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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.

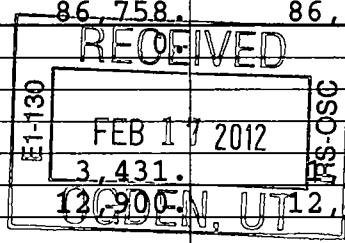
For calendar year 2010, or tax year beginning **OCT 1, 2010**, and ending **SEP 30, 2011**

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 BOUDJAKDJI FOUNDATION		A Employer identification number 95-4664672
Number and street (or P O box number if mail is not delivered to street address) 3029 WILSHIRE BLVD.	Room/suite 200	B Telephone number (310) 828-7547
City or town, state, and ZIP code SANTA MONICA, CA 90403		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) ▶ \$ 1,535,317. (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	26,292.	26,292.		STATEMENT 1
4 Dividends and interest from securities	37,691.	37,691.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	22,775.			
b Gross sales price for all assets on line 6a 126,974.				
7 Capital gain net income (from Part IV, line 2)		22,775.		
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				
12 Total. Add lines 1 through 11	86,758.	86,758.		
13 Compensation of officers, directors, trustees, etc		0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 3	3,431.	100.		2,331.
c Other professional fees STMT 4	12,900.			0.
17 Interest				
18 Taxes STMT 5	435.	0.		25.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 6	20.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	16,786.	14,000.		2,356.
25 Contributions, gifts, grants paid	84,000.			84,000.
26 Total expenses and disbursements. Add lines 24 and 25	100,786.	14,000.		86,356.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-14,028.			
b Net investment income (if negative, enter -0-)		72,758.		
c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	2,394.	8,609.	8,609.
	2 Savings and temporary cash investments	38,264.	9,594.	9,594.
	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			
	b Investments - corporate stock STMT 7	550,885.	493,769.	498,661.
	c Investments - corporate bonds STMT 8	457,741.	457,741.	432,030.
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9	498,186.	563,729.	586,423.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	1,547,470.	1,533,442.	1,535,317.	
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 ▶ PAYABLE - TRUSTEE)	50.	50.	
23 Total liabilities (add lines 17 through 22)	50.	50.		
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	1,547,420.	1,533,392.	
30 Total net assets or fund balances	1,547,420.	1,533,392.		
31 Total liabilities and net assets/fund balances	1,547,470.	1,533,442.		

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	1,547,420.
2 Enter amount from Part I, line 27a	2	-14,028.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,533,392.
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	1,533,392.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 126,974.		104,199.	22,775.

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			22,775.

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	22,775.
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	79,846.	1,599,213.	.049928
2008	64,364.	1,359,222.	.047354
2007	96,531.	1,873,361.	.051528
2006	100,274.	2,078,878.	.048235
2005	94,529.	1,936,951.	.048803

2 Total of line 1, column (d)	2	.245848
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	.049170
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,737,984.
5 Multiply line 4 by line 3	5	85,457.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	728.
7 Add lines 5 and 6	7	86,185.
8 Enter qualifying distributions from Part XII, line 4 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.	8	86,356.

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)	}	1	728.
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		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	728.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	728.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	541.	
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	541.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	187.	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" 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 checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	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? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> <u>CA</u>		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	X

N/A

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)
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
14 The books are in care of ROBERT H. GIVEN Telephone no. (310) 828-7547
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
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?

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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(6) Agree to pay money or property to a government official?
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)?
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?
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?
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?
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?
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?
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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

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

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

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

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

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

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

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

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? Yes No

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**

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	
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	1,729,238.
b	Average of monthly cash balances	1b	35,213.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,764,451.
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	1,764,451.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	26,467.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,737,984.
6	Minimum investment return. Enter 5% of line 5	6	86,899.

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	86,899.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	728.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	728.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	86,171.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	86,171.
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	86,171.

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	86,356.
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	86,356.
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	728.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	85,628.

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				86,171.
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				
c From 2007	1,199.			
d From 2008				
e From 2009	723.			
f Total of lines 3a through e	1,922.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 86,356.				
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				86,171.
e Remaining amount distributed out of corpus	185.			
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	2,107.			
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	2,107.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007	1,199.			
c Excess from 2008				
d Excess from 2009	723.			
e Excess from 2010	185.			

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)				
a Paid during the year				
SEE STATEMENT 11				
Total			▶ 3a	84,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

BOUDJAKDJI FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 221SHS FRONTIER COMMUNICATIONS CORP	P	05/30/01	09/29/11
b 999SHS INTEL CORP	P	12/29/97	09/29/11
c 1.511SHS INTEL CORP	P	12/01/01	09/29/11
d 1.489SHS INTEL CORP	P	03/01/02	09/29/11
e 1200SHS UDR INC	P	02/22/02	09/29/11
f 96SHS UDR INC	P	02/10/09	09/29/11
g 500SHS WAL MART STORES INC	P	11/20/98	04/13/11
h 580.239SHS COLUMBIA VALUE & RESTRUCTURING	P	05/21/08	04/08/11
i 2.029SHS COLUMBIA VALUE & RESTRUCTURING	P	09/24/08	04/08/11
j 3.748SHS COLUMBIA VALUE & RESTRUCTURING	P	12/11/08	04/08/11
k 7.169SHS COLUMBIA VALUE & RESTRUCTURING	P	08/30/09	04/08/11
l 2.465SHS COLUMBIA VALUE & RESTRUCTURING	P	12/09/09	04/08/11
m 8.292SHS COLUMBIA VALUE & RESTRUCTURING	P	09/15/10	04/08/11
n .991SHS COLUMBIA VALUE & RESTRUCTURING	P	03/25/11	04/08/11
o 300SHS ISHARES MSCIEAFE INDEX FD	P	02/07/02	09/23/11

(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 1,420.		2,936.	-1,516.
b 22,092.		17,748.	4,344.
c 33.		48.	-15.
d 34.		47.	-13.
e 27,655.		16,891.	10,764.
f 2,212.		1,125.	1,087.
g 26,205.		18,322.	7,883.
h 30,979.		35,000.	-4,021.
i 108.		92.	16.
j 200.		109.	91.
k 383.		231.	152.
l 132.		101.	31.
m 443.		364.	79.
n 53.		52.	1.
o 15,025.		11,133.	3,892.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-1,516.
b			4,344.
c			-15.
d			-13.
e			10,764.
f			1,087.
g			7,883.
h			-4,021.
i			16.
j			91.
k			152.
l			31.
m			79.
n			1.
o			3,892.

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	22,775.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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

SOURCE	AMOUNT
MERRILL LYNCH	26,292.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	26,292.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MERRILL LYNCH	37,691.	0.	37,691.
TOTAL TO FM 990-PF, PART I, LN 4	37,691.	0.	37,691.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,431.	1,100.		2,331.
TO FORM 990-PF, PG 1, LN 16B	3,431.	1,100.		2,331.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT EXPENSES	12,900.	12,900.		0.
TO FORM 990-PF, PG 1, LN 16C	12,900.	12,900.		0.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FRANCHISE TAX BOARD	10.	0.		0.
UNITED STATES TREASURY REGISTRY OF CHARITY	400.	0.		0.
	25.	0.		25.
TO FORM 990-PF, PG 1, LN 18	435.	0.		25.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SECRETARY OF STATE	20.	0.		0.
TO FORM 990-PF, PG 1, LN 23	20.	0.		0.

FORM 990-PF	CORPORATE STOCK		STATEMENT 7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
DISNEY WALT CO	41,990.	45,690.	
EXXONMOBIL CORP	28,951.	58,926.	
GENERAL ELECTRIC	46,990.	23,159.	
INTEL CORP	1.	1.	
MICROSOFT CORP	13,750.	24,890.	
PEPSICO INC	31,689.	43,581.	
PFIZER INC	53,362.	37,574.	
AT&T INC COM	58,480.	37,897.	
SCHLUMBERGER LTD	10,173.	26,320.	
VERIZON COMMUNICATIONS	44,764.	33,957.	
WALMART STORES INC	18,537.	26,147.	
WELLS FARGO & CO NEW	39,709.	48,653.	
UDR INC	0.	0.	
PLUM CREEK TIMBER CO INC	22,628.	20,826.	
BERKSHIRE HATHAWAY INC DEL CL B	82,745.	71,040.	
FRONTIER COMMUNICATIONS	0.	0.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	493,769.	498,661.	

FORM 990-PF

CORPORATE BONDS

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GENERAL ELECTRIC CO NT 5.00%	105,268.	104,733.
JP MORGAN CHASE & CO	52,197.	52,385.
BANK OF AMERICA CORP 5.25%	100,534.	92,458.
GENERAL MTRS ACCEP CORP 7.00%	100,000.	85,517.
ALLY FINANCIAL INC 6.75%	99,742.	96,937.
TOTAL TO FORM 990-PF, PART II, LINE 10C	457,741.	432,030.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SPDR DOW JONES INDUST AV	COST	32,305.	43,572.
ISHARES TR COHEN & STEERS REALTY	COST	32,400.	49,088.
ISHARES IBOXX 4 INVESTOP	COST	37,562.	39,309.
ISHARES MSCI EAFE INDEX FD	COST	22,267.	28,668.
ISHARES TR RUSSELL 2000 INDEX FD	COST	36,019.	51,644.
POWERSHARES QQQ TR UNIT SER 1	COST	23,125.	31,494.
LONGLEAF INTERNATIONAL	COST	45,343.	40,095.
PIMCO HIGH YIELD ADMINISTRATIVE	COST	40,642.	43,672.
PIMCO TOTAL RETURN CL D	COST	53,819.	55,049.
ISHARES DOW JONES SELECT	COST	29,870.	24,120.
COLUMBIA VALUE & RESTRUCTURING	COST	0.	0.
DODGE & COX INTERNATL STOCK FUND	COST	37,760.	25,622.
FAIRHOLME FUND	COST	38,102.	27,539.
POWERSHARES EXCHANGE TRADED FD	COST	18,214.	26,920.
ISHARES TR DOW JONES US UTILS	COST	7,126.	8,175.
ISHARES MSCI EMERGING	COST	20,037.	14,038.
SPDR S P DIVID ETF	COST	21,741.	19,420.
VANGUARD DIVIDEND	COST	22,397.	19,504.
WINTERGREEN FUND	COST	22,500.	20,007.
ROYCE PREMIER FD	COST	22,500.	18,487.
TOTAL TO FORM 990-PF, PART II, LINE 13		563,729.	586,423.

FORM 990-PF

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

STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
RAOUF BOUDJAKDJI 3029 WILSHIRE BLVD. #200 SANTA MONICA, CA 90403	PRESIDENT 0.10		0.	0. 0.
CHERIF BOUDJAKDJI 3029 WILSHIRE BLVD. #200 SANTA MONICA, CA 90403	VICE-PRESIDENT 0.10		0.	0. 0.
SAMIA STAEHLE 3029 WILSHIRE BLVD. #200 SANTA MONICA, CA 90403	VICE-PRESIDENT 0.10		0.	0. 0.
ANISSA BALSON 3029 WILSHIRE BLVD. #200 SANTA MONICA, CA 90403	VICE-PRESIDENT 0.10		0.	0. 0.
EDDY JO BERNAL 3029 WILSHIRE BLVD. #200 SANTA MONICA, CA 90403	SECRETARY 0.10		0.	0. 0.
ROBERT H. GIVEN 3029 WILSHIRE BLVD. #200 SANTA MONICA, CA 90403	TREASURER 0.10		0.	0. 0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII			0.	0. 0.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 11

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ALZHEIMER'S ASSOC 225 N MICHIGAN AVE FL 17 CHICAGO, IL 606017633	RESEARCH	PUBLIC	1,000.
AMERICAN CANCER SOCIETY 250 WILLIAMS STREET ATLANTA, GA 30303	RESEARCH	PUBLIC	2,000.
AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVE DALLAS, TX 75231	MEDICAL	PUBLIC	2,000.
AMERICAN RED CROSS PO BOX 37243 WASHINGTON, DC 20013	MEDICAL	PUBLIC	3,000.
ARTHRITIS FOUNDATION 4311 WILSHIRE BLVD STE 530 LOS ANGELES, CA 900103775	RESEARCH	PUBLIC	3,000.
CALIFORNIA ONCOLOGY RESEARCH INSTITUTE 1158 26TH STREET #106 SANTA MONICA, CA 90403	RESEARCH	PUBLIC	2,000.
CASCADES-SISKIYOU NATIONAL MONUMENT 3040 BIDDLE ROAD MEDFORD, OR 97504	EDUCATIONAL/ENVIRONMEN	PUBLIC	500.
CHILDRENS HOSPITAL - LA 4650 SUNSET BLVD MAIL STOP 29 LOS ANGELES, CA 90027	RESEARCH	PUBLIC	3,000.

<u>BOUDJAKDJI FOUNDATION</u>		<u>95-4664672</u>
COUSTEAU SOCIETY 710 SETTLERS LANDING RD HAMPTON, VA 23669	EDUCATIONAL	PUBLIC 500.
DOCTORS WITHOUT BORDERS 333 SEVENTH AVE FL 2 NEW YORK, NY 100015004	SOCIAL SERVICE	PUBLIC 2,500.
HABITAT FOR HUMANITY INC 121 HABITAT ST AMERICUS, GA 317093498	COMMUNITY SERVICE	PUBLIC 3,000.
JOHN WAYNE CANCER INST 2200 SANTA MONICA BLVD SANTA MONICA, CA 90404	RESEARCH	PUBLIC 5,000.
LIBRARY FOUNDATION 630 W FIFTH ST LOS ANGELES, CA 90071	EDUCATIONAL	PUBLIC 10,000.
LOS ANGELES COUNTY ART MUSEUM 5905 WILSHIRE BLVD LOS ANGELES, CA 90036	ART	PUBLIC 5,000.
MARYMOUNT HIGH SCHOOL 10643 SUNSET BLVD LOS ANGELES, CA 90077	EDUCATIONAL	PUBLIC 3,000.
MCCLOUD HEALTHCARE CLINIC INC PO BOX 1143 MCCLOUD, CA 96057	MEDICAL	PUBLIC 2,000.
NATURAL HISTORY MUSEUM 900 EXPOSITION BLVD LOS ANGELES, CA 90007	MUSEUM PROGRAMS	PUBLIC 5,000.
ST JOHN'S HEALTH CENTER 1328 TWENTY SECOND ST SANTA MONICA, CA 904042091	MEDICAL	PUBLIC 25,000.

BOUDJAKDJI FOUNDATION

95-4664672

UNICEF 333 EAST 38TH ST NEW YORK, NY 10016	COMMUNITY SERVICE	PUBLIC	4,500.
CEDARS-SINAI MEDICAL CENTER 8700 BEVERLY BLVD STE 2416 LOS ANGELES, CA 90048	MEDICAL	PUBLIC	1,000.
NATUREBRIDGE 28 GEARY ST STE 650 SAN FRANCISCO, CA 94108	EDUCATIONAL	PUBLIC	1,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			<u>84,000.</u>

GENERAL EXPLANATION
FORM AND LINE REFERENCES

STATEMENT 12

FORM/LINE IDENTIFIER

DESCRIPTION/RETURN REFERENCE

PART VII-B, PAGE 5, LINE 1A (3)(4)

REPORTABLE SERVICES PROVIDED TO THE
FOUNDATION

GENERAL EXPLANATION

STATEMENT 13

FORM 990PF PART VII-B, PAGE 5, LINE 1A (3)(4) REPORTABLE SERVICES
PROVIDED TO THE FOUNDATION

THE FOUNDATION PAID GIVEN & COMPANY, AN ACCOUNTANCY CORPORATION, THE
SUM OF \$3,431 FOR VARIOUS MANAGEMENT SERVICES PERFORMED BY ITS
EMPLOYEES. THESE SERVICES INCLUDED TAX PREPARATION, BOOKKEEPING,
FINANCIAL SERVICES AND GENERAL FOUNDATION MANAGEMENT. ROBERT GIVEN, AN
OFFICER AND DIRECTOR OF THE FOUNDATION, IS AN EMPLOYEE OF GIVEN &
COMPANY AND AS AN EMPLOYEE RECEIVED COMPENSATION FOR HIS SERVICES ON
FOUNDATION MATTERS.

THE FOUNDATION PAID BALSON CAPITAL MANAGEMENT, A REGISTERED INVESTMENT
ADVISOR, THE SUM OF \$12,900 FOR INVESTMENT SERVICES. THESE SERVICES
INCLUDED MANAGEMENT OF FOUNDATION FUNDS. PAUL BALSON, THE PRINCIPAL OF
BALSON CAPITAL MANAGEMENT, IS THE SPOUSE OF A FOUNDATION DIRECTOR.

NO COMPENSATION WAS PAID BY THE FOUNDATION TO ITS OFFICERS OR
DIRECTORS.