Los Angeles, CA 90048	Operating support	5,000 00
Friends of Israel's Environment	4182 Beck Avenue Studio City, CA 91604	Operating support	16,000 00
Halifax Sexual Health Center	6009 Quinpool Road Halifax, Nova Scotia B3K5J7	Operating support	9,000 00
HoPe Veterinary Center	P.O. Box 25906 Los Angeles, CA 90025	Operating support	10,000 00
International Physicians for the Prevention of Nuclear War	66-70 Union Square #204 Sommerville, MA 02143	Operating support	1,000 00
Jackie's Purrfect Match	1436 213th Street Torrance, CA 90501	Operating support	1,000 00
Jewish Jumpstart	2554 Lincoln Blvd., #650 Venice, CA 90291	Operating support	5,000 00
ReDiscover Center	12958 W Washington Blvd Los Angeles, CA 90066	Operating support	7,500 00
Search Dog Foundation	501 East Ojai Ave Ojai, CA 93023	Operating support	9,000 00
Skirball Cultural Center	2701 North Sepulveda Blvd Los Angeles, CA 90049	Operating support	5,000 00
Watts Village Theater Co	P.O Box 72715 Los Angeles, CA 90002	Operating support	20,000 00
World Vets	802 1st Ave North Fargo, ND 58102	Operating support	10,000 00
Total Grants Paid During the Year (Line 3a)			$242,500.00

THE PLUM FOUNDATION

P.O. Box 1613
Studio City, CA 91604
818-766-8064 (phone & fax)

Pam Kaizer, Executive Director
Office hours Monday-Friday
9 a.m. to 3 p.m.

Please review the following information carefully in determining whether or not to apply to the foundation for funding. If after reading these guidelines, you are unsure whether your organization meets the foundation's areas of interest or geographic focus, please do not hesitate to call Pam Kaizer, Executive Director, for further clarification.

THE PLUM FOUNDATION

P.O. Box 1613
Studio City, CA 91604

THE PLUM FOUNDATION

CURRENT FIELDS OF EMPHASIS & INTEREST:

Grants will be considered in the following five areas of interest:

EDUCATION, with an emphasis on educational programs in the sciences and the arts;

VISUAL AND PERFORMING ARTS

ENVIRONMENT

MEDICAL RESEARCH

ANIMAL PROTECTION, typically the Foundation does not fund individual shelters for domesticated animals.

Grants are made for both specific program support and general operating support. The Foundation prefers not to fund requests for capital support.

Grants typically range from $5,000 to $10,000 though larger requests are considered for medical research. The Foundation does not make multi-year grants.

The Foundation's priorities are reviewed annually.

Organizations applying to the Foundation, who have not received a grant in prior years, should call to determine if the Foundation is currently ccepting proposals from new organizations.

GEOGRAPHIC FOCUS:

The Foundation's geographic focus is the Los Angeles area and West Texas. Environmental and animal protection projects will be considered in other geographical areas.

DEADLINES:

Proposals are accepted between April 1 and August 31.

Grants are awarded once a year. Final approval for all grants is made at the Foundation's year-end meeting. For example, proposals received during one calendar year are actually funded in the next calendar year. Therefore requests for funding should be for activities planned for the year following submission of the proposal.

APPLICATION:

Applicants should should send a short—two pages or less—letter of inquiry to the Foundation. This letter, on organization letterhead, should describe the:

1) background and purpose of the organization,

2) the specific program, if any, the organization is requesting funds for, and

3) amount of the request.

As a separate attachment the applicant should also include a list of major funders, budget for the current year and a copy of the I.R.S. tax exemption letter certifying that the organization is tax exempt under section 501 (c) (3). The applicant will be notified if the Foundation desires additional information. Applicants may also furnish a financial statement and public relations materials i.e. annual report, newspaper reprints, etc. along with the letter of inquiry.

Please Note: Do not send the letter or supporting documentation in any type of folder. These folders do not fit in our files and must be thrown away. Do not mail materials to the Foundation via Federal Express, Priority Mail or Certified Mail. Please mail all correspondence to the Foundation via regular U.S. Mail.

GRANT POLICIES:

1) Grants are made only to qualified tax exempt organizations. The Foundation does not make grants to individuals.

2) Grants are made only to projects which fall within the Foundation's current fields of interest and geographical focus.

3) Grants are made only for one year and no representation is express or implied that continuing support will be forthcoming.

THE FOUNDATION WILL NOT:

1) Make grants for the purchase of real property or construction of buildings.

2) Make grants to general endowment funds, or annual fund drives of unified campaigns.

3) Make grants for political or lobbying activities.

4) Make grants to religious groups or individual churches. Church supported schools engaged in the goals of the Foundation are an exception.

COMMUNICATION WITH THE FOUNDATION:

Receipt of letter of inquiry is not acknowledged when received, but you will receive notification of the status of your inquiry after either the summer, fall or year-end board of directors meetings. If you have a question about the status of your proposal, please call the office. If you have to leave a message, all calls are returned.