Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , and ending

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: George Hoag Family Foundation

Number and street (or P O box number if mail is not delivered to street address): 2665 Main Street, Suite 220 — Room/suite: 220

City or town, state, and ZIP code: Santa Monica, CA 90405

A Employer identification number: 95-6006885

B Telephone number: (310) 664-1358

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: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 64,971,862.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)

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

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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	2,299,696.	2,299,696.		Statement 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<180,820.>			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 Total. Add lines 1 through 11	2,118,876.	2,299,696.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	249,096.	49,819.		199,277.
	14 Other employee salaries and wages	34,602.	6,920.		27,682.
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees Stmt 2	340,305.	333,879.		6,426.
	17 Interest				
	18 Taxes Stmt 3	42,130.	3,021.		8,964.
	19 Depreciation and depletion				
	20 Occupancy	29,820.	5,964.		23,856.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 4	10,328.	2,065.		8,263.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	706,281.	401,668.		274,468.
	25 Contributions, gifts, grants paid	1,705,000.			3,355,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	2,411,281.	401,668.		3,629,468.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<292,405.>			
	b **Net investment income** (if negative, enter -0-)		1,898,028.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	21,002.	7,679.	7,679.
	2 Savings and temporary cash investments	16,188,970.	1,218,707.	1,218,707.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations Stmt 6	14,942,522.	18,206,139.	18,206,139.
	b Investments - corporate stock Stmt 7	3,160,526.	5,320,913.	5,320,913.
	c Investments - corporate bonds Stmt 8	861,830.	1,656,364.	1,656,364.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 9	28,937,101.	38,562,060.	38,562,060.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	64,111,951.	64,971,862.	64,971,862.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable	12,150,000.	10,500,000.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	12,150,000.	10,500,000.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	51,961,951.	54,471,862.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	51,961,951.	54,471,862.	
	31 **Total liabilities and net assets/fund balances**	64,111,951.	64,971,862.	

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	51,961,951.
2	Enter amount from Part I, line 27a	2	<292,405.>
3	Other increases not included in line 2 (itemize) ▶ See Statement 5	3	2,802,316.
4	Add lines 1, 2, and 3	4	54,471,862.
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	54,471,862.

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	Various gains from sales of securities	P	Various	Various
b	Litigation recoveries (various securities)	P	Various	Various
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				<209,092.>
b				28,272.
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				<209,092.>
b				28,272.
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 <180,820.>

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

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	3,969,165.	74,900,696.	.052992
2007	3,787,633.	81,632,282.	.046399
2006	3,139,142.	76,765,632.	.040893
2005	3,555,117.	72,895,315.	.048770
2004	3,395,417.	70,922,046.	.047875

2	Total of line 1, column (d)	2	.236929
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	.047386
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	64,615,143.
5	Multiply line 4 by line 3	5	3,061,853.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	18,980.
7	Add lines 5 and 6	7	3,080,833.
8	Enter qualifying distributions from Part XII, line 4	8	3,629,468.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1				
Date of ruling or determination letter ________ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	18,980.
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	18,980.
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	18,980.
6 Credits/Payments				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	30,145.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	30,145.
8 Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached			8	97.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	11,068.
11 Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶	11,068.	Refunded ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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Part VII-A Statements Regarding Activities *(continued)*

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

Website address ▶ none

14 The books are in care of ▶ Michael B. Sedgwick, Treasurer Telephone no ▶(310) 395-8655

Located at ▶11601 Wilshire Boulevard, Ste. 500, Los Angeles, ZIP+4 ▶90025

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

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

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		X
	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 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____ , ____ , ____ , ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____ , ____ , ____ , ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 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 2009.)*	N/A	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 2009?		4b		X

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

5a During the year did the foundation pay or incur any amount to
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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 | 5b |
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X
If "Yes" to 6b, file Form 8870.
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 10		249,096.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	65,438,748.
b	Average of monthly cash balances		1b	160,382.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	65,599,130.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	65,599,130.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	983,987.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	64,615,143.
6	**Minimum investment return** Enter 5% of line 5		6	3,230,757.

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

1	Minimum investment return from Part X, line 6		1	3,230,757.
2a	Tax on investment income for 2009 from Part VI, line 5	2a 18,980.		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	18,980.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	3,211,777.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	3,211,777.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	3,211,777.

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	3,629,468.
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	3,629,468.
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	18,980.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	3,610,488.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				3,211,777.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			3,604,525.	
b Total for prior years ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 3,629,468.				
a Applied to 2008, but not more than line 2a			3,604,525.	
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 2009 distributable amount				24,943.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	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 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				3,186,834.
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 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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 2009, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
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

Charles W. Smith, (310) 664-1358
2665 Main Street, Ste. 220, Santa Monica, CA 90405

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

See Attached Statement

c Any submission deadlines

See Attached Statement

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

See Attached Statement

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Various - See Attached Schedule of Grants	None	Public Charity	See Attached Schedule of Grants	3355000.
Total			▶ 3a	3355000.
b Approved for future payment				
None				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	2,299,696.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	<180,820.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		2,118,876.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 2,118,876.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Charles W Smith [redacted]

Signature of officer or trustee

Paid Preparer's Use Only

Preparer's signature [redacted]

Firm's name (or yours if self-employed), address, and ZIP code: Sedgwick & Company 11601 Wilshire Boulevar[redacted]
Los Angeles, CA 90025

923622
02-02-10

Form 990-PF Dividends and Interest from Securities Statement 1

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Interest and dividends from various investments	2,299,696.	0.	2,299,696.
Total to Fm 990-PF, Part I, ln 4	2,299,696.	0.	2,299,696.

Form 990-PF Other Professional Fees Statement 2

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting and legal expense	8,032.	1,606.		6,426.
Investment counsel fees	332,273.	332,273.		0.
To Form 990-PF, Pg 1, ln 16c	340,305.	333,879.		6,426.

Form 990-PF Taxes Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise taxes	30,145.	0.		0.
State of CA taxes and fees	10.	0.		10.
Foreign taxes withheld on dividends reported on line 4	782.	782.		0.
Payroll taxes	11,193.	2,239.		8,954.
To Form 990-PF, Pg 1, ln 18	42,130.	3,021.		8,964.

Form 990-PF Other Expenses Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Insurance expense	3,865.	773.		3,092.
Dues and subscription	495.	99.		396.
Telephone expense	3,076.	615.		2,461.
Office expense	2,892.	578.		2,314.
To Form 990-PF, Pg 1, ln 23	10,328.	2,065.		8,263.

Form 990-PF Other Increases in Net Assets or Fund Balances Statement 5

Description	Amount
Unrealized gain on marketable securities	2,802,316.
Total to Form 990-PF, Part III, line 3	2,802,316.

Form 990-PF U.S. and State/City Government Obligations Statement 6

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
US Govt. Obligations, Mortgage and Asset Backed Securities-see att. schedule	X		18,206,139.	18,206,139.
Total U.S. Government Obligations			18,206,139.	18,206,139.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			18,206,139.	18,206,139.

Form 990-PF	Corporate Stock	Statement 7

Description	Book Value	Fair Market Value
Corporate Stock-see attached schedule	5,320,913.	5,320,913.
Total to Form 990-PF, Part II, line 10b	5,320,913.	5,320,913.

Form 990-PF	Corporate Bonds	Statement 8

Description	Book Value	Fair Market Value
Corporate Bonds-see attached schedule	1,656,364.	1,656,364.
Total to Form 990-PF, Part II, line 10c	1,656,364.	1,656,364.

Form 990-PF	Other Investments	Statement 9

Description	Valuation Method	Book Value	Fair Market Value
REIT	FMV	4,321,837.	4,321,837.
Mutual Funds-see attached schedule	FMV	33,909,944.	33,909,944.
Other investments-see attached schedule	FMV	330,279.	330,279.
Total to Form 990-PF, Part II, line 13		38,562,060.	38,562,060.

Form 990-PF Part VIII - List of Officers, Directors Trustees and Foundation Managers Statement 10

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
George Grant Hoag III 2665 Main Street, Ste. 220 Santa Monica, CA 90405	Vice President/CFO/Director 10.00	31,000.	0.	0.
Melinda Hoag Smith 2665 Main Street, Ste. 220 Santa Monica, CA 90405	President/CEO/Director 15.00	39,000.	0.	0.
Gwyn P. Parry 2665 Main Street, Ste. 220 Santa Monica, CA 90405	Director 5.00	6,000.	0.	0.
Michael B. Sedgwick 2665 Main Street, Ste. 220 Santa Monica, CA 90405	Treasurer 10.00	30,400.	0.	0.
Charles W. Smith 2665 Main Street, Ste. 220 Santa Monica, CA 90405	Secretary/Executive Director 40.00	124,696.	0.	0.
Michael D. Stephens 2665 Main Street, Ste. 220 Santa Monica, CA 90405	Director 5.00	6,000.	0.	0.
John L. Curci 2665 Main Street, Ste. 220 Santa Monica, CA 90405	Director 5.00	6,000.	0.	0.
John G. Ebey 2665 Main Street, Ste. 220 Santa Monica, CA 90405	Director 5.00	6,000.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		249,096.	0.	0.

CITY NATIONAL BANK
The way up

ASSETS
Detail

DESCRIPTION (ASSET ID)	SHARES/ PAR VALUE	MARKET PRICE ($)	MARKET VALUE ($)	% OF ASSETS	COST BASIS ($)	COST PER UNIT ($)	UNREALIZED G/L ($)	EST. ANNUAL INCOME ($)	ACCRUED INCOME ($)	(%) YIELD
Cash and Cash Equivalents										
MONEY MARKET SWEEP FUNDS										
CNI CHARTER FDS GOVT FD INSTL CL AVERAGE INCOME YIELD @ MARKET, DECEMBER 2009 0 050% (CNIXX)	28,876 17	1 000	28,876 17	1 17	28,876 17	1 000		14	2	0 1
Total MONEY MARKET SWEEP FUNDS			$28,876 17	1.17%	$28,876 17			$14	$2	
Total Cash and Cash Equivalents			$28,876 17	1 17%	$28,876 17			$14	$2	
Equity										
DOMESTIC COMMON & FOREIGN STOCK										
3M COMPANY COM (MMM)	900 00	82 670	74,403 00	3 01	33,942 29	37 714	40,460 71	1,836		2 5
AIR PRODUCTS & CHEMICALS INC COM (APD)	800 00	81 060	64,848 00	2 63	31,461 85	39 327	33,386 15	1,440	360	2 2
AMERICAN EXPRESS CO COM (AXP)	1,600 00	40 520	64,832 00	2 63	69,328 44	43 330	-4,496 44	1,152		1 8
AUTOMATIC DATA PROCESSING INC COM (ADP)	900 00	42 820	38,538 00	1 56	34,472 83	38 303	4,065 17	1,224	306	3 2
BOEING COMPANY COM (BA)	1,000 00	54 130	54,130 00	2 19	13,311 00	13 311	40,819 00	1,680		3 1
BP PLC SPONS ADR (BP)	1,200 00	57 970	69,564 00	2 82	32,747 94	27 290	36,816 06	4,032		5 8
CANON INC ADR (CAJ)	700 00	42 320	29,624 00	1 20	24,327 33	34 753	5,296 67	744		2 5

George Hoag Family Foundation .
FEIN 95-6006885
Attachment to Form 990-PF
Part II Line 10,13

CITY NATIONAL BANK
The way up

ASSETS | Detail | Continued

DESCRIPTION (ASSET ID)	SHARES/ PAR VALUE	X	MARKET PRICE ($)	=	MARKET VALUE ($)	% OF ASSETS	COST BASIS ($)	COST PER UNIT ($)	UNREALIZED G/L ($)	EST. ANNUAL INCOME ($)	ACCRUED INCOME ($)	(%) YIELD
CATERPILLAR INC COM (CAT)	1,400 00		56 990		79,786 00	3 23	54,774 17	39 124	25,011 83	2,352		3 0
CHEVRON CORP COM (CVX)	900 00		76 990		69,291 00	2 81	34,589 00	38 432	34,702 00	2,448		3 5
CISCO SYSTEMS INC COM (CSCO)	3,200 00		23 940		76,608 00	3 10	86,262 00	26 957	-9,654 00			
COSTCO WHOLESALE CORP NEW COM (COST)	900 00		59 170		53,253 00	2 16	33,443 35	37 159	19,809 65	648		1 2
FEDEX CORP COM (FDX)	800 00		83 450		66,760 00	2 71	44,279 39	55 349	22,480 61	352	88	0 5
GENERAL DYNAMICS CORP COM (GD)	600 00		68 170		40,902 00	1 66	28,383 00	47 305	12,519 00	912		2 2
GENERAL ELECTRIC CO COM (GE)	3,400 00		15 130		51,442.00	2 08	13,619 37	4 006	37,822.63	1,360	340	2 6
INTEL CORP COM (INTC)	3,100 00		20 400		63,240 00	2 56	56,466 06	18 215	6,773 94	1,736		2 7
JOHNSON & JOHNSON COM (JNJ)	900 00		64 410		57,969 00	2 35	3,359 54	3 733	54,609 46	1,764		3 0
JPMORGAN CHASE & CO COM NEW (JPM)	1,800 00		41 670		75,006 00	3 04	31,241 79	17 357	43,764 21	360		0 5
KIMBERLY CLARK CORP COM (KMB)	900 00		63 710		57,339 00	2 32	37,714.50	41 905	19,624 50	2,160	540	3 8
LOWES COS INC COM (LOW)	2,800 00		23 390		65,492 00	2 65	57,566 36	20 559	7,925 64	1,008		1 5
MANPOWER INC WIS COM (MAN)	1,100 00		54 580		60,038 00	2 43	59,184 69	53 804	853 31	814		1 4
MCDONALDS CORP COM (MCD)	1,100 00		62 440		68,684 00	2 78	18,170 04	16 518	50,513 96	2,420		3 5
MEDTRONIC INC COM (MDT)	1,600 00		43 980		70,368 00	2 85	81,200 00	50 750	-10,832 00	1,312		1 9

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CITY NATIONAL BANK
The way up

ASSETS | Detail | Continued

DESCRIPTION (ASSET ID)	SHARES/ PAR VALUE x	MARKET PRICE ($) =	MARKET VALUE ($)	% OF ASSETS	COST BASIS ($)	COST PER UNIT ($)	UNREALIZED G/L ($)	EST. ANNUAL INCOME ($)	ACCRUED INCOME ($)	(%) YIELD
MICROSOFT CORP COM (MSFT)	2,800 00	30 480	85,344 00	3 46	71,599 59	25 571	13,744 41	1,456		1 7
NIKE INC CL B (NKE)	1,100 00	66 070	72,677 00	2 94	61,721 00	56 110	10,956 00	1,188	297	1 6
NOKIA CORP SPONS ADR (NOK)	3,800 00	12 850	48,830 00	1 98	71,589 81	18 839	-22,759 81	1,493		3 1
OCCIDENTAL PETROLEUM CORP COM (OXY)	600 00	81 350	48,810 00	1 98	48,360 99	80 602	449 01	792	99	1 6
PAYCHEX INC COM (PAYX)	1,200 00	30 640	36,768 00	1 49	37,169 62	30.975	-401 62	1,488		4 1
PEPSICO INC COM (PEP)	1,100 00	60 800	66,880 00	2 71	51,805 88	47 096	15,074 12	1,980	495	3 0
PROCTER & GAMBLE CO COM (PG)	1,000 00	60 630	60,630 00	2 46	8,679 76	8 680	51,950 24	1,760		2 9
SCHLUMBERGER LTD N A ADR (SLB)	1,100 00	65 090	71,599 00	2 90	22,873 69	20 794	48,725 31	924	231	1 3
STATE STREET CORP COM (STT)	1,200 00	43 540	52,248 00	2 12	40,056 00	33 380	12,192 00	48	12	0 1
STRYKER CORP COM (SYK)	1,200 00	50 370	60,444 00	2 45	63,379 58	52 816	-2,935 58	720	180	1 2
TARGET CORP COM (TGT)	1,000 00	48 370	48,370 00	1 96	38,500 00	38 500	9,870 00	680		1 4
TIDEWATER INC COM (TDW)	1,400 00	47 950	67,130 00	2 72	41,631 48	29 737	25,498 52	1,400		2 1
UNITED PARCEL SERVICE CL B (UPS)	800 00	57 370	45,896 00	1 86	46,773 13	58 466	-877 13	1,440		3 1
VERIZON COMMUNICATIONS COM (VZ)	1,800 00	33 130	59,634 00	2 42	75,700 80	42 056	-16,066 80	3,420		5 7
WALGREEN COMPANY COM (WAG)	1,800 00	36 720	66,096 00	2 68	61,012 00	33 896	5,084 00	990		1 5

CITY NATIONAL BANK
The way up •

ASSETS | Detail | Continued

DESCRIPTION (ASSET ID)	SHARES/ PAR VALUE	X	MARKET PRICE ($)	=	MARKET VALUE ($)	% OF ASSETS	COST BASIS ($)	COST PER UNIT ($)	UNREALIZED G/L ($)	EST. ANNUAL INCOME ($)	ACCRUED INCOME ($)	(%) YIELD
WAL-MART STORES INC COM (WMT)	1,300 00		53 450		69,485 00	2 82	65,519 34	50 399	3,965 66	1,417	354	2 0
WALT DISNEY COMPANY COM (DIS)	2,100 00		32 250		67,725 00	2 74	60,688 61	28 899	7,036 39	735	735	1 1
WESTERN UNION CO COM (WU)	3,100 00		18 850		58,435 00	2 37	62,991 00	20 320	-4,556 00	186		0 3
Total DOMESTIC COMMON & FOREIGN STOCK					$2,439,118.00	98.83%	$1,809,897 22		$629,220.78	$53,872	$4,037	
Total Equity					$2,439,118 00	98 83%	$1,809,897 22		$629,220 78	$53,872	$4,037	
Accrued Income on Sold Assets											$0	
Total on 12/31/09					$2,467,994 17	100%	$1,838,773 39		$629,220 78	$53,886	$4,039	

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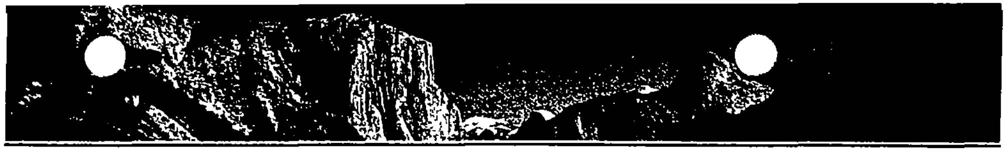
CITY NATIONAL BANK
The way up

ASSETS
Detail

DESCRIPTION (ASSET ID)	SHARES/ PAR VALUE	x MARKET PRICE ($)	= MARKET VALUE ($)	% OF ASSETS	COST BASIS ($)	COST PER UNIT ($)	UNREALIZED G/L ($)	EST. ANNUAL INCOME ($)	ACCRUED INCOME ($)	(%) YIELD
Cash and Cash Equivalents										
MONEY MARKET SWEEP FUNDS										
CNI CHARTER FDS GOVT FD INSTL CL AVERAGE INCOME YIELD @ MARKET, DECEMBER 2009 0 050% (CNIXX)	41,114 02	1 000	41,114 02	1 42	41,114 02	1 000		21	2	0 1
Total MONEY MARKET SWEEP FUNDS			$41,114 02	1.42%	$41,114.02			$21	$2	
Total Cash and Cash Equivalents			$41,114 02	1 42%	$41,114 02			$21	$2	
Equity										
DOMESTIC COMMON & FOREIGN STOCK										
ACCENTURE PLC COM (ACN)	5,084 00	41 500	210,986 00	7 27	187,655 25	36 911	23,330 75	3,813		1 8
AFFIL MGRS GROUP INC COM (AMG)	2,057 00	67 350	138,538 95	4 77	158,811 57	77 205	-20,272 62			
AFLAC CORP COM (AFL)	4,425 00	46 250	204,656 25	7 05	126,476 04	28 582	78,180 21	4,956		2 4
AUTOMATIC DATA PROCESSING INC COM (ADP)	3,394 00	42 820	145,331 08	5 01	144,499 69	42 575	831 39	4,616	1,154	3 2
BERKSHIRE HATHAWAY INC CL B (BRK.B)	44 00	3,286 000	144,584 00	4 98	177,454 46	4,033 056	-32,870 46			
C H ROBINSON WORLDWIDE INC COM (CHRW)	1,933 00	58.730	113,525 09	3 91	107,889 04	55 814	5,636 05	1,933	483	1 7
COLGATE PALMOLIVE CO COM (CL)	1,541 00	82 150	126,593 15	4 36	111,225 38	72 177	15,367 77	2,712		2 1

George Hoag Family Foundation
FEIN 95-6006885
Attachment to Form 990-PF
Part II Line 10,13



CITY NATIONAL BANK
The way up

ASSETS | Detail | Continued

DESCRIPTION (ASSET ID)	SHARES/ PAR VALUE	X	MARKET PRICE ($)	=	MARKET VALUE ($)	% OF ASSETS	COST BASIS ($)	COST PER UNIT ($)	UNREALIZED G/L ($)	EST. ANNUAL INCOME ($)	ACCRUED INCOME ($)	(%) YIELD
ECOLAB INC COM (ECL)	2,410 00		44 580		107,437 80	3 70	100,714 55	41 790	6,723 25	1,494	374	1 4
EMC CORP MASS COM (EMC)	9,955 00		17 470		173,913 85	5 99	153,119 88	15 381	20,793 97			
EXPEDITORS INTL WASH INC COM (EXPD)	2,981 00		34 770		103,649 37	3 57	108,542 36	36 411	-4,892 99	1,133		1 1
FASTENAL CORP COM (FAST)	2,284 00		41 640		95,105.76	3 28	75,123 41	32 891	19,982 35	1,690		1 8
ITT EDUCATIONAL SERVICES INC COM (ESI)	2,066.00		95 960		198,253 36	6 83	205,582 37	99 507	-7,329 01			
MASTERCARD INC CL A COM (MA)	529 00		255 980		135,413 42	4 67	87,121 49	164 691	48,291 93	317		0 2
QUALCOMM INC COM (QCOM)	3,230 00		46 260		149,419 80	5 15	119,565 68	37 017	29,854 12	2,196		1 5
ROCKWELL COLLINS INC COM (COL)	2,571 00		55 360		142,330 56	4 90	153,398 97	59 665	-11,068 41	2,468		1 7
SCRIPPS NETWORKS INTERACTIVE INC COM (SNI-W)	3,762 00		41 500		156,123 00	5 38	152,634 05	40 573	3,488 95	1,129		0 7
SUNCOR ENERGY INC COM (SU)	4,050 00		35 310		143,005 50	4 93	79,785 41	19 700	63,220 09			
TERADATA CORP COM (TDC)	6,573 00		31 430		206,589 39	7 12	181,338 53	27 588	25,250 86			

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ASSETS | Detail | Continued

DESCRIPTION (ASSET ID)	SHARES/ PAR VALUE	X	MARKET PRICE ($)	=	MARKET VALUE ($)	% OF ASSETS	COST BASIS ($)	COST PER UNIT ($)	UNREALIZED G/L ($)	EST. ANNUAL INCOME ($)	ACCRUED INCOME ($)	(%) YIELD
VISA INC-CLASS A COM (V)	1,896 00		87 460		165,824 16	5 71	116,449 64	61.419	49,374 52	948		0 6
Total DOMESTIC COMMON & FOREIGN STOCK					$2,861,280.49	98 58%	$2,547,387 77		$313,892 72	$29,406	$2,011	
Total Equity					$2,861,280 49	98 58%	$2,547,387.77		$313,892 72	$29,406	$2,011	
Accrued Income on Sold Assets											$0	
Total on 12/31/09					$2,902,394.51	100%	$2,588,501 79		$313,892 72	$29,426	$2,012	

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CITY NATIONAL BANK
The way up

ASSETS
Detail

DESCRIPTION (ASSET ID)	SHARES/ PAR VALUE	MARKET PRICE ($)	MARKET VALUE ($)	% OF ASSETS	COST BASIS ($)	COST PER UNIT ($)	UNREALIZED G/L ($)	EST. ANNUAL INCOME ($)	ACCRUED INCOME ($)	(%) YIELD
Cash and Cash Equivalents										
MONEY MARKET SWEEP FUNDS										
CNI CHARTER FDS GOVT FD INSTL CL AVERAGE INCOME YIELD @ MARKET, DECEMBER 2009 0 050% (CNIXX)	7,322 33	1 000	7,322 33	0 03	7,322 33	1 000		4	3	0 1
Total MONEY MARKET SWEEP FUNDS			$7,322.33	0.03%	$7,322 33			$4	$3	
Total Cash and Cash Equivalents			$7,322 33	0.03%	$7,322.33			$4	$3	
Fixed Income										
MUTUAL FUNDS - FIXED (TAXABLE)										
VANGUARD INFLATION PORTECTED SECURITIES FUND #1190 (922031745)	667,119 601	10 040	6,697,880 79	28 81	6,121,239 63	9 176	576,641 16	123,417		1 8
Total MUTUAL FUNDS - FIXED (TAXABLE)			$6,697,880 79	28 81%	$6,121,239 63		$576,641 16	$123,417		
Total Fixed Income			$6,697,880 79	28 81%	$6,121,239.63		$576,641 16	$123,417		
Equity										
MUTUAL FUNDS - EQUITY										
INTERNATIONAL VALUE ADVISERS WORLDWIDE FUND CLASS I (IVWIX)	380,353 595	14 670	5,579,787 24	24 00	4,494,517 29	11 817	1,085,269 95	52,108		0 9
JPMORGAN EUROPEAN PROPERTY FUND (11117828)	38 408	9,003 790	345,817 57	1 49	730,091 64	19,008 843	-384,274 07			

George Hoag Family Foundation
FEIN 95-6006885
Attachment to Form 990-PF
Part II Line 10,13

CITY NATIONAL BANK
The way up •

ASSETS | Detail | Continued

DESCRIPTION (ASSET ID)	SHARES/ PAR VALUE	X	MARKET PRICE ($)	=	MARKET VALUE ($)	% OF ASSETS	COST BASIS ($)	COST PER UNIT ($)	UNREALIZED G/L ($)	EST. ANNUAL INCOME ($)	ACCRUED INCOME ($)	(%) YIELD
PIMCO ALL ASSET FUND INSTL CLASS (PAAIX)	381,314 978		11 490		4,381,309 10	18 85	4,835,179 65	12 680	-453,870 55	334,413		7 6
Total MUTUAL FUNDS - EQUITY					$10,306,913 91	44 34%	$10,059,788 58		$247,125 33	$386,522		

MUTUAL FUND-CLOSED END

DESCRIPTION (ASSET ID)	SHARES/ PAR VALUE	X	MARKET PRICE ($)	=	MARKET VALUE ($)	% OF ASSETS	COST BASIS ($)	COST PER UNIT ($)	UNREALIZED G/L ($)	EST. ANNUAL INCOME ($)	ACCRUED INCOME ($)	(%) YIELD
SPDR GOLD TRUST EXCHANGE TRADED FUND (GLD)	15,645 00		107 310		1,678,864 95	7 22	1,397,588.21	89 331	281,276 74			
Total MUTUAL FUND-CLOSED END					$1,678,864.95	7 22%	$1,397,588 21		$281,276 74			

CITY NATIONAL BANK
The way up

ASSETS
Detail

DESCRIPTION (ASSET ID)	SHARES/ PAR VALUE	MARKET PRICE ($)	MARKET VALUE ($)	% OF ASSETS	COST BASIS ($)	COST PER UNIT ($)	UNREALIZED G/L ($)	EST. ANNUAL INCOME ($)	ACCRUED INCOME ($)	(%) YIELD
Cash and Cash Equivalents										
MONEY MARKET SWEEP FUNDS										
CNI CHARTER FDS GOVT FD INSTL CL AVERAGE INCOME YIELD @ MARKET, DECEMBER 2009 0 050% (CNIXX)	1,141,395 00	1 000	1,141,395 00	5 46	1,141,395 00	1 000		571	82	0 1
Total MONEY MARKET SWEEP FUNDS			$1,141,395.00	5.46%	$1,141,395 00			$571	$82	
Total Cash and Cash Equivalents			$1,141,395 00	5.46%	$1,141,395 00			$571	$82	
Fixed Income										
CORPORATE CMO'S										
GMAC MORTGAGE CORPORATION LOAN TRUST 5 000% 11/25/33 CMO 2003-J7 A5 (36185ND31) S&P Rating - AAA	100,613 15	99 252	99,860 56	0 48	102,368 43	101 740	-2,507 87	5,031	419	5 1
RAAC CMO 2005-SP1 2A10 5 250% 9/25/34 (76112BSX9) Moody's Rating - AAA S&P Rating - AAA	22,037 63	86 154	18,986 30	0 09	22,474 31	101 980	-3,488 01	1,157	96	6 4
CHASEFLEX TR CMO 2005-2 5A3 5 500% 6/25/35 (16165TBL6) Moody's Rating - BA1 S&P Rating - A	48,375 31	99 374	48,072 48	0 23	49,176 49	101 660	-1,104 01	2,661	222	5 5

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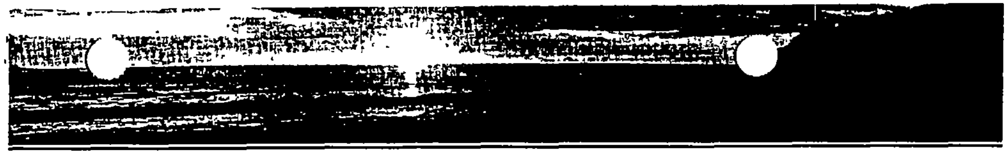
George Hoag Family Foundation
FEIN 95-6006885
Attachment to Form 990-PF
Part II Line 10,13



CITY NATIONAL BANK
The way up

ASSETS | Detail | Continued

DESCRIPTION (ASSET ID)	SHARES/ PAR VALUE	x	MARKET PRICE ($)	=	MARKET VALUE ($)	% OF ASSETS	COST BASIS ($)	COST PER UNIT ($)	UNREALIZED G/L ($)	EST. ANNUAL INCOME ($)	ACCRUED INCOME ($)	(%) YIELD
STRUCTURED ASSET SECURITIES CORP 0 975% 10/25/37 CMO 2002-RM1 A VARIABLE RATE (863577AA0)	206,835 03		82 875		171,414 53	0 82	170,897 45	82 630	517 08	2,017	39	1 8
WAMU COMMERCIAL MORTGAGE SECURITIES 5 315% 12/27/49 CMO 2007-SL2 A VARIABLE RATE (933632AB7) Moody's Rating - AAA	362,459 72		57 778		209,421 98	1 00	199,352 85	55 000	10,069 13	19,265	1,605	9 4
Total CORPORATE CMO'S					$547,755.85	2 62%	$544,269.53		$3,486.32	$30,130	$2,382	
U.S. AGENCIES												
FARMER AGRICULTURE MORTGAGE CORP 4 875% 1/14/11 (307692AA1)	275,000 00		103 820		285,505 00	1 37	275,000 00	100 000	10,505 00	13,406	6,219	1 2
FEDERAL FARM CREDIT BANK 0 722% 3/24/11 VARIABLE RATE (31331GPY9) Moody's Rating - AAA S&P Rating - AAA	520,000 00		100 611		523,177 20	2 50	520,000 00	100 000	3,177 20	3,754	73	0 2
FEDERAL NATIONAL MORTGAGE ASSN 1 250% 4/21/11 STEP COUPON (3136FHKN4) Moody's Rating - AAA S&P Rating - AAA	325,000 00		100 219		325,711 75	1 56	325,000 00	100 000	711 75	4,063	790	1 1
FEDERAL HOME LOAN BANK 0 500% 4/28/11 STEP COUPON (3133XVG54) Moody's Rating - AAA S&P Rating - AAA	255,000 00		99 969		254,920 95	1 22	255,000 00	100 000	-79 05	1,275	223	0 5

CITY NATIONAL BANK
The way up

ASSETS | Detail | Continued

DESCRIPTION (ASSET ID)	SHARES/ PAR VALUE	X	MARKET PRICE ($)	=	MARKET VALUE ($)	% OF ASSETS	COST BASIS ($)	COST PER UNIT ($)	UNREALIZED G/L ($)	EST. ANNUAL INCOME ($)	ACCRUED INCOME ($)	(%) YIELD
FEDERAL AGRICULTURAL MTG CORP AGV 3 875% 8/19/11 (313160AA1) Moody's Rating - AA3 S&P Rating - AAA	360,000 00		104 500		376,200 00	1 80	367,101 00	101 970	9,099 00	13,950	5,115	1 1
FEDERAL HOME LOAN BANK 0 750% 9/29/11 STEP COUPON (3133XUYF4) Moody's Rating - AAA S&P Rating - AAA	220,000 00		100 250		220,550 00	1 05	219,956 00	99.980	594 00	1,650	481	0 6
FEDERAL NATIONAL MORTGAGE ASSN 1 320% 5/11/12 STEP COUPON (3136FHQG3) Moody's Rating - AAA S&P Rating - AAA	270,000 00		100 219		270,591 30	1 29	270,000 00	100 000	591 30	3,564	495	1 2
FEDERAL FARM CREDIT BANK 5 550% 6/28/12 (31331XJ37) Moody's Rating - AAA S&P Rating - AAA	135,000 00		102 375		138,206 25	0 66	135,000 00	100 000	3,206 25	7,493	62	4 5
FEDERAL HOME LOAN BANK 1 250% 8/06/12 STEP COUPON (3133XUE33) Moody's Rating - AAA S&P Rating - AAA	295,000 00		100 406		296,197 70	1 42	295,000 00	100 000	1,197 70	3,688	1,485	1 1
FEDERAL HOME LOAN BANK 1 050% 10/29/12 STEP COUPON (3133XVEP2) Moody's Rating - AAA S&P Rating - AAA	255,000 00		99 875		254,681 25	1 22	254,872 50	99 950	-191 25	2,678	461	1 1

CITY NATIONAL BANK
The way up

ASSETS | Detail | Continued

DESCRIPTION (ASSET ID)	SHARES/ PAR VALUE	X	MARKET PRICE ($)	=	MARKET VALUE ($)	% OF ASSETS	COST BASIS ($)	COST PER UNIT ($)	UNREALIZED G/L ($)	EST. ANNUAL INCOME ($)	ACCRUED INCOME ($)	(%) YIELD
FEDERAL HOME LOAN MORTGAGE CORP 0 500% 12/28/12 STEP COUPON (3128X9QJ2) Moody's Rating - AAA S&P Rating - AAA	297,000 00		99 936		296,809 92	1 42	297,000 00	100 000	-190 08	1,485	4	0 5
FEDERAL NATIONAL MORTGAGE ASSN 1 000% 12/28/12 STEP COUPON (3136FJYW5) Moody's Rating - AAA S&P Rating - AAA	296,000 00		99 750		295,260 00	1 41	296,000 00	100 000	-740 00	2,960	25	1 1
FEDERAL HOME LOAN BANK 1 000% 6/03/13 STEP COUPON (3133XVVA6) Moody's Rating - AAA S&P Rating - AAA	275,000 00		99 156		272,679 00	1 30	274,945.00	99 980	-2,266 00	2,750	214	1 3
FEDERAL HOME LOAN BANK 2 000% 9/09/13 STEP COUPON (3133XUQA4) Moody's Rating - AAA S&P Rating - AAA	310,000 00		99 625		308,837 50	1 48	310,000 00	100 000	-1,162 50	6,200	1,929	2 1
FEDERAL NATIONAL MORTGAGE ASSOC 0 001% 10/08/13 VARIABLE - MONTHLY (3136F9H97) Moody's Rating - AAA S&P Rating - AAA	200,000 00		99 999		199,998 00	0 96	200,000 00	100 000	-2 00	2	0	
FEDERAL NATIONAL MORTGAGE ASSN 2 000% 5/28/14 STEP COUPON (3136FHUM5) Moody's Rating - AAA S&P Rating - AAA	270,000 00		100 156		270,421 20	1 29	270,000 00	100 000	421 20	5,400	495	2 0

CITY NATIONAL BANK
The way up

ASSETS | Detail | Continued

DESCRIPTION (ASSET ID)	SHARES/ PAR VALUE	MARKET PRICE ($)	MARKET VALUE ($)	% OF ASSETS	COST BASIS ($)	COST PER UNIT ($)	UNREALIZED G/L ($)	EST. ANNUAL INCOME ($)	ACCRUED INCOME ($)	(%) YIELD
FEDERAL NATIONAL MORTGAGE ASSN 1 750% 5/28/14 STEP COUPON (3136FHUK9) Moody's Rating - AAA S&P Rating - AAA	250,000 00	100 281	250,702 50	1 20	250,000 00	100 000	702 50	4,375	401	1 7
FEDERAL HOME LOAN MORTGAGE CORP 2 000% 6/09/14 STEP COUPON (3128X8L83) Moody's Rating - AAA S&P Rating - AAA	250,000 00	100 469	251,172 50	1 20	250,000 00	100 000	1,172 50	5,000	306	1 9
FEDERAL HOME LOAN MORTGAGE CORP 2 250% 6/24/14 STEP COUPON (3128X8R38) Moody's Rating - AAA S&P Rating - AAA	260,000.00	100 551	261,432 60	1 25	259,610 00	99 850	1,822 60	5,850	114	2 1
FEDERAL NATIONAL MORTGAGE ASSN 2 000% 8/04/14 STEP COUPON (3136FH3L7) Moody's Rating - AAA S&P Rating - AAA	295,000 00	100 156	295,460 20	1 41	294,941 00	99 980	519 20	5,900	2,409	2 0
FEDERAL NATIONAL MORTGAGE ASSN 2 250% 8/25/14 STEP COUPON (3136FH6D2) Moody's Rating - AAA S&P Rating - AAA	285,000 00	100 781	287,225 85	1 37	285,000 00	100 000	2,225 85	6,413	2,244	2 1
FEDERAL HOME LOAN BANK 2 250% 10/14/14 STEP COUPON (3133XV7E5) Moody's Rating - AAA S&P Rating - AAA	295,000 00	99 719	294,171 05	1 41	295,000 00	100 000	-828 95	6,638	1,420	2 3

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ASSETS | Detail | Continued

DESCRIPTION (ASSET ID)	SHARES/ PAR VALUE	x	MARKET PRICE ($)	=	MARKET VALUE ($)	% OF ASSETS	COST BASIS ($)	COST PER UNIT ($)	UNREALIZED G/L ($)	EST. ANNUAL INCOME ($)	ACCRUED INCOME ($)	(%) YIELD
FEDERAL NATIONAL MORTGAGE ASSN 2 125% 10/29/14 STEP COUPON (3136FJNT4) Moody's Rating - AAA S&P Rating - AAA	245,000 00		99 594		244,005 30	1 17	245,000 00	100 000	-994 70	5,206	897	2 2
FEDERAL NATIONAL MORTGAGE ASSN 2 150% 11/03/14 STEP COUPON (3136FJPR6) Moody's Rating - AAA S&P Rating - AAA	300,000 00		99 625		298,875 00	1 43	299,910 00	99 970	-1,035 00	6,450	1,039	2 2
FEDERAL NATIONAL MORTGAGE ASSN 2 200% 11/10/14 STEP COUPON (3136FJPT2) Moody's Rating - AAA S&P Rating - AAA	300,000 00		99 625		298,875 00	1 43	300,000 00	100 000	-1,125 00	6,600	935	2 3
FEDERAL HOME LOAN BANK 2 350% 2/18/15 STEP COUPON (3133XULP6) Moody's Rating - AAA S&P Rating - AAA	285,000 00		100 250		285,712 50	1 37	285,000 00	100 000	712 50	6,698	2,474	2 3
FEDERAL HOME LOAN MORTGAGE CORP 2 375% 2/26/15 STEP COUPON (3128X9DD9) Moody's Rating - AAA S&P Rating - AAA	280,000 00		100 169		280,473 20	1 34	279,804 00	99 930	669 20	6,650	2,309	2 3

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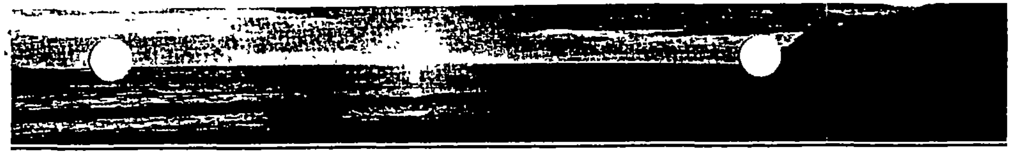
ASSETS | Detail | Continued

DESCRIPTION (ASSET ID)	SHARES/ PAR VALUE	MARKET PRICE ($)	MARKET VALUE ($)	% OF ASSETS	COST BASIS ($)	COST PER UNIT ($)	UNREALIZED G/L ($)	EST. ANNUAL INCOME ($)	ACCRUED INCOME ($)	(%) YIELD
FEDERAL NATIONAL MORTGAGE ASSN 2 550% 5/05/15 STEP COUPON (3136FJPC9) Moody's Rating - AAA S&P Rating - AAA	300,000 00	99 750	299,250 00	1 43	299,940 00	99 980	-690 00	7,650	1,190	2 6
Total U S. AGENCIES			$7,937,102 72	37 96%	$7,909,079 50		$28,023.22	$147,745	$33,810	
MORTGAGE BACKED GOVT ISSUES										
FEDERAL NATIONAL MORTGAGE ASSN 4 000% 5/01/10 POOL #254753 (31371K5N7)	26,970 89	100 871	27,205 81	0 13	25,904 69	96.050	1,301 12	1,079	90	4 0
FEDERAL NATIONAL MORTGAGE ASSN 4 000% 9/01/10 (31371LDE6)	20,747 05	101 532	21,064 89	0 10	19,888 77	95 860	1,176 12	830	69	1 7
FEDERAL NATIONAL MORTGAGE ASSN 4 000% 11/01/10 POOL #254956 (31371LE54)	268,073 47	100 908	270,507 58	1 29	272,429 66	101 620	-1,922 08	10,723	894	2 9
FEDERAL NATIONAL MORTGAGE ASSN 5 500% 1/01/13 POOL #687070 (31400GJP1)	200,578 61	101 595	203,777 84	0 97	208,852 48	104 130	-5,074 64	11,032	919	4 9
FEDERAL NATIONAL MORTGAGE ASSN 7 500% 9/01/13 POOL #190039 (31368HBG7)	13,155 62	107 897	14,194 52	0 07	14,142 33	107.500	52 19	987	82	5 1
FEDERAL HOME LOAN MORTGAGE CORP GOLD 7 000% 5/01/15 POOL #E81703 (3128GH3L3)	139,933 59	106 684	149,286 75	0 71	145,968 22	104 310	3,318 53	9,795	1,547	5 5
FEDERAL NATL MTG ASSN GTD MTG PASS 6 000% 8/01/16 POOL #256385 (31371MXN2)	73,212 89	106 044	77,637 88	0 37	74,370 06	101 580	3,267 82	4,393	366	4 9



CITY NATIONAL BANK
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ASSETS | Detail | Continued

DESCRIPTION (ASSET ID)	SHARES/ PAR VALUE	X	MARKET PRICE ($)	=	MARKET VALUE ($)	% OF ASSETS	COST BASIS ($)	COST PER UNIT ($)	UNREALIZED G/L ($)	EST. ANNUAL INCOME ($)	ACCRUED INCOME ($)	(%) YIELD
FEDERAL NATL MTG ASSN GTD MTG PASS 6 000% 11/1/16 POOL #831905 (31407JGN6)	65,063 53		106 173		69,079 90	0 33	66,252 98	101 830	2,826 92	3,904	325	4 9
FEDERAL NATIONAL MORTGAGE ASSN 7 615% 12/01/16 POOL # 460727 (31381GYY8)	55,054 60		115 291		63,473 00	0 30	57,807 33	105 000	5,665 67	4,192	349	5 0
FEDERAL NATIONAL MORTGAGE ASSN 6 000% 2/01/17 POOL #256632 (31371NA96)	149,281 68		106 175		158,499 82	0 76	151,593 65	101 550	6,906 17	8,957	746	5 0
FEDERAL NATIONAL MORTGAGE ASSOC 6 000% 3/01/17 POOL #256683 (31371NCU7)	44,484 39		106 188		47,237 08	0 23	45,142 60	101 480	2,094 48	2,669	222	5 0
FEDERAL HOME LOAN MORTGAGE (GOLD) 6 000% 4/01/17 POOL #G12661 (3128MBFA0)	23,327 35		107 123		24,988 96	0 12	23,600 71	101 170	1,388 25	1,400	231	4 8
FEDERAL NATIONAL MORTGAGE ASSN 6 000% 10/1/2017 POOL #256945 (31371NL29)	105,778 83		106 278		112,419 62	0 54	109,348 85	103 370	3,070 77	6,347	529	5 0
FEDERAL NATIONAL MORTGAGE ASSN 6 000% 12/01/17 POOL #888979 (31410GUC5)	253,760 78		105 912		268,763 12	1 29	262,166 62	103 310	6,596 50	15,226	1,269	5 1
FEDERAL NATIONAL MORTGAGE ASSN 6 000% 12/01/17 POOL #888927 (31410GSQ7)	253,142 07		106 254		268,973 58	1 29	261,764 70	103 410	7,208 88	15,189	1,266	5 0
FEDERAL NATIONAL MORTGAGE ASSN 7.200% 3/01/18 POOL # 461648 (31381HZM1)	37,721 97		112 632		42,487 01	0 20	39,254 42	104 060	3,232 59	2,716	226	5 3
FEDERAL HOME LOAN MORTGAGE CORP 7 000% 7/01/19 POOL #C90287 (31335HJ87)	81,186 51		111 543		90,557 87	0 43	84,028 05	103 500	6,529 82	5,683	944	5 4

CITY NATIONAL BANK
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ASSETS | Detail | Continued

DESCRIPTION (ASSET ID)	SHARES/ PAR VALUE	X	MARKET PRICE ($)	=	MARKET VALUE ($)	% OF ASSETS	COST BASIS ($)	COST PER UNIT ($)	UNREALIZED G/L ($)	EST. ANNUAL INCOME ($)	ACCRUED INCOME ($)	(%) YIELD
GOVERNMENT NATIONAL MORTGAGE ASSN 6 000% 3/15/23 POOL #782281 (36241KRA8)	77,158 05		106 904		82,485 04	0 39	0 64		82,484 40	4,629	386	5 3
FEDERAL NATIONAL MORTGAGE ASSN 7 000% 01/01/29 POOL #252244 (31371HER5)	8,225 52		110 879		9,120 37	0 04	8,252 67	100 330	867 70	576	48	6 0
FEDERAL NATIONAL MORTGAGE ASSN 6 500% 2/01/36 POLL #881605 (31409XNW5)	65,623 88		106 958		70,189 99	0 34	66,679 99	101 610	3,510 00	4,266	355	6 0
FEDERAL NATIONAL MORTGAGE ASSOC 5 906% 3/01/36 POOL # 865963 VARIABLE RATE (31409BB89)	77,912.34		105 841		82,463 20	0 39	78,843 63	101 200	3,619 57	4,602	383	5 5
FEDERAL NATIONAL MORTGAGE ASSN 6 500% 8/01/36 POOL # 893835 (31410QBC4)	7,250 83		107 313		7,781.08	0 04	7,384 54	101 840	396 54	471	39	5 9
FEDERAL NATL MTG ASSN GTD MTG PASS 6 500% 9/01/36 POOL #894362 (31410QTT8)	10,331 85		107 313		11,087 42	0 05	10,522 34	101 840	565 08	672	56	5 9
FEDERAL NATIONAL MORTGAGE ASSN 6 500% 10/01/36 POOL #894363 (31410QTU5)	8,533 06		107 125		9,141 04	0 04	8,690 39	101 840	450 65	555	46	6 0
FEDERAL NATIONAL MORGTGAGE ASSN 6 500% 12/01/36 POOL # 906417 (31411FAS3)	19,499 26		107 313		20,925 24	0 10	19,858 77	101 840	1,066 47	1,267	106	6 0
FEDERAL NATIONAL MORTGAGE ASSN 6 500% 1/01/37 POOL # 909540 (31411JPZ3)	9,413 23		107 313		10,101 62	0 05	9,586 79	101 840	514 83	612	51	6 0

ASSETS | Detail | Continued

DESCRIPTION (ASSET ID)	SHARES/ PAR VALUE	X	MARKET PRICE ($)	=	MARKET VALUE ($)	% OF ASSETS	COST BASIS ($)	COST PER UNIT ($)	UNREALIZED G/L ($)	EST. ANNUAL INCOME ($)	ACCRUED INCOME ($)	(%) YIELD
FEDERAL NATIONAL MORTGAGE ASSN 6 500% 3/01/37 POOL #923306 (31412EYB6)	10,434.99		107 313		11,198 10	0 05	10,627 40	101 840	570 70	678	57	6 0
FEDERAL HOME LOAN MORTGAGE CORP 6 500% 4/01/37 POOL # P50543 (31288LS85)	7,093 84		106 643		7,565 08	0 04	7,218 89	101 760	346.19	461	77	6 0
Total MORTGAGE BACKED GOVT ISSUES					$2,232,213.41	10 68%	$2,090,182 17		$142,031 24	$123,909	$11,679	
U.S. GOVT REMICS/CMOS												
US TREASURY NOTES-INFLATION INDEXED 0 875% 4/15/10 (912828CZ1) Moody's Rating - AAA S&P Rating - AAA	233,919 35		100 336		234,705 32	1 12	234,458 94	100 230	246.38	2,047	433	0 9
FINAL MATURITY AMORTIZING NOTES 4 650% 12/25/12 CMO 2005-4 1 (3136F6YL7)	304,073 06		105 311		320,222 38	1 53	317,091 19	104 280	3,131 19	14,139	236	2 8
FEDERAL HOME LOAN MORTGAGE CORP 4 500% 8/15/17 CMO 2640 UB (31393WCA5)	2,717,752 18		2 969		80,690 06	0 39	130,991 57	4 820	-50,301 51	122,299	9,423	
FEDERAL HOME LOAN MORTGAGE CORP 5 500% 9/15/17 CMO 2503 B (31392ULK8)	139,381.99		106 421		148,331 71	0 71	146,786 67	105 310	1,545.04	7,666	639	4 5
FEDERAL NATIONAL MORTGAGE ASSN 5 500% 9/25/17 CMO 2002-58 HC (31392ELB4)	249,505 08		106 260		265,124 10	1 27	263,266 84	105 520	1,857 26	13,723	1,144	4 5
FEDERAL HOME LOAN MORTGAGE CORP 5 000% 10/15/17 CMO 2509 CB (31392WKF6)	126,403 43		105 553		133,422 61	0 64	132,131 09	104 530	1,291 52	6,320	527	4 2

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CITY NATIONAL BANK
The way up •

ASSETS | Detail | Continued

DESCRIPTION (ASSET ID)	SHARES/ PAR VALUE	X	MARKET PRICE ($)	=	MARKET VALUE ($)	% OF ASSETS	COST BASIS ($)	COST PER UNIT ($)	UNREALIZED G/L ($)	EST. ANNUAL INCOME ($)	ACCRUED INCOME ($)	(%) YIELD
FEDERAL NATIONAL MORTGAGE ASSN 2 990% 12/25/21 CMO G92-4 F VARIABLE RATE (31358LHA7)	14,989 42		101 561		15,223 40	0 07	15,685 43	104 640	-462 03	448	7	2 8
FEDERAL HOME LOAN MORTGAGE CORP 5 500% 2/15/22 CMO 2512 PE (31392WB33)	122,144 41		104 708		127,894 97	0 61	123,671 22	101 250	4,223 75	6,718	560	5 0
FEDERAL NATIONAL MORTGAGE ASSN 2 890% 3/25/22 CMO 1992-39 FB VARIABLE RATE (31358MCA0)	10,023 13		100 441		10,067 33	0 05	10,154 93	101 310	-87 60	290	5	2 8
FEDERAL HOME LOAN MORTGAGE CORP 4 500% 4/15/22 CMO 3439 AC (31397TA69)	291,844 91		104 083		303,760.94	1 45	303,062 69	103 840	698 25	13,133	1,094	4 1
FEDERAL NATL MTG ASSN CMO 92-162FB 2 940% 9/25/22 VARIABLE RATE-1 MONTH LIBOR BASED (31358QES0)	75,781 61		100 481		76,146 12	0 36	77,297 23	102 000	-1,151 11	2,228	37	2 9
FEDERAL NATIONAL MORTGAGE ASSN 2 810% 4/25/23 CMO 1993-46 FH VARIABLE RATE (31358USN7)	20,131 70		100 603		20,253 09	0 10	20,433 68	101 500	-180 59	566	47	2 8
FEDERAL NATL MTG ASSN CMO 1993-75 ZQ 6 500% 5/25/23 (31359AFS3)	111,558 55		107 094		119,472 51	0 57	114,514 86	102 650	4,957 65	7,251	604	5 7
FEDERAL HOME LN MTG CORP CMO 101 2 880% 5/25/23 VARIABLE RATE (312916BU2)	48,845.57		100 420		49,050 72	0 23	49,822 47	102 000	-771 75	1,407	117	2 8
FEDERAL HOME LN MTG CORP CMO 1541 O 2 790% 7/15/23 VARIABLE RATE (3133T0BX1)	24,244 43		100 803		24,439 11	0 12	24,509 86	101 090	-70 75	676	30	2 7

CITY NATIONAL BANK
The way up

ASSETS | Detail | Continued

DESCRIPTION (ASSET ID)	SHARES/ PAR VALUE	x	MARKET PRICE ($)	=	MARKET VALUE ($)	% OF ASSETS	COST BASIS ($)	COST PER UNIT ($)	UNREALIZED G/L ($)	EST. ANNUAL INCOME ($)	ACCRUED INCOME ($)	(%) YIELD
FEDERAL NATIONAL MORTGAGE ASSN 2 780% 7/25/23 CMO 1993-127 F VARIABLE RATE (31359BTV9)	32,689 96		100 190		32,752 07	0 16	33,343 77	102 000	-591 70	909	15	2 8
FNMA CMO 93-128 D 0 000% 7/25/23 (31359BPP6)	3,266 37		99 801		3,259 87	0 02	3,164 30	96 880	95 57			
FEDERAL HOME LN MTG CORP CMO 1665 KZ 6 500% 1/15/24 (3133T3WB0)	85,720 36		107 109		91,814 22	0 44	87,649 06	102 250	4,165 16	5,572	464	5 8
GOVERNMENT NATIONAL MORTGAGE ASSN 4 982% 1/16/24 CMO C004-51 B (38373MLQ1)	400,000 00		104 204		416,816 00	1 99	406,937 50	101 730	9,878 50	19,928	1,661	4 6
FEDERAL NATL MTG ASSN CMO 1994-50 F 2 930% 3/25/24 VARIABLE RATE-MONTHLY (31359HKC7)	89,313 14		100 232		89,520.35	0 43	91,769 25	102 750	-2,248 90	2,617	218	2 9
FEDERAL HM LN MTG CORP CMO 1715-FA 2 930% 4/15/24 VARIABLE RATE-MONTHLY (3133T43A2)	41,832 84		99 980		41,824 47	0 20	42,473 39	101 530	-648 92	1,226	102	2 9
FEDERAL HOME LN MTG CORP CMO 1730 FA 2 830% 5/15/24 VARIABLE RATE (3133T5KV4)	32,281 78		100 355		32,396 38	0 15	34,561 69	107 060	-2,165 31	914	76	2 8
GOVERMENT NATIONAL MORTGAGE ASSN 4 712% 5/16/25 CMO 2004-67 C (38374HUE8)	400,000 00		103 239		412,956 00	1 97	403,875 00	100 970	9,081 00	18,848	1,571	4 4
FEDERAL HOME LOAN MORTGAGE CORP 5 000% 8/15/25 CMO 3285 LC (31397FTX0)	300,384 47		104 706		314,520 56	1 50	311,085 67	103 560	3,434 89	15,019	1,252	4 6
FEDERAL HOME LOAN MORTGAGE CORP 6 000% 12/15/26 CMO 2509 EB (31392WKH2)	98,674 50		100 865		99,528 03	0 48	100,555 48	101 910	-1,027 45	5,920	493	5 9

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CITY NATIONAL BANK
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ASSETS | Detail | Continued

DESCRIPTION (ASSET ID)	SHARES/ PAR VALUE	X MARKET PRICE ($)	= MARKET VALUE ($)	% OF ASSETS	COST BASIS ($)	COST PER UNIT ($)	UNREALIZED G/L ($)	EST. ANNUAL INCOME ($)	ACCRUED INCOME ($)	(%) YIELD
GOVERNMENT NATIONAL MORTGAGE ASSN 3 725% 1/16/29 CMO 2008-48 A (38373MX96)	130,601 95	101 922	133,112 12	0 64	127,826 66	97 880	5,285 46	4,865	405	3 6
FEDERAL NATIONAL MORTGAGE ASSN 5.500% 3/25/29 CMO 2006-21 CA (31395BP64)	116,656 96	104 751	122,199 33	0 58	117,531 89	100 750	4,667 44	6,416	535	5 1
GOVERNMENT NATIONAL MORTGAGE ASSO 4 604% 7/16/29 CMO 2005-9 B (38373MNT3)	250,000 00	103 871	259,677 50	1 24	263,593.75	105 440	-3,916 25	11,510	959	4 3
FEDERAL NATL MTG ASSN CMO 2003-64 EC 5 500% 5/25/30 (31393DJJ1)	48,795 47	101 232	49,396.63	0.24	49,008 95	100 440	387 68	2,684	224	5.4
FEDERAL HOME LN MTG CORP CMO 2532 A 5 500% 6/15/30 (31393FNV4)	16,836 95	100 584	16,935 28	0 08	16,818 53	99 890	116 75	926	77	5 5
FEDERAL HOME LN MTG CORP CMO 2278 Z 7 000% 1/15/31 (3133TQVX2)	108,315 02	108.969	118,029 79	0.56	113,324 60	104 630	4,705 19	7,582	632	6 2
FEDERAL HOME LN MTG CORP CMO 2303 ZD 7 000% 4/15/31 (3133TSTA1)	141,587 20	108 462	153,568 31	0 73	148,312 58	104 750	5,255 73	9,911	826	6 3
FEDERAL NATIONAL MORTGAGE ASSN 5 500% 6/25/31 CMO 2002-70 QG (31392FBQ9)	158,014 28	103 615	163,726 50	0 78	158,903.11	100 560	4,823.39	8,691	724	5 2
FEDERAL HOME LOAN MORTGAGE CORP 5 500% 7/15/31 CMO 2903 UZ (31395KQA4)	171,041 48	104 916	179,449 88	0 86	178,074 02	104 110	1,375 86	9,407	784	5 1
FEDERAL HOME LOAN MORTGAGE CORP 5 500% 1/15/32 CMO 2922 Z (31395MV55)	215,114 71	104 602	225,014 29	1 08	224,223 39	104 230	790 90	11,831	986	5 1
FEDERAL NATIONAL MORTGAGE ASSN 6 000% 1/25/32 CMO 2005-118 ME (31394VTC4)	190,000 00	105 665	200,763 50	0 96	195,284 38	102 780	5,479 12	11,400	950	5 6

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ASSETS | Detail | Continued

DESCRIPTION (ASSET ID)	SHARES/ PAR VALUE	X	MARKET PRICE ($)	=	MARKET VALUE ($)	% OF ASSETS	COST BASIS ($)	COST PER UNIT ($)	UNREALIZED G/L ($)	EST. ANNUAL INCOME ($)	ACCRUED INCOME ($)	(%) YIELD
FEDERAL NATIONAL MORTGAGE ASSN 5 000% 7/25/32 CMO 2005-4 E (31394CAZ5)	174,599.55		104 044		181,660 36	0 87	179,837 54	103.000	1,822 82	8,730	728	4 7
FEDERAL NATIONAL MORTGAGE ASSN 5 350% 8/25/33 CMO 2003-W17 1A5 (31393UAH6)	299,921 06		104 672		313,933 37	1 50	308,731 25	102 940	5,202 12	16,046	1,337	5 0
FEDERAL NATIONAL MORTGAGE ASSN 6 000% 2/25/34 CMO 2006-46 LA (31395D4Z9)	201,593 67		104 424		210,512 17	1 01	207,137 50	102 750	3,374 67	12,096	1,008	5 7
FEDERAL HM LN MTG CORP CMO 3003-KH 5 000% 12/15/34 (31395W4D6)	21,295 08		101.366		21,585 97	0 10	21,331 68	100 170	254 29	1,065	89	4 9
FEDERAL NATL MORTG ASSN 2007-16 AB 6 000% 8/25/35 (31396PYZ8)	142,031 10		106 258		150,919 41	0 72	144,011 76	101 390	6,907 65	8,522	710	5 5
FEDERAL NATIONAL MORTGAGE ASSN 6 000% 6/25/36 CMO 2006-49 PA (31395DXA2)	78,639 06		107 047		84,180 75	0 40	79,818 64	101 500	4,362 11	4,718	393	5 5
FEDERAL HOME LOAN MORTGAGE CORP 6 000% 10/15/36 CMO 3233 PA (31397BYP0)	179,037.04		107 238		191,995 74	0 92	182,617 76	102 000	9,377 98	10,742	895	5 5
GOVERNMENT NATIONAL MORTGAGE ASSN 4.800% 11/16/37 CMO 2009-4 AB (38373M5M8)	177,916 69		104 691		186,262 76	0 89	187,034 92	105 130	-772 16	8,540	712	4 5
GOVERNMENT NATIONAL MORTGAGE ASSN 0 824% 1/16/44 CMO 2004-10 IO VARIABLE RATE (38373MKW9)	4,485,716 39		2 619		117,480 91	0 56	155,226 27	3 460	-37,745 36	36,962	3,081	
GOVERNMENT NATIONAL MORTGAGE ASSN 0 823% 6/16/44 CMO 2004-43 IO VARIABLE RATE (38374G5M0)	4,663,817 43		2 842		132,545 69	0.63	154,092 93	3 300	-21,547 24	38,383	3,201	

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CITY NATIONAL BANK
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ASSETS | Detail | Continued

DESCRIPTION (ASSET ID)	SHARES/ PAR VALUE	X MARKET PRICE ($)	= MARKET VALUE ($)	% OF ASSETS	COST BASIS ($)	COST PER UNIT ($)	UNREALIZED G/L ($)	EST. ANNUAL INCOME ($)	ACCRUED INCOME ($)	(%) YIELD
GOVERNMENT NATIONAL MORTGAGE ASSN 0 732% 12/16/44 CMO 2007-108-IO VARIABLE RATE (38373MMM9)	5,291,210 99	3 379	178,790 02	0 86	203,637 41	3 850	-24,847 39	38,732	3,227	
GOVERNMENT NATIONAL MORTGAGE ASSN 0 709% 1/16/45 CMO 2005-9 IO VARIABLE RATE (38373MNX4)	204,870 89	3 409	6,984 05	0 03	9,873 19	4 820	-2,889 14	1,453	120	
GOVERNMENT NATIONAL MORTGAGE ASSN 0.748% 1/16/46 CMO 2006-5 IO VARIABLE RATE (38373MTB6)	903,258 49	3 943	35,615 48	0 17	44,713 02	4 950	-9,097 54	6,756	563	
GOVERNMENT NATIONAL MORTGAGE ASSN 0 807% 4/16/46 CMO 2006-15 IO VARIABLE RATE (38373MUM0)	218,169 65	3 803	8,296 99	0 04	10,430 64	4 780	-2,133 65	1,761	147	
GOVERNMENT NATIONAL MORTGAGE ASSN 0 771% 5/16/46 CMO 2006-30 IO VARIABLE RATE (38373MVL1)	177,507 16	4 343	7,709 14	0 04	9,407 33	5 300	-1,698 19	1,369	114	
GOVERNMENT NATIONAL MORTGAGE ASSN 0 895% 8/16/46 CMO 2006-55 IO VARIABLE RATE (38374NP43)	797,639 06	4 494	35,845 90	0 17	44,701 53	5 600	-8,855 63	7,139	595	
GOVERNMENT NATIONAL MORTGAGE ASSC 1 001% 11/16/46 CMO 2006-67 IO VARIABLE RATE - MONTHLY (38374N8C4)	549,818 39	4 807	26,429 77	0 13	33,570 89	6 110	-7,141 12	5,504	459	

DESCRIPTION (ASSET ID)	SHARES/ PAR VALUE	MARKET PRICE ($)	MARKET VALUE ($)	% OF ASSETS	COST BASIS ($)	COST PER UNIT ($)	UNREALIZED G/L ($)	EST. ANNUAL INCOME ($)	ACCRUED INCOME ($)	(%) YIELD
GOVERNMENT NATIONAL MORTGAGE ASSN 0 941% 1/16/47 CMO 2007-4 IO VARIABLE RATE - MONTHLY (38375JLA1)	416,494 33	5 085	21,178 74	0 10	26,602 83	6 390	-5,424 09	3,919	326	
GOVERNMENT NATIONAL MORTGAGE ASSN 0 816% 3/16/47 CMO 2007-15 IO VARIABLE RATE - MONTHLY (38373MYV6)	378,822 86	5 071	19,210 11	0 09	25,338 01	6 690	-6,127 90	3,091	258	
GOVERNMENT NATIONAL MORTGAGE ASSN 0 934% 5/16/47 CMO 2007-34 IO VARIABLE RATE-MONTHLY (38373MG95)	431,695 86	5 164	22,292 77	0 11	27,887 95	6 460	-5,595 18	4,032	336	
GOVERNMENT NATIONAL MORTGAGE ASSN 1 068% 7/16/47 CMO 2007-55 IO VARIABLE RATE-MONTHLY (38373ML24)	1,490,210 52	5 394	80,381 96	0 38	96,196 69	6 460	-15,814 73	15,915	1,325	
GOVERNMENT NATIONAL MORTGAGE ASSN 1 053% 11/16/47 CMO 2007-77 IO VARIABLE RATE - MONTHLY (38373MP87)	433,898 31	5 150	22,345 76	0 11	28,559 41	6 580	-6,213 65	4,569	381	
GOVERNMENT NATIONAL MORTGAGE ASSN 1 178% 11/16/47 CMO 2008-8 IO (38373MQ86)	412,565 95	5 092	21,007 86	0 10	27,256 15	6 610	-6,248 29	4,860	405	
GOVERNMENT NATIONAL MORTGAGE ASSN 1 137% 2/16/48 CMO 2008-45 IO VARIABLE RATE (38373MV80)	1,186,057 97	4 683	55,543 09	0 27	71,452 12	6 020	-15,909 03	13,485	1,123	

ASSETS | Detail | Continued

DESCRIPTION (ASSET ID)	SHARES/ PAR VALUE	X	MARKET PRICE ($)	=	MARKET VALUE ($)	% OF ASSETS	COST BASIS ($)	COST PER UNIT ($)	UNREALIZED G/L ($)	EST. ANNUAL INCOME ($)	ACCRUED INCOME ($)	(%) YIELD
GOVERNMENT NATIONAL MORTGAGE ASSN 0 970% 4/16/48 CMO 2008-48 IO VARIABLE RATE (38373MY87)	1,148,181 97		4 365		50,118 14	0 24	65,047 27	5 670	-14,929 13	11,137	928	
GOVERNMENT NATIONAL MORTGAGE ASSN 0 993% 7/16/48 CMO 2008-78 IO VARIABLE RATE (38373M4A5)	1,332,946 94		4 702		62,675 17	0 30	79,031 12	5 930	-16,355 95	13,236	1,103	
GOVERNMENT NATIONAL MORTGAGE ASSN 1.042% 10/16/48 CMO 2008-92 IO VARIABLE RATE (38373M4T4)	1,222,098 41		5 275		64,465 69	0 31	75,922 54	6 210	-11,456 85	12,734	1,061	
GOVERNMENT NATIONAL MORTGAGE ASSN 1 981% 3/19/49 CMO 2009-30 IO (38374XSK2)	1,192,866 26		8 917		106,367 88	0 51	114,777 26	9 620	-8,409 38	23,631	1,968	
GOVERNMENT NATIONAL MORTGAGE ASSN 1 408% 6/16/49 CMO 2009-49 IO VARIABLE RATE (38373M7Z7)	1,173,405 76		6 753		79,240 09	0 38	83,156 07	7 090	-3,915.98	16,522	1,375	
GOVERNMENT NATIONAL MORTGAGE ASSOC 1 144% 6/16/49 CMO 2009-60 IO (38376GAE0)	996,119 68		8 167		81,353 09	0 39	58,733 50	5 900	22,619 59	11,396	950	
GOVERNMENT NATIONAL MORTGAGE ASSN 1 735% 7/16/49 CMO 2009-71 IO (38376GAL4)	1,011,986 11		7 112		71,972 45	0 34	77,796 44	7 690	-5,823 99	17,558	1,462	
GOVERNMENT NATIONAL MORTGAGE ASSN 1 154% 10/16/49 CMO 2009-86 IO (38376GAS9)	898,162 31		5 744		51,590 44	0 25	52,891 08	5 890	-1,300 64	10,365	864	

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DESCRIPTION (ASSET ID)	SHARES/ PAR VALUE	MARKET PRICE ($)	MARKET VALUE ($)	% OF ASSETS	COST BASIS ($)	COST PER UNIT ($)	UNREALIZED G/L ($)	EST. ANNUAL INCOME ($)	ACCRUED INCOME ($)	(%) YIELD
GOVERNMENT NATIONAL MORTGAGE ASSN 1 097% 11/16/49 CMO 2009-105 IO (38376GBG4)	829,404 57	5 849	48,511 87	0 23	49,667 07	5 990	-1,155 20	9,099	379	
GOVERNMENT NATIONAL MORTGAGE ASSN 1 06019% 12/16/49 CMO 2009-119 IO (38376GCM0)	1,555,000 00	5 571	86,629 05	0 41	87,833 20	5 650	-1,204 15	16,486	458	
Total U.S GOVT REMICS/CMOS			**$7,921,698 09**	**37 89%**	**$8,096,518.61**		**-$174,820 52**	**$755,638**	**$59,937**	
CORPORATE BONDS-DOMESTIC										
DELTA AIR LINES 7.570% 11/18/10 (247367AP0) S&P Rating - BBB-	52,000 00	101 375	52,715 00	0 25	47,917 50	92 150	4,797 50	3,936	470	5 9
DELTA AIRLINES 7 111% 9/18/11 (247367AT2) S&P Rating - BBB-	79,000 00	100 875	79,691 25	0 38	67,688 75	85 680	12,002 50	5,618	1,607	6 6
CIT GROUP INCORPORATED 7 000% 5/01/13 (125581FT0)	8,658 00	93 250	8,073 59	0 04	9,987 75	115 360	-1,914 16	606	35	9 4
TOYOTA MOTOR CREDIT CORP 0 001% 6/27/13 VARIABLE RATE (89233PY91) Moody's Rating - AAA S&P Rating - AAA	150,000 00	100 197	150,295 50	0 72	150,000 00	100 000	295 50	2	16	-0 1
CIT GROUP INCORPORATED 7 000% 5/01/14 (125581FU7)	12,989 00	92 875	12,063 53	0 06	9,934 61	76 480	2,128 92	909	53	9 0
CIT GROUP INCORPORATED 7 000% 5/01/15 (125581FV5)	12,989 00	89 500	11,625 16	0 06	9,589 29	73 830	2,035 87	909	53	9 6
CIT GROUP INCORPORATED 7 000% 5/01/16 (125581FW3)	21,649 00	88 000	19,051 12	0 09	12,186 85	56 290	6,864 27	1,515	88	9 6

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DESCRIPTION (ASSET ID)	SHARES/ PAR VALUE	MARKET PRICE ($)	MARKET VALUE ($)	% OF ASSETS	COST BASIS ($)	COST PER UNIT ($)	UNREALIZED G/L ($)	EST. ANNUAL INCOME ($)	ACCRUED INCOME ($)	(%) YIELD
CIT GROUP INCORPORATED 7 000% 5/01/17 (125581FX1)	30,309 00	86 750	26,293 06	0 13	12,081 49	39 860	14,211 57	2,122	124	9 6
Total CORPORATE BONDS-DOMESTIC			$359,808 21	1.72%	$319,386.24		$40,421.97	$15,617	$2,447	
ASSET BACKED CORP ISSUES										
NORTHWEST AIRLINES ABS 2001-1 A-2 6 841% 4/01/11 (667294AX0) S&P Rating - BBB-	98,000 00	98 000	96,040.00	0 46	87,285 00	89 070	8,755 00	6,704	1,676	8 5
CATERPILLAR FINANCIAL ASSET TRUST 0 777% 6/25/12 ABS 2007-A A3B VARIABLE RATE (14911XAF3) Moody's Rating - AAA S&P Rating - AAA	69,755 38	99 988	69,747 01	0.33	69,036 03	98 970	710 98	542	11	0 8
PMC JOINT VENTURE LP CMO 2003-1 A 2 696% 3/15/23 ABS 2003-1 A VARIABLE RATE (69345GAB9) Moody's Rating - AAA	13,834 51	99 044	13,702 25	0 07	13,834 51	100 000	-132 26	373	18	2 8
Total ASSET BACKED CORP ISSUES			$179,489.26	0 86%	$170,155 54		$9,333 72	$7,619	$1,704	
FLOATING RATE & ADJ RATE NOTES										
TOYOTA MOTOR CREDIT CORPORATION 3 784% 1/09/12 VARIABLE RATE QUARTERLY (89233P3A2) Moody's Rating - AA1 S&P Rating - AA	320,000 00	106 603	341,129 60	1 63	319,999 46	100 000	21,130.14	12,109	2,838	0 5

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ASSETS | Detail | Continued

DESCRIPTION (ASSET ID)	SHARES/ PAR VALUE	X	MARKET PRICE ($)	=	MARKET VALUE ($)	% OF ASSETS	COST BASIS ($)	COST PER UNIT ($)	UNREALIZED G/L ($)	EST. ANNUAL INCOME ($)	ACCRUED INCOME ($)	(%) YIELD
BARCLAYS BANK PLC	233,000 00		97 931		228,179 23	1 09	233,000 00	100 000	-4,820 77	4,427	246	2 3
1 900% 12/11/14												
VARIABLE RATE- QUARTERLY (06740JEJ5)												
Moody's Rating - AA3												
S&P Rating - AA-												
Total FLOATING RATE & ADJ RATE NOTES					$569,308 83	2.72%	$552,999 46		$16,309.37	$16,536	$3,084	
Total Fixed Income					$19,747,376.37	94 44%	$19,682,591 05		$64,785 32	$1,097,194	$115,043	
Equity												
DOMESTIC COMMON & FOREIGN STOCK												
CIT GROUP INC COM	743 00		27 610		20,514.23	0 10	4,072 59	5 481	16,441 64			
(CIT)												
Total DOMESTIC COMMON & FOREIGN STOCK					$20,514 23	0 10%	$4,072.59		$16,441 64			
Total Equity					$20,514 23	0 10%	$4,072 59		$16,441 64			
Accrued Income on Sold Assets											$0	
Total on 12/31/09					$20,909,285 60	100%	$20,828,058 64		$81,226 96	$1,097,765	$115,125	

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George Hoag Family Foundation

Change in Market Value, Account Detail in USD

YTD Ending December 31, 2009

Fund	% Of Fund	Market Value 12/31/2008	Cash Flows	Gains/ Losses	Current Shares	Price	Market Value 12/31/2009
Benchmark-Free Allocation Fund-III [1]	0.71	10,998,231	-650,000	2,193,375	576,625 576	21.75	12,541,606
Multi-Strategy Fund Offshore E	0.09	2,473,482	650,000	-92,986	N/A	N/A	3,030,496
Total		**13,471,714**	**0**	**2,100,388**			**15,572,102**

Note
[1] *The above transaction information, as it pertains to mutual fund distributions, should not be used for tax reporting purposes The finalized tax character of the distributions will be reported to applicable shareholders on Form 1099-DIV, which is expected to be mailed in early 2010 In addition, the final mutual fund distribution rates paid in 2009 for tax reporting purposes will be available on GMO's website in early 2010*

Transaction Details

Date	Transaction	Gross Amount	Net Amount	Fees Paid	Price	Shares This Transaction	Total Shares
Benchmark-Free Allocation Fund-III in USD							
05/29/2009	Exchange Redemption	-438,906.27	-435,000.00	3,906.27	19.67	-22,313.486	566,456.936
07/07/2009	Dividend-Reinvested	82,702.71	82,702 71	0 00	19 60	4,219.526	570,676.462
07/07/2009	Long Term Cap Gain-Reinvest	9,969.64	9,969.64	0.00	19.60	508.655	571,185.117
09/30/2009	Exchange Redemption	-215,258.31	-215,000.00	258.31	21.35	-10,082.356	561,102.761
12/30/2009	Dividend-Reinvested	339,018.29	339,018 29	0.00	21.84	15,522.815	576,625.576
Multi-Strategy Fund Offshore E in USD							
05/29/2009	Exchange Purchase	435,000.00	435,000.00	0.00	N/A	N/A	N/A
09/30/2009	Exchange Purchase	215,000.00	215,000.00	0 00	N/A	N/A	N/A

George Hoag Family Foundation
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JPMorgan European Property Fund

Investment performance as of **12/31/2009**
(Return expressed in Euros, periods of less than one year are not annualized)

JPME0141 **George Hoag Family Foundation** **Sub-Fund C Feeder LP Income Units Class 2**

	Three months	Year to date	One year	Three years	Since inception 3/31/2007	Three months	Year to date	One year	Three years	Since inception 9/30/2005
Gross of Fees	-1 84%	-31 65%	-31 65%	-	-19 08%	-1 95%	-32 32%	-32 32%	-16 52%	-8 18%
Net of Fees	-2 31%	-32 89%	-32 89%	-	-20 65%	-2 44%	-33 67%	-33 67%	-18 05%	-10 01%

Share Activity	NAV	Euro		Units / Shares
NAV as of 9/30/2009	6,150 13	236,214 19		38 408
Contributions		-		-
Dividends (Cash/Reinvested)		-		0 282
Redemptions		-		-
Net Income, Gross of Fees		5,020 48		-
Unrealized & Realized Appreciation (Depreciation)		-9,625 04		-
Fees		-1,164 25	CONVERTED @ 1.45322	
NAV as of 12/31/2009	**5,956.20**	Euro: **230,445.38**	= $330,279	**38.690**
Structuring Fee		-		
Management Fee Rebate		-		
Total Commitment		**827,000**		
Commitment Drawn		**827,000**		
Commitment Undrawn		-		

The JPMorgan European Property Fund (the "Fund") completed 2009 with a total annual net return of -33 49% for Sub-Fund C. For the fourth quarter Sub-Fund C produced a -2 36% total return, comprised of a 1.73% income return, a -4 33% appreciation return and a 0 24% unrealized foreign currency gain. The total net return since inception for Sub-Fund C is -9 78% (approximately -9 26% without the effect of currency movements).

The fourth quarter of 2009 saw further signs of improvement in the direct real estate markets Investment continued to rise in core markets, demand for space improved in a number of large cities and capital values started to stabilize. In the UK, capital values actually increased with the IPD monthly index for capital values increasing by +7 4% in the last three months Our assets in the UK benefited from this market move with the discount rates on our retail and industrial assets revised downward on the back of market evidence and overall capital values in local currency increased by almost 5%. In other countries, discount rates remained the same except in a small number of cases. In France, only one asset experienced a small increase in yields with the remaining properties relatively flat The overall decline in capital values was due to a decline in market rents and lower forecast indexation. Similarly in Hungary, discount rates remained the same, but a decline in market rents along with a change in the real estate transfer tax brought capital values down. In Portugal, two of our largest office projects, Suecia and Adamastor, were negatively impacted by increased tenant concessions and delayed leasing forecasts. The road to stabilization of our capital values is beginning to show improvement but individual market and country performance will vary substantially quarter to quarter over 2010 until markets stabilize

The Fund ended the quarter with 78% occupancy which was slightly improved from the third quarter. Excluding vacant properties under refurbishment, including Montroyer, Bellini III and the Helsinki Office Portfolio, the occupancy would be approximately 80% The current uncalled capital commitment queue is approximately €184 million The redemption queue as of the date of this letter is approximately €55 million based upon the fourth quarter NAV.

The loan-to-value (LTV) position of the properties within the Fund has declined from 78% to 75% with senior debt totaling €1.5 billion as of the fourth quarter. This resulted from the pre-payment of €64 million of debt in connection with loan restructuring in a number of properties. For the assets with loan covenants, many have stated remedies for any breaches that may occur. Restructuring of the loans (waiver or favorable modification of the LTV and/or other covenants) with Royal Bank of Scotland, Deutsche Pfandbrief Bank, Banco Espirito Santo and Eurohypo (Stars Portfolio in Brussels) have been signed and documented and represent approximately 33% of our loan portfolio

The Fund will pay a dividend to Sub Fund C and B unit holders of EUR 3,500,000 and EUR 100,000 respectively, for the fourth quarter of 2009

George Hoag Family Foundation
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Client Advisor	Client Relations Manager	Client Service Manager
Michael Wagner	Ann Cole	Janet Field

RREEF

RREEF AMERICA REIT II

Quarter Ended December 31, 2009

George Hoag Family Foundation

Board Approved - Unaudited

Statement of Account

	Transaction Date	Amount		Number of Shares		Per Share (1)
Prior Period Ending Market Value	09/30/2009	**$4,556,458.19**		**62,905.2060**		**$ 72.43**
Contribution - Reinvested Distributions		0		0000		$0 00
Beginning Market Value plus Reinvestments		**$4,556,458.19**	(2)	**62,905.2060**	(2)	**$ 72.43**
Contribution - Capital Calls		0		0000		**$0.00**
Distribution - Income	12/31/2009	(46,146 21)				
Distribution - Return of Capital		0				
Distribution - Realized Gain		0				
Net Income Before Fees		75,691 58				
Realized Gain (Loss)		355 68				
Unrealized Gain (Loss)		(258,631 27)				
Redemptions		0		0000		**$0.00**
Ending Market Value - Before Fees		**$4,327,727.97**	(2)			
Management Fees		(5,890 72)				
Incentive Fees		0				
Ending Market Value - After Fees		**$4,321,837.25**		**62,905.2060**		**$ 68.70**
Distributions Payable		0				
Ending Market Value plus Distributions Payable		**$4,321,837.25**	(2)			

Client Fund Performance (based on market value)

	Current Quarter	12 Months Ended December 31, 2009	Since Inception (April 15, 2005)
Time Weighted Total Return Before Fees	(4 0%)	(29 2%)	(1 8%)
Time Weighted Total Return After Management Fees	(4 1%)	(29 5%)	(2 2%)
Time Weighted Total Return After Management and Incentive Fees	(4 1%)	(29 5%)	(2 5%)
NCREIF Property Index	(2 1%)	(16 9%)	4 2%
NCREIF Fund Index ODCE - Gross	(3 5%)	(29 8%)	(0 2%)
NCREIF Fund Index ODCE - Net	(3 7%)	(30 4%)	(1 1%)

(1) Per share amounts are rounded
(2) Amount provided for informational purposes only
(3) Not Applicable
(4) Not Applicable
(5) Not Applicable
(6) Not Applicable

George Hoag Family Foundation
FEIN 95-6006885
Attachment to Form 990-PF
Part II Line 10,13

GEORGE HOAG FAMILY FOUNDATION
2665 Main Street, Suite 220
Santa Monica, CA 90405
Phone (310) 664-1358
Fax (310) 664-1368

Date of Application: ________________

Name of Organization: ____

Mailing Address: __________________________
____
____

Name and Title of Correspondent: ______________________________________

Telephone Number: ____________________
Fax Number: ____________________
Email: __________________________

Street Address of Organization: ______________________________________

Type of Organization and Nature of Operations:
____
____

Date of Incorporation: ________________

I.R.S. Tax Exemption Granted Under Section: ___________ **Dated:** ___________
California Tax Exemption Granted Under Section: __________ **Dated:** __________
Federal Information Return Filed in the Name of: __________________________
Form: ______________________________ **Date Last Filed:** __________________
(990, 990T, 990AR, other)
Are you classified as a private foundation by the I.R.S.? **Yes** **No**
Are you classified as a supporting organization by the I.R.S.? **Yes** **No**
If yes, what type? **Type I** **Type II** **Type III**

Amount of Request: ______________________

Brief Description of Project:
____
____
____
____

PLEASE INCLUDE ONE ORIGINAL AND 8 ADDITIONAL COPIES OF APPLICATION MATERIALS

George Hoag Family Foundation
FEIN 95-6006885
Attachment to Form 990-PF
Part XV Line 2

GEORGE HOAG FAMILY FOUNDATION
APPLICATION PACKAGE

Application Procedure

- The foundation accepts applications for grants from **qualified tax-exempt charitable organizations [operating within the State of California]** Applications are not accepted from individuals.

- Prospective applicants are requested to communicate with the office by means of a **concise letter of inquiry** (not in excess of two pages in length), outlining aims and specific needs, to determine their eligibility and to arrange for the necessary forms and any additional information which may be needed

- Applications must be fully completed by **March 31** for consideration at the regular meeting held in May, and by **September 30** for consideration at the regular meeting held in November.

- Please submit **one original and 8 copies** of the application package (except where different requirements are noted on checklist) to the Foundation office as follows·

  George Hoag Family Foundation
  Attn: Charles W. Smith, Secretary/Executive Director
  2665 Main Street, Suite 220
  Santa Monica, CA 90405

- If you have any questions, please contact Sarah Bicknell, Grants Coordinator or the Secretary/Executive Director.

- Communication with individual directors of the foundation will not be of assistance to the applicant and is discouraged

- Proposal assembly should not be bound with staples as the Foundation will re-organize materials. Proposals can be separated by a colored sheet of paper or paperclips. All proposals should be collated.

GEORGE HOAG FAMILY FOUNDATION
APPLICATION PACKAGE

Application Package Checklist

Please include **original and 8 additional copies** of the following items:

1 A completed application form (page one of package).

2. A narrative section outlining the proposal, 2-4 pages in length, not limited to, but inclusive of.
   - The organization's mission with a description of the program/project and the amount of requested funds
   - Information regarding the need for services or facilities.
   - Indication of who the target population is and how many will be served.
   - A schedule indicating when proposed program/project would begin.
   - A statement describing the schedule with which your organization would report on the disbursement of funds and the results obtained with requested funds (On completion of program/project or within 12 months).

3 Following the narrative portion please include the following attachments·
   - A complete project budget
   - A complete organization budget
   - Relevant information about other grants, pledges, and or fund-raising activities.
   - A current list of officers, directors and/or trustees.

4. Current, complete audited financial statement.
   - Financial statements prepared by other than independent auditors must be signed by two officers of the Board of Directors or Trustees All accompanying notes to statements must be included.
   - Please note if you have been granted by the Foundation in the last (4) years, you can include only 1 copy of the audit. All other parties must include (8) copies.

Please include only **1 copy** of the following items.

5 A statement, on letterhead, from the governing body of the organization authorizing the presentation of this application.

6. Copy of valid Internal Revenue Service letter granting exemption under Section 501(c)(3) of the Internal Revenue Code

7 Copy of valid California Franchise Tax Board letter granting exemption under Section 23701d of the Revenue & Taxation Code.

<u>NOT NECESSARY</u>: Any supplementary information, such as brochures, video/DVD's or press kits should be limited to one copy if absolutely necessary.

GEORGE HOAG FAMILY FOUNDATION
APPLICATION PACKAGE

PURPOSES, PRINCIPLES AND POLICIES

Purposes

George Hoag Family Foundation is a private nonprofit charitable corporation organized to promote and engage in exclusively charitable endeavors which will **improve social conditions, promote human welfare and/or alleviate pain and suffering.** It was incorporated in the year 1940 by George Grant Hoag, Grace E Hoag, and George Grant Hoag, II

Principles

The Foundation does not conduct or administer its own charitable programs, but operates by making grants to qualified organizations The Foundation is not required to support any particular charitable cause or institution. The Foundation does not advocate or promote any particular theories or doctrines in the fields in which it may be interested The Foundation may choose from a wide variety of charitable endeavors to accomplish its purpose.

The Foundation primarily applies its resources to benefit California residents through healthcare programs, social service programs, and youth-based organizations. The Board of Directors acts without partiality or prejudice, on the basis of criteria involving no pressures other than those imposed by good judgment with the welfare of the community in mind.

Policies

The following policies represent a framework for how funding decisions are made:

1 The Foundation does not make grants to individuals For example, student aid or medical assistance grants would be made to the operating organization and not to the individual

2. Foundation grants are confined to the support of nonpartisan, nonprofit organizations which are operated in the public interest and have tax exempt status as charitable organizations granted by the Internal Revenue Service and the California Franchise Tax Board.

3. Grants are usually not made to organizations soliciting funds in support of projects or programs operated by other than the applicant.

4 The Foundation primarily makes grants to organizations operating in the State of California.

5. Despite a natural concern for religious institutions, the Foundation does not make grants to religious organizations when their principal activity is for the benefit of their own members.

6. Grants are generally not made to agencies that receive substantial direct governmental funding.

7. The Foundation is principally interested in providing improved or expanded services through programs already in operation.

Policies Cont'd

8 The Foundation will consider requests that cover capital and operating expenses.

9. Without compelling circumstances, the Foundation does not make grants to reduce previously incurred obligations or operating deficits

10. There are many worthy organizations and programs eligible for grants, and the Foundation's income has never been sufficient to meet all the meritorious requests for funds For this reason, the Foundation usually does not grant funds to any organization two years in succession, and prefers not to grant funds more than once every three years

11. The Foundation distributes substantially all of its income in the year in which it is received. Grants are made principally out of current income. Ordinarily, applications for grants which require a commitment of anticipated income in future years will not be favorably considered.

BOARD OF DIRECTORS' REVIEW

All applications for grant are given careful consideration and evaluation by the Foundation's Board of Directors. The deliberations of the Board include an analysis of each application in terms of the following criteria.

1. The current need for facilities or services proposed by the applicant's project and the extent to which the project would duplicate existing facilities or services in the geographically affected areas.

2 The reasonableness of the project budget including assurances as to the availability of other funds to complete the project if necessary.

3 The degree that the project will have efficient and economical management by persons who are experienced and competent.

The final action taken on each application is communicated to the applicant in writing following the meeting at which it is approved or disapproved.

NOTE: "Correspondent" should be executive director, administrator, manager, or an officer, fully qualified to amplify the information in the application and available during business hours.

GEORGE HOAG FAMILY FOUNDATION
Federal Excise Tax Return - Form 990-PF
May 2009 Grants

1.	Achievable Foundation 5901 Green Valley Circle, Suite 320 Culver City, CA 90230	$10,000	In support of the Specialized Adaptive Equipment program which provides adaptive equipment and technologies to low-income individuals with developmental disabilities.
2.	Alexandria House 426 South Alexandria Avenue Los Angeles, CA 90020	$25,000	Funds will be used towards the construction of a new on-site Family Recreation Center.
3.	Alzheimer's Family Services Center 9451 Indianapolis Avenue Huntington Beach, CA 92646	$25,000	Funds will support AFSC's Family Dementia Services which provides dementia specific adult day care, caregiver support and education services.
4.	American Diabetes Association 151 Kalmus Dr., #C-100 Costa Mesa, CA 92626	$1,000	General operational support towards ADA's mission to prevent and cure diabetes.
5.	American Red Cross of Greater Los Angeles 11355 Ohio Avenue Los Angeles, CA 90025	$50,000	In support of the Catastrophic Disaster Plan which places strategic communications and response equipment throughout Greater Los Angeles and increases volunteer training.
6.	Angel Flight West 3161 Donald Douglas Loop, S Santa Monica, CA 90405	$15,000	Funds will support pilot recruitment, expansion of referral sources, emergency response collaborations and continued transport of individuals with critical medical circumstances.
7.	Aviva Family and Children's Services 7120 Franklin Avenue Los Angeles, CA 90046	$10,000	Renovation support for the treatment center for teenage girls with serious behavioral problems.
8.	Bethany (Sisters of St. Joseph of Orange) 480 S. Batavia Street Orange, CA 92868	$15,000	Funds will provide Bethany's (homeless and abused women) transitional shelter residents and graduates with medical, dental and mental health services.
9.	Boy Scouts of America, Los Angeles Area Council 2333 Scout Way Los Angeles, CA 90026	$15,000	In support of Urban Emphasis, a youth development program for inner city youth.
10.	Breast Cancer Solutions 270 Bristo Street, Suite 101-142 Costa Mesa, CA 92626	$10,000	Funding will underwrite temporary life supporting expenses to breast cancer clients who are unable to work due to this disease.

George Hoag Family Foundation
FEIN 95-6006885
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Part XV Line 3a

GEORGE HOAG FAMILY FOUNDATION
Federal Excise Tax Return - Form 990-PF
May 2009 Grants

11.	Bresee Foundation 184 S. Bimini Place Los Angeles, CA 90004	$10,000	Funding will support Bresee's Family Support Services which provide emergency and crisis support for families in need of food, clothing, transportation and housing.
12.	Camp Del Corazon 11615 Hesby Street North Hollywood, CA 91601	$10,000	Operational support towards a free-of-charge residential summer camp for children ages 7-17 who are living with heart disease.
13.	Central City Community Outreach P.O. Box 13273 Los Angeles, CA 90013	$10,000	Operational support of the after-school program for homeless youth K-12, living on Skid Row.
14.	Children's Dental Health Clinic 455 East Columbia Street Long Beach, CA 90806	$15,000	Funds will underwrite the cost of IV sedation/Specialty Care for low income children in the Greater Long Beach area.
15.	City of Hope 1055 Wilshire Boulevard Los Angeles, CA 90017	$60,000	To support laboratory investigations in targeted therapy to develop novel treatments for leukemia. This program is aimed at fast tracking laboratory results into clinical trials.
16.	Clare Foundation 909 Pico Boulevard Santa Monica, CA 90405	$25,000	Operational support of the Detox/Primary Program for homeless and low-income men and woman who are substance addicted.
17.	Community SeniorServ, Inc. 1200 N. Knollwood Circle Anaheim, CA 92801	$15,000	In support of the In-Home Services Program which provides homebound, frail, older adults with support and services to help maintain their health and independence.
18.	Downtown Women's Center 325 South Los Angeles Street Los Angeles, CA 90013	$25,000	Operational support of the DWC's Day Center a drop in facility for homeless women which provides emergency survival resources and services.
19.	Economic Opportunity Commission 1030 Southwood Drive San Luis Obispo, CA 93401	$25,000	Funds will be used towards the purchase of 2 vans for EOC's Maxine Lewis Memorial Shelter.
20.	El Camino Homeless Organization 6370 Atascadero Avenue Atascadero, CA 93422	$10,000	Operational support of the ECHO's shelter programs in Northern San Luis Obispo County.
21.	Goodwill of Orange County 410 North Fairview Santa Ana, CA 92703	$10,000	Funds will support the Working for Independence programs.

22.	Harvest Home 2118 Wilshire Blvd., #358 Santa Monica, CA 90403	$10,000	Funds will underwrite the salary of the case manager, a licensed mental health worker.
23.	Hathaway-Sycamores Child and Family Services 210 S. De Lacey Avenue, Ste. 210 Pasadena, CA 91105	$15,000	In support of the Transitional Independent Living Program and After Care Program that serve emancipated foster youth in gaining independence.
24.	Hillsides 940 Avenue 64 Pasadena, CA 91105	$20,000	In support of the Family Intervention Fund which helps low-income families with emergency funds towards food, clothing, shelter and other basic needs.
25.	Hoag Hospital Foundation One Hoag Drive, Box 6100 Newport Beach, CA 92658	$500,000	Installment towards the $16 million dollar grant in support of Diabetes, an endowed Cancer Medical Chair and capital expenditures for the Hoag Cancer Center.
26.	John Tracy Clinic 806 West Adams Boulevard Los Angeles, CA 90007	$25,000	In support of the Parent/Infant Program which provides education and support to families with children recently diagnosed with permanent hearing loss.
27.	Junior Blind of America 5300 Angeles Vista Boulevard Los Angeles, CA 90043	$20,000	In support of Junior Blind's Child Development Programs which provides developmental therapy, parent education, advocacy and school readiness training to multi-disabled blind children.
28.	L.A. Goal 4911 Overland Avenue Culver City, CA 90230	$10,000	Operational support for the educational, vocational, employment, counseling and recreational programs for adults with developmental disabilities and their families.
29.	Los Angeles Child Guidance Clinic 3031 S. Vermont Avenue Los Angeles, CA 90007	$10,000	In support of the First Steps program which provides early intervention mental health services for at risk families with infants and toddlers in Central and South Los Angeles.
30.	Los Angeles Conservation Corps P.O. Box 15868 Los Angeles, CA 90015	$15,000	General operational support of LA Conversation Corps which serves at risk youth through employment, education and support programs.
31.	National Health Foundation 515 South Figueroa Street, #1300 Los Angeles, CA 90071	$5,000	Funds will support NHF's Recuperative Care Expansion Project.

32.	Mercy House Transitional Living Centers, Inc. P.O. Box 1905 Santa Ana, CA 92702	$15,000	In support of Regina House, a transitional shelter assisting single mothers achieve self sufficiency.
33.	MOMS Orange County 1128 W. Santa Ana Blvd. Santa Ana, CA 92703	$30,000	Operational support towards providing access to prenatal care, health care, educational and referral services to low-income mothers and their babies.
34.	Olive Crest Treatment Centers, Inc. 2130 E. Fourth Street, Suite 200 Santa Ana, CA 92705	$20,000	Funds will support the Transitional Housing Placement-Plus Program which provides affordable housing and services for individuals transitioning from the child welfare and probation systems.
35.	One Voice 1228 15th Street, Suite C Santa Monica, CA 90404	$10,000	Funds will support low income families with emergency rental assistance, food and medical care ensuring that these families remain stable during times of crisis.
36.	Project Angel Food 922 Vine Street Los Angeles, CA 90038	$20,000	Funds will be used toward the purchase of food that will be prepared and delivered, free of charge, to men, women and children living with serious illnesses across Los Angeles County.
37.	Project Cuddle 2973 Harbor Blvd., #326 Costa Mesa, CA 92626	$10,000	In support of the Pregnancy and Adoption Services Program which provides women in crisis an opportunity to have a healthy pregnancy and delivery.
38.	The Promises Foundation P.O. Box 662087 Los Angeles, CA 90066	$20,000	In support of a comprehensive yearlong sober living program for low-income women and their children.
39.	Rape Treatment Center Santa Monica-UCLA Medical Center & Orthopaedic Hospital 1250 16th Street Santa Monica, CA 90404	$20,000	Funding will be used towards specialized emergency services and follow up care for victims of sexual assault.
40.	Rescue Mission Alliance - San Fernando Valley P.O. Box 5545 Oxnard, CA 93031	$15,000	In support of the Family Shelter program which provides emergency shelter, supportive services and case management for homeless families.
41.	The Saban Free Clinic 8405 Beverly Blvd. Los Angeles, CA 90048	$20,000	Operational support of the Saban Free Clinic which provides medical and dental care for low income families.

GEORGE HOAG FAMILY FOUNDATION
Federal Excise Tax Return - Form 990-PF
May 2009 Grants

42.	Share Our Selves 1550 Superior Avenue Costa Mesa, CA 92627	$5,000	In support of the SOS Social Service Program.
43.	Solid Rock Ranch P.O. Box 2416 Nipomo, CA 93444	$15,000	Operational support for Solid Rock Ranch, a foster care home.
44.	Southern California College of Optometry 2575 Yorba Linda Blvd. Fullerton, CA 92831	$10,000	In support of the Vision Care for Disadvantaged Adults and Children which provides vision care for uninsured patients.
45.	St. Matthias Episcopal Church 7056 S. Washington Avenue Whittier, CA 90602	$15,000	In support of St. Matthias' Soup Hour which provides hot, nutritious meals each weekday.
46.	Step Up On Second 1328 Second Street Santa Monica, CA 90401	$30,000	General Program support of Step Up on Second which provides services to individuals with severe and persistent mental illness.
47.	Team Prime Time P.O. Box 241496 Los Angeles, CA 90024	$10,000	Funds will support two after school learning groups (20 students) in academic support, literacy enrichment and leadership training.
48.	Travelers Aid Society of Los Angeles 1507 Winona Blvd. Los Angeles, CA 90027	$20,000	General operating support for TASLA's Crisis Intervention, Emergency Services and Family Reunification/Relocation Program.
49.	Vista Del Mar Child & Family Services 3200 Motor Avenue Los Angeles, CA 90034	$20,000	Operational support of Vista Del Mar which provides mental health and educational services to children and their families in Los Angeles.
50.	Women's Care Cottage 6180 Laurel Canyon Blvd., #375 North Hollywood, CA 91606	$20,000	Funds will be used towards operational expenses of Women's Care Cottage.
51.	Working Wardrobes for a New Start 11614 Martens River Circle Fountain Valley, CA 92708	$5,000	Operational support of Working Wardrobes which assists people emerging from life crisis to attain self-sufficiency and sustainable employment.
	TOTALS	$1,351,000	

GEORGE HOAG FAMILY FOUNDATION
Federal Excise Tax Return - Form 990-PF
November 2009 Grants

1.	A New Way of Life Reentry Project P.O. Box 875288 Los Angeles, CA 90087	$10,000	In support of the Family Reunification Project which assists formerly incarcerated women in reuniting with their children.
2.	A Place Called Home 2830 South Central Avenue Los Angeles, CA 90011	$15,000	In support of APCH afterschool youth center which offers educational enrichment programs to at-risk/underserved youth.
3.	The All-American Boys Chorus P.O. Box 1527 Costa Mesa, CA 92628	$4,000	Operational support of the All- American Boys Chorus programs.
4.	The Alliance for Children's Rights 3333 Wilshire Blvd., Suite 550 Los Angeles, CA 90010	$25,000	Funding will underwrite the salary of and part-time Public Health Nurse who will be assessing and working towards foster children receiving appropriate medical and mental health services.
5.	Alternative Living for the Aging 937 N. Fairfax Avenue West Hollywood, CA 90047	$10,000	Operational support of the Preinterviewed Housemate/Roommate Matching Program and Cooperative Apartment Communities.
6.	Assistance League of Santa Ana 1037 W. First Street Santa Ana, CA 92703	$5,000	In support of the Serving Eager Eyes program with provides eye examinations and eyeglasses for low-income Santa Ana students.
7.	Assistance League of Southern California 1370 N. St. Andrews Place Hollywood, CA 90028	$20,000	Funds will support ALSC's Hollywood Senior Multipurpose Center's Home Delivered Supplemental Meals program for home-bound, low-income seniors.
8.	Bonner Community Food Center, Inc. 921 N. 5th Avenue Sandpoint, ID 83864	$10,000	Funds will be used toward the purchase of food that will be distributed to low income and work force families in crisis.
9.	Child S.H.A.R.E 1544 West Glenoaks Blvd. Glendale, CA 91201	$15,000	Funds will be used towards supportive programming for foster and adoptive families including training, resources and support group meetings.
10.	Chrysalis 1853 Lincoln Boulevard Santa Monica, CA 90404	$25,000	Funding will underwrite the salary of a Senior Employment Specialist at the skid row location.
11.	Connection House of California 8 Lakeview Irvine, CA 92604	$5,000	In support of Connection House's transitional housing program serving emancipated foster youth who are homeless or at risk of becoming homeless.

GEORGE HOAG FAMILY FOUNDATION
Federal Excise Tax Return - Form 990-PF
November 2009 Grants

12.	Doheny Eye Institute 1450 San Pablo, DEI-3050 Los Angeles, CA 90033	$35,000	Funds will be used towards the purchase of retinal ultrasound equipment.
13.	Food Bank Coalition of San Luis Obispo County 2212 Golden Hill Road Paso Robles, CA 93447-2070	$10,000	Funds will be used towards the purchase of food to be distributed to low income families and seniors in San Luis Obispo County
14.	Foodbank of Santa Barbara County 4554 Hollister Avenue Santa Barbara, CA 93110	$15,000	Funds will be used towards the Foodbank's Protein Program which subsidizes the purchase price of high-protein staple foods.
15.	Friendship Shelter P.O. Box 4252 Laguna Beach, CA 92652	$10,000	Operational support of the homeless shelter providing housing, meals and supportive services.
16.	Geffen Playhouse 10886 Le Conte Avenue Los Angeles, CA 90024	$5,000	In support of the School Tour Program providing art education to underserved youth in Los Angeles County.
17.	Girls Incorporated of Orange County 1815 Anaheim Avenue Costa Mesa, CA 92627	$5,000	In support of the STRONG Initiative providing at-risk girls with the knowledge and skills they need to develop a healthy lifestyle.
18.	The Giving Spirit 11908 Montana Avenue Los Angeles, CA 90049	$5,000	Funds will be used towards to the purchase of GS survival kits being distributed to homeless individuals.
19.	Habitat for Humanity of Orange County 2200 S. Ritchey Santa Ana, CA 92705	$25,000	Funds will support the Habitat for Heroes and Foundations for Families development in San Juan Capistrano.
20.	Help the Children P.O. Box 91106 Los Angeles, CA 90091	$20,000	Operational support towards expanding services to assist more families with food and basic supply needs.
21.	Hoag Hospital Foundation One Hoag Drive, Box 6100 Newport Beach, CA 92658	$1,150,000	Installment towards the $16 million dollar grant in support of Diabetes, an endowed Cancer Medical Chair and capital expenditures for the Hoag Cancer Center.
22.	Holy Family Services P.O. Box 26368 Los Angeles, CA 90026	$10,000	In support of the Infant Birth Program, providing support training and assistance to birth parents, children and adoptive families.
23.	Human Options P.O. Box 53745 Irvine, CA 92619	$15,000	Funds will support the core service programs of Human options, providing services for battered women and their children.

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24.	L.A. Family Housing 7843 Lankershim Blvd. North Hollywood, CA 91605	$20,000	Operational support of the Housing Resource Center which transitions homeless families and individuals out of its shelters and into permanent affordable housing.
25.	Lifewater International P.O. Box 3131 San Luis Obispo, CA 93403	$20,000	In support of drilling and repairing wells in Northern Uganda, providing clean water and improved health to the communities and schools in that area.
26.	Los Angeles Regional Foodbank 1734 East 41st Street Los Angeles, CA 90058	$10,000	In support of the Produce and Perishable Distribution Program which provides people at-risk of hunger with food assistance that is balanced and nutritious.
27.	MEND, Inc. 10641 San Fernando Road Pacoima, CA 91331	$25,000	Funds will support the Emergency Food Pantry.
28.	The Midnight Mission 601 South San Pedro Street Los Angeles, CA 90014	$15,000	In support of the Family Housing Program which provides a no-cost 12 month residential environment for homeless families.
29.	My Stuff Bags Foundation 5347 Sterling Center Drive Westlake Village, CA 91361	$10,000	Funding will provide "My Stuff" duffel bags filled with new, age and gender appropriate belongings to abused and neglected children who enter crisis shelters and foster care without possessions.
30.	North County Women's Shelter Resource Center P.O. Box 2155 Atascadero, CA 93423	$20,000	Funds will support the Temporary Restraining Order Assistance Program providing assistance to domestic violence victims with the legal process of obtaining a restraining order.
31.	OPCC (Ocean Park Community Center) 1453 16th Street Santa Monica, CA 90404	$5,000	Funds will be used towards the purchase of meals and hygiene supplies provided to mentally ill women utilzing the Daybreak Day Center.
32.	Pacific Legal Foundation 3900 Lennane Drive, Suite 200 Sacramento, CA 95834	$10,000	Operational support towards PLF's public interest litigation program.
33.	Plaza Community Services 4018 City Terrace Drive Los Angeles, CA 90063	$5,000	In support of Plaza Communities Services distribution of food and lightly used clothing to underserved individuals and families.

34.	Project Dignity 12020 Chapman Ave. PMB #257 Garden Grove, CA 92840	$5,000	In support of the Motel Meals on Wheels Program which provides nutrition to shut in seniors and disabled individuals who reside in low income residential motels.
35.	Providence Little Company of Mary Foundation 1300 West 7th Street San Pedro, CA 90732	$20,000	In support of the Partners for Healthy Kids program, a mobile pediatric clinic providing services to uninsured children at their schools.
36.	Saint John's Health Center Foundation - John Wayne Cancer Institute Breast Center 1328 Twenty-Second Street Santa Monica, CA 90404	$125,000	Funds will be used towards the purchase of breast ultrasound machines.
37.	Santa Monica – UCLA Medical Center and Orthopaedic Hospital 10945 Le Conte Avenue, Suite 3132 Los Angeles, CA 90095	$5,000	Funds will be used towards the purchase of a non-invasive bladder scanner.
38.	Second Harvest Food Bank of Orange County 8014 Marine Way Irvine, CA 92618	$35,000	In support of the Emergency Food Project providing families hit by the economic recession by purchasing additional food.
39.	Someone Cares Soup Kitchen P.O. Box 11267 Costa Mesa, CA 92627	$5,000	Funds will be used toward the purchase of food to be distributed to those in need.
40.	South County Outreach 26776 Vista Terrace Lake Forest, CA 92630	$15,000	In support of the South County Outreach Food Pantry which distributes emergency food supplies to approximately 900 families per month.
41.	Taller San Jose 801 N. Broadway Santa Ana, CA 92701	$25,000	In support of the Medical Careers Academy, which recruits and educates underserved youth for living-wage employment in the allied health field.
42.	Union Rescue Mission 545 South San Pedro Street Los Angeles, CA 90013	$5,000	Funds will be used towards the purchase of food for the downtown facility.
43.	Venice Family Clinic 604 Rose Avenue Venice, CA 90291	$100,000	Operational support of the new clinic located Mar Vista, providing free and discounted medical services to local individuals and families in need.
44.	Weingart Center Association 566 South San Pedro Street Los Angeles, CA 90013	$25,000	Operational support of the Weingart Center Access Center, a walk-in facility providing information, referrals and direct services to homeless individuals and families.

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45.	The Wellness Community - West Los Angeles 2716 Ocean Park Blvd., #1040 Santa Monica, CA 90405	$10,000	Funding will be used towards the operational costs of support groups for people effected by cancer.
46.	Westside Food Bank 1710 22nd Street Santa Monica, CA 90404	$25,000	Funds will be used towards the purchase of food to be distributed to individuals and families in need on the Westside of Los Angeles.
47.	Women's Transitional Living Center, Inc. P.O. Box 6103 Orange, CA 92863	$15,000	In support of the Independence from Dependence program which provides shelter, supportive services for victims of domestic violence and human trafficking.
	Total Grants Paid	$2,004,000	

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Type or print	Name of Exempt Organization George Hoag Family Foundation	**Employer identification number** 95-6006885
File by the extended due date for filing the return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 2665 Main Street, Suite 220, No. 220	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Santa Monica, CA 90405	

Check type of return to be filed (File a separate application for each return):

[ ] Form 990 [ ] Form 990-EZ [ ] Form 990-T (sec. 401(a) or 408(a) trust) [ ] Form 1041-A [ ] Form 5227 [ ] Form 8870
[ ] Form 990-BL [X] Form 990-PF [ ] Form 990-T (trust other than above) [ ] Form 4720 [ ] Form 6069

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ Michael B. Sedgwick, Treasurer - 11601 Wilshire Boulevard, Ste. 500 - Los Angeles, CA 90025
  Telephone No. ▶ (310) 395-8655 FAX No. ▶ (310) 395-6276
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until November 15, 2010.

5 For calendar year 2009 , or other tax year beginning ______________ , and ending ______________ .

6 If this tax year is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
We are waiting for additional information necessary to complete the organization's tax return.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**8a**	$	18,980.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	**8b**	$	30,145.
c **Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**8c**	$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ [signature] Title ▶ Treasurer Date ▶ 8/10/2010

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