



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

2010

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

For calendar year 2010, or tax year beginning 11/01, 2010, and ending 10/31, 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: J L FOUNDATION
 C/O J. ARTHUR GREENFIELD
 A Employer identification number: 95-4129163

Number and street (or P O box number if mail is not delivered to street address): 10880 WILSHIRE BLVD
 Room/suite: 800
 B Telephone number (see page 10 of the instructions): (310) 208-2646

City or town, state, and ZIP code: LOS ANGELES, CA 90024-4124
 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

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

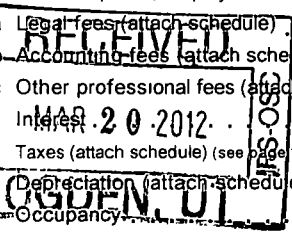
I Fair market value of all assets at end of year (from Part II, col. (c), line 16): \$ 24,874,262.
 J Accounting method: Cash Accrual Other (specify) _____
 (Part I, column (d) must be on cash basis)

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 page 11 of the instructions))

| | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|------------------------------------|---------------------------|-------------------------|---|
| 1 Contributions, gifts, grants, etc., received (attach schedule) | 700,000 | | | |
| 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| 3 Interest on savings and temporary cash investments | | | | |
| 4 Dividends and interest from securities | 868,612 | 868,612 | | ATCH 1 |
| 5a Gross rents | | | | |
| b Net rental income or (loss) | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | 246,951 | | | |
| b Gross sales price for all assets on line 6a 1,885,388 | | | | |
| 7 Capital gain net income (from Part IV, line 2) | | 246,951 | | |
| 8 Net short-term capital gain | | | | |
| 9 Income modifications | | | | |
| 10 a Gross sales less returns and allowances | | | | |
| b Less Cost of goods sold | | | | |
| c Gross profit or (loss) (attach schedule) | | | | |
| 11 Other income (attach schedule) | | | | |
| 12 Total. Add lines 1 through 11 | 1,815,563 | 1,115,563 | | |
| 13 Compensation of officers, directors, trustees, etc | 0 | | | |
| 14 Other employee salaries and wages | | | | |
| 15 Pension plans, employee benefits | | | | |
| 16a Legal fees (attach schedule) | | | | |
| b Accounting fees (attach schedule) ATCH 2 | 9,875 | 4,937 | 0 | 4,938 |
| 17 Other professional fees (attach schedule) * | 94,595 | 94,595 | | |
| 18 Interest | | | | |
| 19 Taxes (attach schedule) (see page 14 of the instructions) * | 34,184 | 4,184 | | |
| 20 Depreciation (attach schedule) and depletion | | | | |
| 21 Occupancy | | | | |
| 22 Travel, conferences, and meetings | | | | |
| 23 Printing and publications | | | | |
| 24 Other expenses (attach schedule) ATCH 5 | 175 | | | 175 |
| 25 Total operating and administrative expenses. Add lines 13 through 23 | 138,829 | 103,716 | 0 | 5,113 |
| 26 Contributions, gifts, grants paid | 1,230,000 | | | 1,230,000 |
| 27 Total expenses and disbursements. Add lines 24 and 25 | 1,368,829 | 103,716 | 0 | 1,235,113 |
| 28 Subtract line 27 from line 12 | 446,734 | | | |
| a Excess of revenue over expenses and disbursements | | | | |
| b Net investment income (if negative, enter -0-) | | 1,011,847 | | |
| c Adjusted net income (if negative, enter -0-) | | | | |

SCANNED MAR 26 2012

Operating and Administrative Expenses



6

| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) | | Beginning of year | End of year | |
|-----------------------------|--|--|----------------|-----------------------|-------------|--|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value | | |
| Assets | 1 | Cash - non-interest-bearing | | | | |
| | 2 | Savings and temporary cash investments | 37,247. | 9,622. | 9,622. | |
| | 3 | Accounts receivable ▶ Less allowance for doubtful accounts ▶ | | | | |
| | 4 | Pledges receivable ▶ Less allowance for doubtful accounts ▶ | | | | |
| | 5 | Grants receivable | | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) | | | | |
| | 7 | Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶ | | | | |
| | 8 | Inventories for sale or use | | | | |
| | 9 | Prepaid expenses and deferred charges | | | | |
| | 10 a | Investments - U S and state government obligations (attach schedule), ** | 2,683,971. | 2,741,158. | 2,999,434. | |
| | b | Investments - corporate stock (attach schedule) | | | | |
| | 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) ATCH 7 | 20,120,624. | 20,216,545. | 21,865,206. | |
| | 14 | Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶ | | | | |
| 15 | Other assets (describe ▶) | | | | | |
| 16 | Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) | 22,841,842. | 22,967,325. | 24,874,262. | | |
| 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 (attach schedule) | | | | |
| | 22 | Other liabilities (describe ▶) | | | | |
| 23 | Total liabilities (add lines 17 through 22) | | | 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 and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/> | | | | | |
| | 27 | Capital stock, trust principal, or current funds | | | | |
| | 28 | Paid-in or capital surplus, or land, bldg, and equipment fund | | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | 22,841,842. | 22,967,325. | | |
| 30 | Total net assets or fund balances (see page 17 of the instructions) | 22,841,842. | 22,967,325. | | | |
| 31 | Total liabilities and net assets/fund balances (see page 17 of the instructions) | 22,841,842. | 22,967,325. | | | |

| 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 22,841,842. |
| 2 | Enter amount from Part I, line 27a | 2 446,734. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 |
| 4 | Add lines 1, 2, and 3 | 4 23,288,576. |
| 5 | Decreases not included in line 2 (itemize) ▶ ATTACHMENT 8 | 5 321,251. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 22,967,325. |

**ATCH 6

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 SEE PART IV SCHEDULE | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) | | |
| (i) 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 | | | | | |
| 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 | 246,951. | |
| 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 pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8. | | | 3 | | |

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part.

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col (b) divided by col (c)) |
|---|--|--|---|
| 2009 | 1,197,898. | 23,408,107. | 0.051174 |
| 2008 | 931,755. | 20,909,563. | 0.044561 |
| 2007 | 802,604. | 28,026,007. | 0.028638 |
| 2006 | 1,110,270. | 28,428,468. | 0.039055 |
| 2005 | 898,234. | 23,456,990. | 0.038293 |
| 2 Total of line 1, column (d) | | | 0.201721 |
| 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 | | | 0.040344 |
| 4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 | | | 25,185,296. |
| 5 Multiply line 4 by line 3 | | | 1,016,076. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | 10,118. |
| 7 Add lines 5 and 6 | | | 1,026,194. |
| 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 on page 18 | | | 1,235,113. |

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits. Total tax due is 21,540, with 21,540 refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns for Yes/No. Includes questions about political campaigns, unrelated business income, and substantial contributors.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions) 11 X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address N/A
14 The books are in care of J. ARTHUR GREENFIELD & CO. LLP Telephone no 310 208-2646
Located at 10880 WILSHIRE BLVD, SUITE 800 LOS ANGELES, CA ZIP + 4 90024-4124
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
and enter the amount of tax-exempt interest received or accrued during the year 15
16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No X
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country

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

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

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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 X 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 X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? 1b
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 X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions) 2b X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No
b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010) 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010? 4b X

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... (2) Influence the outcome of any specific public election... (3) Provide a grant to an individual for travel... (4) Provide a grant to an organization other than a charitable... (5) Provide for any purpose other than religious... b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify... c If the answer is "Yes" to question 5a(4), does the foundation claim exemption... 6a Did the foundation, during the year, receive any funds... 6b Did the foundation, during the year, pay premiums... 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? 7b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

Table with 5 columns: (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. Row 1: ATTACHMENT 10, 0., 0., 0.

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

Table with 5 columns: (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. Row 1: NONE

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|---|---------------------|------------------|
| ATTACHMENT 11 | | 94,595. |
| | | |
| | | |
| | | |
| | | |
| Total number of others receiving over \$50,000 for professional services | | NONE |

Part IX-A Summary of Direct Charitable Activities

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

| 1 | Expenses |
|-----|----------|
| N/A | |
| | |
| | |
| | |
| | |

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

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

| 1 | Amount |
|--|--------|
| NONE | |
| | |
| | |
| All other program-related investments. See page 24 of the instructions | |
| 3 NONE | |
| | |
| Total. Add lines 1 through 3 | |

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

| | | | |
|----------|---|-----------|-------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes | | |
| a | Average monthly fair market value of securities | 1a | 25,550,684. |
| b | Average of monthly cash balances | 1b | 18,144. |
| c | Fair market value of all other assets (see page 25 of the instructions) | 1c | 0. |
| d | Total (add lines 1a, b, and c) | 1d | 25,568,828. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | 0. |
| 3 | Subtract line 2 from line 1d | 3 | 25,568,828. |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions) | 4 | 383,532. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 25,185,296. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 1,259,265. |

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

| | | | |
|-----------|--|-----------|------------|
| 1 | Minimum investment return from Part X, line 6 | 1 | 1,259,265. |
| 2a | Tax on investment income for 2010 from Part VI, line 5 | 2a | 10,118. |
| b | Income tax for 2010. (This does not include the tax from Part VI) | 2b | |
| c | Add lines 2a and 2b | 2c | 10,118. |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | 3 | 1,249,147. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 | Add lines 3 and 4 | 5 | 1,249,147. |
| 6 | Deduction from distributable amount (see page 25 of the instructions) | 6 | |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1 | 7 | 1,249,147. |

Part XII Qualifying Distributions (see page 25 of the instructions)

| | | | |
|----------|--|-----------|------------|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes | | |
| a | Expenses, contributions, gifts, etc - total from Part I, column (d), line 26 | 1a | 1,235,113. |
| 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 | 0. |
| 3 | Amounts set aside for specific charitable projects that satisfy the | | |
| a | Suitability test (prior IRS approval required) | 3a | 0. |
| b | Cash distribution test (attach the required schedule) | 3b | 0. |
| 4 | Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 1,235,113. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions) | 5 | 10,118. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 1,224,995. |

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

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

| | (a) Corpus | (b) Years prior to 2009 | (c) 2009 | (d) 2010 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2010 from Part XI, line 7 | | | | 1,249,147. |
| 2 Undistributed income, if any, as of the end of 2010 | | | | |
| a Enter amount for 2009 only | | | | |
| b Total for prior years 20 08, 20 07, 20 06 | | | | |
| 3 Excess distributions carryover, if any, to 2010 | | | | |
| a From 2005 | | | | |
| b From 2006 | | | | |
| c From 2007 | | | | |
| d From 2008 | | | | |
| e From 2009 41,879. | | | | |
| f Total of lines 3a through e | 41,879. | | | |
| 4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 1,235,113. | | | | |
| a Applied to 2009, but not more than line 2a | | | | |
| b Applied to undistributed income of prior years (Election required - see page 26 of the instructions) | | | | |
| c Treated as distributions out of corpus (Election required - see page 26 of the instructions) | | | | |
| d Applied to 2010 distributable amount | | | | 1,235,113. |
| e Remaining amount distributed out of corpus | | | | 0. |
| 5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a)) | 14,034. | | | 14,034. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 27,845. | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | | | |
| d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions | | | | |
| e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions | | | | |
| f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011 | | | | |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) | | | | |
| 8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions) | | | | |
| 9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a | 27,845. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2006 | | | | |
| b Excess from 2007 | | | | |
| c Excess from 2008 | | | | |
| d Excess from 2009 27,845. | | | | |
| e Excess from 2010 | | | | |

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

- 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)

Table with 5 columns: (a) 2010, (b) 2009, (c) 2008, (d) 2007, (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions from Part XII), 2d (Amounts included in line 2c not used directly for active conduct of exempt activities), 2e (Qualifying distributions made directly for active conduct of exempt activities), 3 (Alternative tests: Assets, Endowment, Support).

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 page 28 of 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).

ATTACHMENT 12

- 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
N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here [X] 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 page 28 of the 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 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 |
|---|--|--------------------------------------|-------------------------------------|-----------------|
| <p>a <i>Paid during the year</i></p> <p>ATTACHMENT 13</p> | | | | |
| Total | | | | ▶ 3a 1,230,000. |
| <p>b <i>Approved for future payment</i></p> | | | | |
| Total | | | | ▶ 3b |

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

2010

| | |
|---|---|
| Name of the organization J L FOUNDATION C/O J. ARTHUR GREENFIELD | Employer identification number 95-4129163 |
|---|---|

Organization type (check one)

Filers of:

Section:

- Form 990 or 990-EZ 501(c)() (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization
- Form 990-PF 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

| | |
|--|--|
| Name of organization J L FOUNDATION C/O J. ARTHUR GREENFIELD | Employer identification number 95-4129163 |
|--|--|

Part I Contributors (see instructions)

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | (d) Type of contribution |
|------------|--|--------------------------------|--|
| 1 | ROBERT LOVELACE ----- 2920 AMBY PLACE ----- HERMOSA BEACH, CA 90254 ----- | \$ ----- 700,000. | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| ----- | ----- ----- ----- | \$ ----- | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| ----- | ----- ----- ----- | \$ ----- | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| ----- | ----- ----- ----- | \$ ----- | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| ----- | ----- ----- ----- | \$ ----- | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| ----- | ----- ----- ----- | \$ ----- | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| ----- | ----- ----- ----- | \$ ----- | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |

Name of organization **J L FOUNDATION**
 C/O J. ARTHUR GREENFIELD

Employer identification number
 95-4129163

Part II Noncash Property (see instructions)

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---------------------|--|--|-------------------|
| 1 | 13,963.694 SHARES OF CAPITAL INCOME BUILDER CL F2 | \$ 700,000. | 10/28/2011 |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |

ATTACHMENT 1

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

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> |
|-------------------------------|---|--------------------------------------|
| CAPITAL INCOME BUILDER | 447,557. | 447,557. |
| CAPITAL WORLD GROWTH & INCOME | 180,553. | 180,553. |
| INVESTMENT COMPANY OF AMERICA | 127,190. | 127,190. |
| US GOVERNMENT SECURITIES FUND | 113,312. | 113,312. |
| TOTAL | <u>868,612.</u> | <u>868,612.</u> |

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> | <u>ADJUSTED NET INCOME</u> | <u>CHARITABLE PURPOSES</u> |
|--------------------------------|---|--------------------------------------|------------------------------------|--------------------------------|
| J. ARTHUR GREENFIELD & CO. LLP | 9,875. | 4,937. | | 4,938. |
| TOTALS | <u>9,875.</u> | <u>4,937.</u> | <u>0.</u> | <u>4,938.</u> |

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> |
|--------------------|---|--------------------------------------|
| CAPITAL GUARDIAN | 94,595. | 94,595. |
| TOTALS | <u>94,595.</u> | <u>94,595.</u> |

ATTACHMENT 4

FORM 990PF, PART I - TAXES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> |
|----------------------|---|--------------------------------------|
| FOREIGN TAX WITHHELD | 4,184. | 4,184. |
| EXCISE TAX | 30,000. | |
| TOTALS | <u>34,184.</u> | <u>4,184.</u> |

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS |
|-------------|---|
| RRF-1 FEE | 150. |
| FILING FEE | 25. |
| TOTALS | <u>175.</u> |

| CHARITABLE PURPOSES |
|------------------------|
| 150. |
| 25. |
| <u>175.</u> |

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

ATTACHMENT 6

| <u>DESCRIPTION</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|--------------------------------|------------------------------|-----------------------|
| U.S. GOVERNMENT SECURITIES FD. | 2,741,158. | 2,999,434. |
| US OBLIGATIONS TOTAL | <u>2,741,158.</u> | <u>2,999,434.</u> |

ATTACHMENT 7

FORM 990PF, PART II - OTHER INVESTMENTS

| <u>DESCRIPTION</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|--------------------------------|------------------------------|-----------------------|
| CAPITAL INCOME BUILDER | 10,190,630. | 10,633,691. |
| CAPITAL WORLD GWTH & INCOME FD | 5,585,293. | 5,787,897. |
| INVESTMENT COMPANY OF AMERICA | 4,440,622. | 5,443,618. |
| NEW WORLD FUND | 0. | 0. |
| TOTALS | <u>20,216,545.</u> | <u>21,865,206.</u> |

ATTACHMENT 8

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

DESCRIPTION

AMOUNT

DIFFERENCE BETWEEN BOOK VALUE OF DONATED
STOCK AND FMV ON DATE OF GIFT

321,251.

TOTAL

321,251.

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 9

| <u>NAME AND ADDRESS</u> | <u>DATE</u> | <u>DIRECT PUBLIC SUPPORT</u> |
|---|-------------|--------------------------------------|
| ROBERT LOVELACE 2920 AMBY PLACE HERMOSA BEACH, CA 90254 | 10/28/2011 | 700,000. |
| <u>TOTAL CONTRIBUTION AMOUNTS</u> | | <u>700,000.</u> |

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

ATTACHMENT 10

| <u>NAME AND ADDRESS</u> | <u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u> | <u>COMPENSATION</u> | <u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u> | <u>EXPENSE ACCT AND OTHER ALLOWANCES</u> |
|--|---|---------------------|--|--|
| JAMES B. LOVELACE 333 S. HOPE STREET LOS ANGELES, CA 90071 | PRESIDENT/TRUSTEE 1.00 | 0. | 0. | 0. |
| JEFFREY K. LOVELACE 333 S. HOPE STREET LOS ANGELES, CA 90071 | SECRETARY/TRUSTEE 1.00 | 0. | 0. | 0. |
| ROBERT W. LOVELACE 333 S. HOPE STREET LOS ANGELES, CA 90071 | TREASURER/TRUSTEE 1.00 | 0. | 0. | 0. |
| <u>GRAND TOTALS</u> | | <u>0.</u> | <u>0.</u> | <u>0.</u> |

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 11

| <u>NAME AND ADDRESS</u> | <u>TYPE OF SERVICE</u> | <u>COMPENSATION</u> |
|---|------------------------|---------------------|
| CAPITAL GUARDIAN 333 S. HOPE STREET LOS ANGELES, CA 90071 | INVESTMENT ADVISORY | 94,595. |
| TOTAL COMPENSATION | | <u>94,595.</u> |

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

JAMES B. LOVELACE
ROBERT W. LOVELACE

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND | | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|--|--|--|---|----------|
| | FOUNDATION STATUS OF RECIPIENT | | | |
| LEARNING RIGHTS LAW CENTER 205 S. BROADWAY SUITE 1008 LOS ANGELES, CA 90012 | NONE SECTION 501(C)(3) | | TIGER PROGRAM/ASSESSMENT FUND | 25,000. |
| VALUE SCHOOLS 950 W. WASHINGTON BLVD. LOS ANGELES, CA 90015 | NONE SECTION 501(C)(3) | | RENOVATIONS OF DOWNTOWN VALUE SCHOOL | 75,000. |
| PRINCETON UNIVERSITY 41 WILLIAM STREET PRINCETON, NJ 08543-5357 | NONE SECTION 501(C)(3) | | CULTURAL ENRICHMENT EXCURSIONS TEACHING FELLOWS | 100,000. |
| CALIFORNIA INSTITUTE OF THE ARTS 24700 MCBEAN PKWY VALENCIA, CA 91355 | NONE SECTION 501(C)(3) | | COMMUNITY ARTS PARTNERSHIP PROGRAM | 100,000. |
| VISTA DEL MAR CHILD AND FAMILY SERVICES 3200 MOTOR AVENUE LOS ANGELES, CA 90034 | NONE SECTION 501(C)(3) | | ARTS ENRICHMENT PROGRAM | 40,000. |
| PACIFIC COUNCIL ON INTERNATIONAL POLICY 801 S. FIGUEROA STREET SUITE 1130 LOS ANGELES, CA 90017 | NONE SECTION 501(C)(3) | | EXPANSION OF SOCIAL MEDIA INITIATIVE | 25,000. |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR | | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|--|---|--------------------------------|---|----------|
| | AND | FOUNDATION STATUS OF RECIPIENT | | |
| UCLA FOUNDATION 2043 MOORE HALL LOS ANGELES, CA 90095-1521 | NONE | SECTION 501 (C) (3) | ENDOWED SCHOLARSHIP | 75,000. |
| COLORADO SPRINGS SCHOOL 21 BROADMOOR AVENUE COLORADO SPRINGS, CO 80906 | NONE | SECTION 501 (C) (3) | GLOBAL LEADERSHIP AND INGENUITY INSTITUTE | 140,000. |
| AUTISM SPEAKS 5455 WILSHIRE BLVD, SUITE 2250 LOS ANGELES, CA 90036 | NONE | SECTION 501 (C) (3) | RESEARCH PROJECT | 100,000. |
| THE NATURE CONSERVANCY 2424 SPRUCE STREET BOULDER, CO 80302 | NONE | SECTION 501 (C) (3) | COLORADO PRO-ACTION FUND | 200,000. |
| PARDEE-RAND GRADUATE SCHOOL 1776 MAIN STREET SANTA MONICA, CA 90407 | NONE | SECTION 501 (C) (3) | DISSERTATION | 50,000. |
| IDYLLWILD ARTS FOUNDATION 5250 TEMECULA ROAD IDYLLWILD, CA 92549 | NONE | SECTION 501 (C) (3) | ACADEMIC SCHOLARSHIPS | 100,000. |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|--|---|----------|
| LA PLAZA DE CULTURA Y ARTES 501 NORTH MAIN STREET LOS ANGELES, CA 90012 | NONE SECTION 501(C) (3) | INAUGURAL GALA/EDUCATION PROGRAM | 10,000. |
| THE CHILDREN'S CLINIC 2790 ATLANTIC AVENUE LONG BEACH, CA 90806 | NONE SECTION 501(C) (3) | INTEGRATED BEHAVIORAL HEALTH SERVICES | 50,000. |
| DA VINCI SCHOOLS 13500 AVIATION BLVD. HAWTHORNE, CA 90250 | NONE SECTION 501(C) (3) | EARLY COLLEGE PROGRAM | 100,000. |
| THE NATURE CONSERVANCY 2424 SPRUCE STREET BOULDER, CO 80302 | NONE SECTION 501(C) (3) | MAYA MOSAICS: PROTECTING THE YUCATAN PENINSULA'S NATURAL CAPITAL | 40,000. |

TOTAL CONTRIBUTIONS PAID 1,230,000.

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

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|--|---------------------------------|---|--------------------|--------------------------|------------------------------|--------------|-------------------------|-----------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 1,885,388. | | PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 1,638,437. | | | | | VARIOUS 246,951. | VARIOUS |
| TOTAL GAIN (LOSS) | | | | | | | <u>246,951.</u> | |