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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.

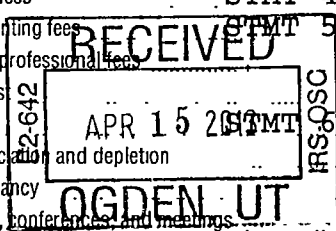
For calendar year 2010, or tax year beginning **DEC 1, 2010**, and ending **NOV 30, 2011**

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 THE GRACE HELEN SPEARMAN FOUNDATION | | A Employer identification number 76-0721677 |
| Number and street (or P O box number if mail is not delivered to street address) 3511 DIXIE CANYON PLACE | Room/suite | B Telephone number 818-995-4418 |
| City or town, state, and ZIP code SHERMAN OAKS, CA 91423 | | 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) \$ 14,554,446. | 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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|--|------------------------------------|---------------------------|-------------------------|---|
| Revenue | 1 Contributions, gifts, grants, etc., received | 14,557,692. | | | |
| | 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 | 87,490. | 37,501. | 87,490. | STATEMENT 1 |
| | 5a Gross rents | 97,304. | 97,304. | 97,304. | STATEMENT 2 |
| | b Net rental income or (loss) 44,704. | | | | STATEMENT 3 |
| | 6a Net gain or (loss) from sale of assets not on line 10 | <10,491.> | | | |
| | b Gross sales price for all assets on line 6a 4,659,377. | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 0. | | |
| | 8 Net short-term capital gain | | | N/A | |
| | 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 | 14,731,995. | 134,805. | 184,794. | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | 115,367. | 104,230. | 115,367. | 11,137. |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees STMT 4 | 33,477. | 33,477. | 33,477. | 0. |
| | b Accounting fees STMT 5 | 2,250. | 2,250. | 2,250. | 0. |
| | c Other professional fees | | | | |
| | 17 Interest | | | | |
| | 18 Taxes STMT 6 | 135. | 135. | 135. | 0. |
| | 19 Depreciation and depletion | 12,433. | 12,433. | 12,433. | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| 23 Other expenses STMT 7 | 86,820. | 86,820. | 86,820. | 0. | |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | 250,482. | 239,345. | 250,482. | 11,137. | |
| 25 Contributions, gifts, grants paid | 35,245. | | | 35,245. | |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 285,727. | 239,345. | 250,482. | 46,382. | |
| 27 Subtract line 26 from line 12: | | | | | |
| a Excess of revenue over expenses and disbursements | 14,446,268. | | | | |
| b Net investment income (if negative, enter -0-) | | 0. | | | |
| c Adjusted net income (if negative, enter -0-) | | | 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 | | Beginning of year | End of year | | |
|-----------------------------|--|---|-------------------|-----------------------|-------------|-------------|------------|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value | | | |
| Assets | 1 | Cash - non-interest-bearing | | 33,902. | 2,049,035. | 2,049,035. | |
| | 2 | Savings and temporary cash investments | | | | | |
| | 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 10 | | 0. | 3,329,114. | 3,269,091. |
| | c | Investments - corporate bonds | STMT 11 | | 0. | 1,070,412. | 1,026,320. |
| 11 | Investments - land, buildings, and equipment, basis | | 2,575,000. | | | | |
| | Less accumulated depreciation | STMT 9 | | | 2,441,338. | 2,575,000. | |
| 12 | Investments - mortgage loans | | | | | | |
| 13 | Investments - other | | | | | | |
| 14 | Land, buildings, and equipment, basis | | 5,635,000. | | | | |
| | Less accumulated depreciation | | | 0. | 5,635,000. | 5,635,000. | |
| 15 | Other assets (describe) | | | | | | |
| 16 | Total assets (to be completed by all filers) | | | 33,902. | 14,524,899. | 14,554,446. | |
| 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) | | SECURITY DEPOSITS | 0. | 44,729. | | |
| 23 | Total liabilities (add lines 17 through 22) | | | 0. | 44,729. | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | | | | |
| | 24 | Unrestricted | | 33,902. | 14,480,170. | | |
| | 25 | Temporarily restricted | | | | | |
| | 26 | Permanently restricted | | | | | |
| | Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31. | | | | | | |
| | 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 | | | | | | |
| 30 | Total net assets or fund balances | | | 33,902. | 14,480,170. | | |
| 31 | Total liabilities and net assets/fund balances | | | 33,902. | 14,524,899. | | |

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 | 33,902. |
| 2 | Enter amount from Part I, line 27a | 2 | 14,446,268. |
| 3 | Other increases not included in line 2 (itemize) | 3 | 0. |
| 4 | Add lines 1, 2, and 3 | 4 | 14,480,170. |
| 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 | 14,480,170. |

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 PUBLICLY TRADED SECURITIES | D | VARIOUS | VARIOUS |
| b CAPITAL GAINS DIVIDENDS | | | |
| 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 4,650,798. | | 4,669,868. | <19,070.> |
| b 8,579. | | | 8,579. |
| c | | | |
| d | | | |
| e | | | |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---|--------------------------------------|---|---|
| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | |
| a | | | <19,070.> |
| b | | | 8,579. |
| 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 | <10,491.> |
| 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 | <19,070.> |

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 | | | |
| 2008 | | | |
| 2007 | | | |
| 2006 | | | |
| 2005 | | | |

| | |
|---|---|
| 2 Total of line 1, column (d) | 2 |
| 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 |
| 4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 | 4 |
| 5 Multiply line 4 by line 3 | 5 |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 |
| 7 Add lines 5 and 6 | 7 |
| 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 |

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

| | | | |
|---------------------|---|----|------|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b | 1 | 0. |
| c | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 2 | 0. |
| 3 | Add lines 1 and 2 | 3 | 0. |
| 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 | 0. |
| 6 Credits/Payments: | | | |
| a | 2010 estimated tax payments and 2009 overpayment credited to 2010 | 6a | |
| 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 TAX PAID W/ O.R. 141. | 7 | 141. |
| 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 | |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 141. |
| 11 | Enter the amount of line 10 to be: Credited to 2011 estimated tax 141. Refunded | 11 | 0. |

Part VII-A Statements Regarding Activities

| | Yes | No |
|----|-----|-----|
| 1a | | X |
| 1b | | X |
| 1c | | X |
| 2 | | X |
| 3 | | X |
| 4a | | X |
| 4b | | N/A |
| 5 | | X |
| 6 | | X |
| 7 | X | |
| 8a | | |
| 8b | X | |
| 9 | | X |
| 10 | | X |

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 STEVEN TOBIN Telephone no. 818-995-4418
Located at 3511 DIXIE CANYON PLACE, SHERMAN OAKS, CA ZIP+4 91423
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
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? **6b** Yes No **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.

| (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 12 | | 115,367. | 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 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 | 4,192,846. |
| b | Average of monthly cash balances | 1b | 1,540,590. |
| c | Fair market value of all other assets | 1c | 1,417,068. |
| d | Total (add lines 1a, b, and c) | 1d | 7,150,504. |
| 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 | 7,150,504. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 107,258. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 7,043,246. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 352,162. |

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 | 352,162. |
| 2a | Tax on investment income for 2010 from Part VI, line 5 | 2a | |
| b | Income tax for 2010. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 0. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 352,162. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 352,162. |
| 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 | 352,162. |

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 | 46,382. |
| 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 | 46,382. |
| 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 | 0. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 46,382. |

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 | | | | 352,162. |
| 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 | 5,828. | | | |
| b From 2006 | 11,650. | | | |
| c From 2007 | 4,400. | | | |
| d From 2008 | 8,450. | | | |
| e From 2009 | 6,450. | | | |
| f Total of lines 3a through e | 36,778. | | | |
| 4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 46,382. | | | | |
| 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 | | | | 46,382. |
| 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)) | 36,778. | | | 36,778. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 0. | | | |
| 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 | | | | 269,002. |
| 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 | 0. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2006 | | | | |
| b Excess from 2007 | | | | |
| c Excess from 2008 | | | | |
| d Excess from 2009 | | | | |
| e Excess from 2010 | | | | |

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 | | (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:

Schedule of Contributors

2010

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

Name of the organization

THE GRACE HELEN SPEARMAN FOUNDATION

Employer identification number

76-0721677

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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

Employer identification number

THE GRACE HELEN SPEARMAN FOUNDATION

76-0721677

Part I Contributors (see instructions)

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | (d) Type of contribution |
|------------|--|--------------------------------|---|
| 1 | ESTATE OF GRACE H. SPEARMAN 3511 DIXIE CANYON SHERMAN OAKS, CA 91423 | \$ 672,928. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 2 | ESTATE OF GRACE H. SPEARMAN 3511 DIXIE CANYON SHERMAN OAKS, CA 91423 | \$ 1,828,808. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 3 | ESTATE OF GRACE H. SPEARMAN 3511 DIXIE CANYON SHERMAN OAKS, CA 91423 | \$ 2,837,707. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 4 | ESTATE OF GRACE H. SPEARMAN 3511 DIXIE CANYON SHERMAN OAKS, CA 91423 | \$ 125,328. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 5 | ESTATE OF GRACE H. SPEARMAN 3511 DIXIE CANYON SHERMAN OAKS, CA 91423 | \$ 1,046,860. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 6 | ESTATE OF GRACE H. SPEARMAN 3511 DIXIE CANYON SHERMAN OAKS, CA 91423 | \$ 107,088. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.) |

Name of organization

Employer identification number

THE GRACE HELEN SPEARMAN FOUNDATION

76-0721677

Part I Contributors (see instructions)

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | (d) Type of contribution |
|------------|--|--------------------------------|---|
| 7 | ESTATE OF GRACE H. SPEARMAN 3511 DIXIE CANYON SHERMAN OAKS, CA 91423 | \$ 3,060,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 8 | ESTATE OF GRACE H. SPEARMAN 3511 DIXIE CANYON SHERMAN OAKS, CA 91423 | \$ 1,800,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 9 | ESTATE OF GRACE H. SPEARMAN 3511 DIXIE CANYON SHERMAN OAKS, CA 91423 | \$ 3,350,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 10 | ESTATE OF GRACE H. SPEARMAN 3511 DIXIE CANYON SHERMAN OAKS, CA 91423 | \$ 89,587. | Person <input checked="" 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.) |

| | |
|--|---|
| Name of organization THE GRACE HELEN SPEARMAN FOUNDATION | Employer identification number 76-0721677 |
|--|---|

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 |
|------------------------------|--|--|----------------------|
| 2 | <u>PUBLICLY TRADED SECURITIES</u> _____ _____ | \$ <u>1,828,808.</u> | <u>12/31/10</u> |
| 3 | <u>MUNICIPAL BONDS</u> _____ _____ | \$ <u>2,837,707.</u> | <u>12/31/10</u> |
| 4 | <u>MUNICIPAL BONDS</u> _____ _____ | \$ <u>125,328.</u> | <u>01/04/11</u> |
| 5 | <u>MUNICIPAL BONDS</u> _____ _____ | \$ <u>1,046,860.</u> | <u>09/22/11</u> |
| 6 | <u>MUNICIPAL BONDS</u> _____ _____ | \$ <u>107,088.</u> | <u>10/17/11</u> |
| 7 | <u>141 ACRES - VACANT LAND</u> <u>PERRIS, CA</u> <u>RIVERSIDE COUNTY</u> | \$ <u>3,060,000.</u> | <u>12/01/10</u> |

Name of organization

Employer identification number

THE GRACE HELEN SPEARMAN FOUNDATION

76-0721677

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 |
|------------------------------|---|--|----------------------|
| 8 | 8 UNITS - RESIDENTIAL RENTAL 248 S REEVES BEVERLY HILLS, A 90212 | \$ 1,800,000. | 12/01/10 |
| 9 | COMMERCIAL RENTAL 7956 W 3RD STREET LOS ANGELES, CA 90048 | \$ 3,350,000. | 12/01/10 |
| 10 | PROPERTY MANAGEMENT RENTAL ACCOUNTS RECEIVABLE (NET OF SECURITY DEPOSITS OF \$45,604) | \$ 89,587. | 09/30/11 |
| | | \$ | |
| | | \$ | |
| | | \$ | |

Name of organization

Employer identification number

THE GRACE HELEN SPEARMAN FOUNDATION

76-0721677

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---------------------|---------------------|-----------------|-------------------------------------|
| | | | |

| (e) Transfer of gift | |
|---|--|
| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
| | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---------------------|---------------------|-----------------|-------------------------------------|
| | | | |

| (e) Transfer of gift | |
|---|--|
| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
| | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---------------------|---------------------|-----------------|-------------------------------------|
| | | | |

| (e) Transfer of gift | |
|---|--|
| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
| | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---------------------|---------------------|-----------------|-------------------------------------|
| | | | |

| (e) Transfer of gift | |
|---|--|
| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
| | |

2010 DEPRECIATION AND AMORTIZATION REPORT

RENT 1

| Asset No | Description | Date Acquired | Method | Life | Conv | Line No | Unadjusted Cost Or Basis | Bus % Excl | Section 179 Expense | * Reduction In Basis | Basis For Depreciation | Beginning Accumulated Depreciation | Current Sec 179 Expense | Current Year Deduction | Ending Accumulated Depreciation |
|----------|--|---------------|--------|-------|------|---------|--------------------------|------------|---------------------|----------------------|------------------------|------------------------------------|-------------------------|------------------------|---------------------------------|
| 1 | 248 S. REEVES BEVERLY HILLS, CA 90212 | 09/28/11 | SL | 27.50 | MM | 19H | 900,000. | | | | 900,000. | 53,182. | | 5,455. | 58,637. |
| 2 | 7956 W 3RD STREET LOS ANGELES, CA 90048 | 09/28/11 | ADS | 40.00 | HY | 20C1 | 1,675,000. | | | | 1,675,000. | 68,047. | | 6,978. | 75,025. |
| | * TOTAL 990-PF RENTAL DEPR | | | | | | 2,575,000. | | | | 2,575,000. | 121,229. | | 12,433. | 133,662. |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|-------------------------------------|--------------|-------------------------|-------------------|
| U.S. TRUST - NOMINEE | 46,080. | 8,579. | 37,501. |
| U.S. TRUST - NOMINEE | 83,254. | 0. | 83,254. |
| U.S. TRUST - NOMINEE - AMORTIZATION | <33,265.> | 0. | <33,265.> |
| TOTAL TO FM 990-PF, PART I, LN 4 | 96,069. | 8,579. | 87,490. |

FORM 990-PF RENTAL INCOME STATEMENT 2

| KIND AND LOCATION OF PROPERTY | ACTIVITY NUMBER | GROSS RENTAL INCOME |
|---------------------------------------|-----------------|---------------------|
| | 1 | 97,304. |
| TOTAL TO FORM 990-PF, PART I, LINE 5A | | 97,304. |

FORM 990-PF RENTAL EXPENSES STATEMENT 3

| DESCRIPTION | ACTIVITY NUMBER | AMOUNT | TOTAL |
|---|-----------------|---------|---------|
| DEPRECIATION | | 12,433. | |
| RENTAL EXPENSES | | 40,167. | |
| - SUBTOTAL - | 1 | | 52,600. |
| TOTAL RENTAL EXPENSES | | | 52,600. |
| NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B | | | 44,704. |

| FORM 990-PF | LEGAL FEES | | | STATEMENT | 4 |
|----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES | |
| COX, CASTLE, & NICHOLSON | 31,570. | 31,570. | 31,570. | 0. | |
| SIDLEY AUSTIN | 1,907. | 1,907. | 1,907. | 0. | |
| TO FM 990-PF, PG 1, LN 16A | 33,477. | 33,477. | 33,477. | 0. | |

| FORM 990-PF | ACCOUNTING FEES | | | STATEMENT | 5 |
|--|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES | |
| VICTOR M. CRISOSTOMO ACCOUNTANCY CORP | 2,250. | 2,250. | 2,250. | 0. | |
| TO FORM 990-PF, PG 1, LN 16B | 2,250. | 2,250. | 2,250. | 0. | |

| FORM 990-PF | TAXES | | | STATEMENT | 6 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES | |
| TAXES AND LICENSES | 135. | 135. | 135. | 0. | |
| TO FORM 990-PF, PG 1, LN 18 | 135. | 135. | 135. | 0. | |

| FORM 990-PF | OTHER EXPENSES | | | STATEMENT | 7 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES | |
| BANK CHARGES | 44,503. | 44,503. | 44,503. | 0. | |
| INSURANCE | 2,150. | 2,150. | 2,150. | 0. | |
| RENTAL EXPENSES | 40,167. | 40,167. | 40,167. | 0. | |
| TO FORM 990-PF, PG 1, LN 23 | 86,820. | 86,820. | 86,820. | 0. | |

FOOTNOTES

STATEMENT 8

THIS RETURN IS BEING AMENDED TO CORRECT AMOUNTS REPORTED ON THE ORIGINAL RETURN FOR CONTRIBUTIONS, GROSS RENTS, NET LOSS FROM SALE OF SECURITIES, VARIOUS ITEMS OF OPERATING AND ADMINISTRATIVE EXPENSES AS WELL AS BALANCE SHEET ITEMS. SCHEDULE B IS ALSO BEING AMENDED TO REFLECT CORRECT AMOUNTS.

FORM 990-PF DEPRECIATION OF ASSETS HELD FOR INVESTMENT STATEMENT 9

| DESCRIPTION | COST OR OTHER BASIS | ACCUMULATED DEPRECIATION | BOOK VALUE | FAIR MARKET VALUE |
|--|------------------------|-----------------------------|-------------------|----------------------|
| 248 S. REEVES BEVERLY HILLS, CA 90212 | 900,000. | 58,637. | 841,363. | 900,000. |
| 7956 W 3RD STREET LOS ANGELES, CA 90048 | 1,675,000. | 75,025. | 1,599,975. | 1,675,000. |
| TO 990-PF, PART II, LN 11 | <u>2,575,000.</u> | <u>133,662.</u> | <u>2,441,338.</u> | <u>2,575,000.</u> |

FORM 990-PF CORPORATE STOCK STATEMENT 10

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|-------------------|----------------------|
| MUTUAL FUNDS | 2,829,114. | 2,767,156. |
| HEDGE FUNDS | 500,000. | 501,935. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | <u>3,329,114.</u> | <u>3,269,091.</u> |

FORM 990-PF CORPORATE BONDS STATEMENT 11

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|-------------------|----------------------|
| BOND FUNDS | 1,070,412. | 1,026,320. |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | <u>1,070,412.</u> | <u>1,026,320.</u> |

FORM 990-PF

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

STATEMENT 12

| NAME AND ADDRESS | TITLE AND AVRG HRS/WK | COMPEN- SATION | EMPLOYEE BEN PLAN CONTRIB | EXPENSE ACCOUNT |
|---|-------------------------------|-------------------|------------------------------|--------------------|
| STEVEN TOBIN 3511 DIXIE CANYON PLACE SHERMAN OAKS, CA 91423 | PRESIDENT & DIRECTOR 40.00 | 111,367. | 0. | 0. |
| DIRK ETCHISON 6755 TYRONE AVENUE VAN NUYS, CA 91405 | DIRECTOR 2.00 | 2,000. | 0. | 0. |
| KEN RANDMAN 5254 EDGEWARE DRIVE CALABASAS, CA 91301 | DIRECTOR 2.00 | 2,000. | 0. | 0. |
| ALMA BANAUELOS 515 S. FLOWER STREET #2700 LOS ANGELES, CA 90071 | DIRECTOR 0.00 | 0. | 0. | 0. |
| JOHN OSTLER 515 S. FLOWER STREET #2700 LOS ANGELES, CA 90071 | DIRECTOR 0.00 | 0. | 0. | 0. |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII | | 115,367. | 0. | 0. |

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 13

| RECIPIENT NAME AND ADDRESS | RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT | RECIPIENT STATUS | AMOUNT |
|--|--|---------------------|--------|
| UNIVERSITY CHRISTIAN CHURCH 1901 NW BLUE PARKWAY UNITY VILLAGE, MO 64065 | NONE RELIGIOUS | EXEMPT | 2,000. |
| NATIONAL MS SOCIETY 2440 S SEPULVEDA #115 LOS ANGELES, CA 90064 | NONE MEDICAL RESEARCH | EXEMPT | 1,500. |
| AIDS LIFE CYCLE 909 S FAIR OAKS AVENUE PASADENA, CA 91105 | NONE HUMANITARIAN/RESEARCH | EXEMPT | 2,000. |
| BOY SCOUTS OF AMERICA 16525 SHERMAN WAY #C8 VAN NUYS, CA 91406 | NONE HUMANITARIAN | EXEMPT | 350. |
| DESERT CANCER FOUNDATION 74091 LARREA STREET PALM DESERT, CA 92260 | NONE MEDICAL RESEARCH | EXEMPT | 1,000. |
| HAIG IT UP 12930 VENTURA BLVD #58 STUDIO CITY, CA 91604 | NONE HUMANITARIAN | EXEMPT | 1,500. |
| ANGELES CHORALE 20929 VENTURA BLVD. #47 WOODLAND HILLS, CA 91364 | NONE HUMANITARIAN | EXEMPT | 2,000. |
| ARTHRITIS FOUNDATION PO BOX 76129 LOS ANGELES, CA 90076 | NONE HUMANITARIAN/MEDICAL | EXEMPT | 100. |

| | | | |
|---|--------------------------|--------|---------|
| GOFARR CHILDRENS HOSPITAL 4650 SUNSET BLVD. LOS ANGELES, CA 90027 | NONE MEDICAL RESEARCH | EXEMPT | 500. |
| GUIDE DOGS OF AMERICA 13445 GLENOAKS BLVD. SYLMAR, CA 91342 | NONE HUMANITARIAN | EXEMPT | 1,500. |
| HOUSE OF HOPE 1115 N. NORMANDIE AVENUE LOS ANGELES, CA 90029 | NONE HUMANITARIAN | EXEMPT | 1,000. |
| INTERNATIONAL CHILDRENS HEART FOUNDATION 2821 EMERYWOOD PARKWAY RICHMOND, VA 23294 | NONE MEDICAL RESEARCH | EXEMPT | 1,000. |
| L.A. HABILITATION HOUSE INC. 20141 SAN GABRIEL AVENUE LONG BEACH, CA 90810 | NONE HUMANITARIAN | EXEMPT | 12,000. |
| MAMAS KITCHEN 1875 SECOND AVENUE SAN DIEGO, CA 92101 | NONE HUMANITARIAN | EXEMPT | 1,000. |
| MUNCIE CIVIC THEATER 216 E. MAIN STREET MUNCIE, IN 47305 | NONE HUMANITARIAN | EXEMPT | 1,500. |
| PROJECT ANGEL FOOD 7574 SUNSET BLVD. LOS ANGELES, CA 90046 | NONE HUMANITARIAN | EXEMPT | 100. |
| TREVOR PROJECT INC. 8704 SANTA MONICA BLVD. WEST HOLLYWOOD, CA 90069 | NONE HUMANITARIAN | EXEMPT | 1,000. |
| WOMENS ODYSSEY HOUSE 20830 PARTHENIA STREET CANOGA PARK, CA 91306 | NONE HUMANITARIAN | EXEMPT | 3,500. |

CHILDREN'S BUREAU NONE
 1910 MAGNOLIA AVENUE LOS HUMANITARIAN
 ANGELES, CA 90007

EXEMPT 1,000.

ASSOCIATION OF SMALL FOUNDATIONS NONE
 1720 N STREET, NW WASHINGTON, CHARITABLE
 DC 20036 ORGANIZATION

EXEMPT 695.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

35,245.

4562

Form

Depreciation and Amortization RENT (Including Information on Listed Property)

1

OMB No 1545-0172

2010

Attachment Sequence No 67

Department of the Treasury Internal Revenue Service (99)

See separate instructions. Attach to your tax return.

Name(s) shown on return

Business or activity to which this form relates

Identifying number

THE GRACE HELEN SPEARMAN FOUNDATION

76-0721677

Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I.

Table with 13 rows for Section 179 election. Line 1: 500,000. Line 3: 2,000,000. Line 7: 7. Line 13: 13.

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)

Table with 3 rows for Part II. Line 14, 15, 16.

Part III MACRS Depreciation (Do not include listed property) (See instructions.)

Section A

Table with 2 rows for Section A. Line 17, 18.

Section B - Assets Placed in Service During 2010 Tax Year Using the General Depreciation System

Table with 7 columns: (a) Classification of property, (b) Month and year placed in service, (c) Basis for depreciation, (d) Recovery period, (e) Convention, (f) Method, (g) Depreciation deduction. Includes rows for 3-year, 5-year, 7-year, 10-year, 15-year, 20-year, 25-year property, and residential/nonresidential real property.

Section C - Assets Placed in Service During 2010 Tax Year Using the Alternative Depreciation System

Table with 7 columns: (a) Class life, (b) Month and year placed in service, (c) Basis for depreciation, (d) Recovery period, (e) Convention, (f) Method, (g) Depreciation deduction. Includes rows for 12-year and 40-year property.

Part IV Summary (See instructions.)

Table with 3 rows for Part IV. Line 21, 22: 12,433. Line 23.

Part V

Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? Yes No 24b If "Yes," is the evidence written? Yes No

Table with columns (a) Type of property, (b) Date placed in service, (c) Business/investment use percentage, (d) Cost or other basis, (e) Basis for depreciation, (f) Recovery period, (g) Method/Convention, (h) Depreciation deduction, (i) Elected section 179 cost. Includes rows 25-29.

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

Table for Section B with columns (a) through (f) Vehicle. Rows 30-36 covering miles driven and personal use availability.

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

Table for Section C with rows 37-41 and Yes/No columns. Includes a note at the bottom.

Part VI Amortization

Table for Section C with columns (a) Description of costs, (b) Date amortization begins, (c) Amortizable amount, (d) Code section, (e) Amortization period or percentage, (f) Amortization for this year. Includes rows 42-44.

