

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

OMB No 1545-0052

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning , 2010, and ending

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

HELEN K. & JAMES S. COPLEY FOUNDATION
P. O. BOX 1530
LA JOLLA, CA 92038

A Employer identification number

95-6051770

B Telephone number (see the instructions)

(858) 454-0411

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

I Fair market value of all assets at end of year
(from Part II, column (c), line 16)

\$ 7,356,098.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

REVENUE

- 1 Contributions, gifts, grants, etc., received (att sch)
 2 Ck ☒ if the foundn is not req to att Sch B
 3 Interest on savings and temporary cash investments
 4 Dividends and interest from securities
 5a Gross rents
 b Net rental income or (loss)
 6a Net gain/(loss) from sale of assets not on line 10
 b Gross sales price for all assets on line 6a
 7 Capital gain net income (from Part IV, line 2)
 8 Net short-term capital gain
 9 Income modifications
 10a Gross sales less returns and allowances
 b Less Cost of goods sold
 c Gross profit/(loss) (att sch)
 11 Other income (attach schedule)
 SEE STATEMENT 1
 12 Total. Add lines 1 through 11

226.

226.

166,174.

166,174.

-11,907.

1,659,753.

0.

0.

618.

618.

155,111.

167,018.

0.

ADMINISTRATIVE AND EXPENSES

- 13 Compensation of officers, directors, trustees, etc
 14 Other employee salaries and wages
 15 Pension plans, employee benefits
 16a Legal fees (attach schedule)
 b Accounting fees (attach sch)
 c Other prof fees (attach sch)
 17 Interest
 18 Taxes (attach schedule) (see instr) SEE STM 2
 19 Depreciation (attach sch) and depletion
 20 Occupancy
 21 Travel, conferences, and meetings
 22 Printing and publications
 23 Other expenses (attach schedule)
 SEE STATEMENT 3
 24 Total operating and administrative expenses. Add lines 13 through 23
 25 Contributions, gifts, grants paid PART XV
 26 Total expenses and disbursements. Add lines 24 and 25

22,822.

22,822.

1,039.

1,039.

8,486.

8,486.

32,347.

32,347.

5,637,267.

5,637,267.

5,669,614.

32,347.

0.

5,637,267.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

-5,514,503.

b Net investment income (if negative, enter 0-)

134,671.

c Adjusted net income (if negative, enter 0-)

0.

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash – non-interest-bearing				
	2	Savings and temporary cash investments		4,510,888.	502,831.	502,831.
	3	Accounts receivable				
		Less allowance for doubtful accounts				
	4	Pledges receivable				
		Less allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments – U.S. and state government obligations (attach schedule)				
	b	Investments – corporate stock (attach schedule)				
	c	Investments – corporate bonds (attach schedule)				
	LIABILITIES	11	Investments – land, buildings, and equipment basis			
		Less accumulated depreciation (attach schedule)				
12		Investments – mortgage loans				
13		Investments – other (attach schedule)		8,141,989.	6,635,543.	6,853,267.
14		Land, buildings, and equipment basis				
		Less accumulated depreciation (attach schedule)				
15		Other assets (describe)				
16		Total assets (to be completed by all filers – see instructions Also, see page 1, item I)		12,652,877.	7,138,374.	7,356,098.
17		Accounts payable and accrued expenses				
18		Grants payable				
NET FUND ASSETS	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.		<input type="checkbox"/>			
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.		<input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		12,652,877.	7,138,374.	
	30	Total net assets or fund balances (see the instructions)		12,652,877.	7,138,374.	
	31	Total liabilities and net assets/fund balances (see the instructions)		12,652,877.	7,138,374.	

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	12,652,877.
2	Enter amount from Part I, line 27a	2	-5,514,503.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	7,138,374.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	7,138,374.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 4				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

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

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

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	-11,907.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8 </div>		3	-15,872.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009	2,816,624.	13,171,926.	0.213835
2008	4,065,609.	20,298,420.	0.200292
2007	1,865,652.	24,797,715.	0.075235
2006	1,729,730.	29,367,710.	0.058899
2005	2,244,990.	25,877,453.	0.086755

2 Total of line 1, column (d)	2	0.635016
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.127003
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	10,491,224.
5 Multiply line 4 by line 3	5	1,332,417.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,347.
7 Add lines 5 and 6	7	1,333,764.
8 Enter qualifying distributions from Part XII, line 4	8	5,637,267.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instr.)		1	1,347.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,347.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,347.
6 Credits/Payments			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	1,776.	
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	1,776.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	429.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		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?		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		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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XIV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) N/A		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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Form 990-PF (2010)

Part VII-A Statements Regarding Activities (Continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>KIM KOCH</u> Telephone no <u>(858) 454-0411</u> Located at <u>7776 IVANHOE AVENUE LA JOLLA CA</u> ZIP + 4 <u>92037</u>			
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 <u>N/A</u>	15		N/A
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u>			X

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.

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

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Form 990-PF (2010)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

6b X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 5		0.	0.	0.

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

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

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Form 990-PF (2010)

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	8,022,265.
b Average of monthly cash balances	1b	2,628,724.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	10,650,989.
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	10,650,989.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	159,765.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,491,224.
6 Minimum investment return. Enter 5% of line 5	6	524,561.

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	524,561.
2a Tax on investment income for 2010 from Part VI, line 5	2a	1,347.
b Income tax for 2010 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	1,347.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	523,214.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	523,214.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	523,214.

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	5,637,267.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	5,637,267.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	1,347.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,635,920.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				523,214.
2 Undistributed income, if any, as of the end of 2010			0.	
a Enter amount for 2009 only			0.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005 982,811.				
b From 2006 311,763.				
c From 2007 666,882.				
d From 2008 3,056,930.				
e From 2009 2,161,580.				
f Total of lines 3a through e	7,179,966.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 5,637,267.			0.	
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2010 distributable amount				523,214.
e Remaining amount distributed out of corpus	5,114,053.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	12,294,019.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	982,811.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	11,311,208.			
10 Analysis of line 9				
a Excess from 2006 311,763.				
b Excess from 2007 666,882.				
c Excess from 2008 3,056,930.				
d Excess from 2009 2,161,580.				
e Excess from 2010 5,114,053.				

N/A

- (4) Gross investment income.**

[illegible]Form **990-PF** (2010)

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 SEE STATEMENT- SCHEDULE XV LINE 3 (A)				5,637,267.
Total				3a 5,637,267.
b Approved for future payment SEE STATEMENT - SCHEDULE XV LINE 3 (B)				6,765,683.
Total				3b 6,765,683.

(See worksheet in line 13 instructions to verify calculations)

[illegible]

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		X
(2) Other assets		X
b Other transactions		
(1) Sales of assets to a noncharitable exempt organization		X
(2) Purchases of assets from a noncharitable exempt organization		X
(3) Rental of facilities, equipment, or other assets		X
(4) Reimbursement arrangements		X
(5) Loans or loan guarantees		X
(6) Performance of services or membership or fundraising solicitations		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees		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.

[illegible]

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		

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.

**Sign
Here**

Dear P. Sawyer, Treasurer
 Signature of officer or trustee
 Print/Type preparer's name
 Preparer's signature

11-14-11
Date

TREASURER

**Paid
Preparer
Use Only**

Print/Type preparer's name

L. SCOTT SHIELDS, CPA

Preparer's signature _____

Date

Date 11/10/11

Check if	<input checked="" type="checkbox"/>	if
----------	-------------------------------------	----

Check if ☒ if
self-employed

PTIN

P00368722

Firm's name

L. SCOTT SHIELDS, CPA

Firm's EIN ▶

Firm's address

9820 WILLOW CREEK ROAD, STE. 285
SAN DIEGO, CA 92131

SAN DIEGO, CA 92131

Phone no

(858) 577-3830

BAA

Form 990-PF (2010)

SCHEDULE D
(Form 1041)Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**

OMB No 1545-0092

2010▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for
Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

Name of estate or trust

HELEN K AND JAMES S COPLEY FOUNDATION

Employer identification number

95-6051770

Note: Form 5227 filers need to complete *only* Parts I and II**Part I Short-Term Capital Gains and Losses – Assets Held One Year or Less**

1 a	(a) Description of property (Example 100 shares 7% preferred of 'Z' Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
9102.22	JP MORGAN SHORT DURATION BOND FUND	12/01/10	11/30/10	100,307.	9,972.	90,335.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b**1 b****2** Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824**2****3** Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts**3****4** Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet**4**

-201,151.

5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on page 2▶ **5**

-110,816.

Part II Long-Term Capital Gains and Losses – Assets Held More Than One Year

6 a	(a) Description of property (Example 100 shares 7% preferred of 'Z' Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
90654.97	JP MORGAN SHORT DURATION BOND FUND	11/02/09	11/30/10	999,018.	975,704.	23,314.
8991.784	SELECT INVEST MULTISTRATEGY LTD	6/01/07	1/01/10	83,227.	89,918.	-6,691.
18201.175	SELECT INVEST MULTISTRATEGY LTD	6/01/07	7/01/10	167,460.	182,012.	-14,552.
32435.452	SELECT INVEST MULTISTRATEGY LTD	6/01/07	11/01/10	307,847.	324,354.	-16,507.
	MORGAN STANLEY LONG TERM CAP GAIN DISTRI	VARIOUS	VARIOUS	1,894.	0.	1,894.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b**6 b****7** Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824**7****8** Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts**8****9** Capital gain distributions**9****10** Gain from Form 4797, Part I**10****11** Long-term capital loss carryover Enter the amount, if any, from line 14, of the 2009 Capital Loss Carryover Worksheet**11**

-2,587,615.

12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on page 2▶ **12**

-2,600,157.

Part III Summary of Parts I and IICaution: Read the instructions **before** completing this part

	(1) Beneficiaries' (see instructions)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13	-110,816.	-110,816.
14 Net long-term gain or (loss):			
a Total for year	14a	-2,600,157.	-2,600,157.
b Unrecaptured section 1250 gain (see line 18 of the worksheet in the instructions)	14b		
c 28% rate gain	14c		
15 Total net gain or (loss). Combine lines 13 and 14a	15	-2,710,973.	-2,710,973.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of	16	3,000.
a The loss on line 15, column (3) or b \$3,000		

Note: If the loss on line 15, column (3), is more than \$3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet in the instructions if

- Either line 14b, column (2) or line 14c, column (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34 is more than zero. Skip this part and complete the worksheet in the instructions if either line 14b, column (2) or line 14c, column (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20 Add lines 18 and 19	20	
21 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-	21	
22 Subtract line 21 from line 20. If zero or less, enter -0-	22	
23 Subtract line 22 from line 17. If zero or less, enter -0-	23	
24 Enter the smaller of the amount on line 17 or \$2,300	24	
25 Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the 'No' box <input type="checkbox"/> No. Enter the amount from line 23	25	
26 Subtract line 25 from line 24	26	
27 Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 through 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27	
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29 Subtract line 28 from line 27	29	
30 Multiply line 29 by 15% (15)	30	
31 Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32 Add lines 30 and 31	32	
33 Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for
Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2010

Name of estate or trust

HELEN K AND JAMES S COPLEY FOUNDATION

Employer identification number

95-6051770

Note: Form 5227 filers need to complete *only* Parts I and II

Part I Short-Term Capital Gains and Losses — Assets Held One Year or Less

1a	(a) Description of property (Example 100 shares 7% preferred of 'Z' Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
9102.22	JP MORGAN SHORT DURATION BOND FUND	12/01/10	11/30/10	100,307.	9,972.	90,335.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b

1b

2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824

2

3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts

3

4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet

4

-201,151.

5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on page 2

► 5

-110,816.

Part II Long-Term Capital Gains and Losses — Assets Held More Than One Year

6a	(a) Description of property (Example 100 shares 7% preferred of 'Z' Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
90654.97	JP MORGAN SHORT DURATION BOND FUND	11/02/09	11/30/10	999,018.	975,704.	23,314.
8991.784	SELECT INVEST MULTISTRATEGY LTD	6/01/07	1/01/10	83,227.	89,918.	-6,691.
18201.175	SELECT INVEST MULTISTRATEGY LTD	6/01/07	7/01/10	167,460.	182,012.	-14,552.
32435.452	SELECT INVEST MULTISTRATEGY LTD	6/01/07	11/01/10	307,847.	324,354.	-16,507.
	MORGAN STANLEY LONG TERM CAP GAIN DISTRI					
	VARIOUS		VARIOUS	1,894.	0.	1,894.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b

6b

7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824

7

8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts

8

9 Capital gain distributions

9

10 Gain from Form 4797, Part I

10

11 Long-term capital loss carryover Enter the amount, if any, from line 14, of the 2009 Capital Loss Carryover Worksheet

11

-2,587,615.

12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on page 2

► 12

-2,600,157.

Part III Summary of Parts I and II**Caution:** Read the instructions *before* completing this part

	(1) Beneficiaries' (see instructions)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13	-110,816.	-110,816.
14 Net long-term gain or (loss):			
a Total for year	14a	-2,600,157.	-2,600,157.
b Unrecaptured section 1250 gain (see line 18 of the worksheet in the instructions)	14b		
c 28% rate gain	14c		
15 Total net gain or (loss). Combine lines 13 and 14a	15	-2,710,973.	-2,710,973.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of		
a The loss on line 15, column (3) or b \$3,000	16	3,000.

Note: If the loss on line 15, column (3), is more than \$3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet in the instructions if

- Either line 14b, column (2) or line 14c, column (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34 is more than zero. Skip this part and complete the worksheet in the instructions if either line 14b, column (2) or line 14c, column (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20 Add lines 18 and 19	20	
21 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-	21	
22 Subtract line 21 from line 20. If zero or less, enter -0-	22	
23 Subtract line 22 from line 17. If zero or less, enter -0-	23	
24 Enter the smaller of the amount on line 17 or \$2,300	24	
25 Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the 'No' box <input type="checkbox"/> No. Enter the amount from line 23	25	
26 Subtract line 25 from line 24	26	
27 Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 through 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27	
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29 Subtract line 28 from line 27	29	
30 Multiply line 29 by 15% (15)	30	
31 Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32 Add lines 30 and 31	32	
33 Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

2010

FEDERAL STATEMENTS

PAGE 1

HELEN K. & JAMES S. COPLEY FOUNDATION

95-6051770

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
PUTNAM FAIR FUND SETTLMNT	\$ 618.		
TOTAL	\$ 618.	0.	0.

STATEMENT 2
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES & MISC	\$ 1,039.	\$ 1,039.		
TOTAL	\$ 1,039.	\$ 1,039.	0.	0.

STATEMENT 3
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	\$ 4,250.	\$ 4,250.		
INSURANCE	2,595.	2,595.		
PAYROLL PROCESSING	1,641.	1,641.		
TOTAL	\$ 8,486.	\$ 8,486.	0.	0.

STATEMENT 4
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	JPM SHORT DURATION BOND FD	PURCHASED	VARIOUS	VARIOUS
2	JPM SHORT DURATION BOND FD	PURCHASED	VARIOUS	VARIOUS
3	MORGAN STANLEY LONG TERM CAP GAIN DISTRI	PURCHASED	VARIOUS	VARIOUS
4	8991.784 SELECTINVEST MULTISTRATEGY LTD	PURCHASED	6/01/2007	1/01/2010
5	18201.175 SELECTINVEST MULTISTRATEGY LTD	PURCHASED	6/01/2007	7/01/2010
6	32435.452 SELECTINVEST MULTISTRATEGY LTD	PURCHASED	6/01/2007	11/01/2000

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	635.		0.	635.				\$ 635.
2	1098690.		1075376.	23,314.				23,314.
3	1,894.		0.	1,894.				1,894.

HELEN K. & JAMES S. COPLEY FOUNDATION

95-6051770

STATEMENT 4 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
4	83,227.		89,918.	-6,691.				\$ -6,691.
5	167,460.		182,012.	-14,552.				-14,552.
6	307,847.		324,354.	-16,507.				-16,507.
							TOTAL	\$ -11,907.

STATEMENT 5
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
DAVID C. COPLEY PO BOX 1530 LA JOLLA, CA 92038	PRESIDENT 0	\$ 0.	\$ 0.	\$ 0.
ROBERT CROUCH PO BOX 1530 LA JOLLA, CA 92038	VICE PRESIDENT 0	0.	0.	0.
CHARLES F. PATRICK PO BOX 1530 LA JOLLA, CA 92038	VICE PRESIDENT 0	0.	0.	0.
DEAN DWYER PO BOX 1530 LA JOLLA, CA 92038	TREASURER 0	0.	0.	0.
KIM KOCH PO BOX 1530 LA JOLLA, CA 92038	SECRETARY 0	0.	0.	0.
	TOTAL	\$ 0.	\$ 0.	\$ 0.

STATEMENT 6
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:	HELEN K AND JAMES S COPLEY GRANTS
NAME:	KIM KOCH
CARE OF:	
STREET ADDRESS:	PO BOX 1530
CITY, STATE, ZIP CODE:	LA JOLLA, CA 92038
TELEPHONE:	(858) 454-0411
FORM AND CONTENT:	LETTER OUTLINING SPECIFIC NEED WITH COPY OF TAX EXEMPT CERTIFICATE, LIST OF BOARD/TRUSTEE MEMBERS, FINACIAL BUDGETARY INFORMATION.

HELEN K. & JAMES S. COPLEY FOUNDATION

95-6051770

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

SUBMISSION DEADLINES: IS GENERALLY JAN.2, THE ANNUAL MEETING IS GENERALLY IN MAY
RESTRICTIONS ON AWARDS: LIMITED PRIMARILY TO THE IMMEDIATE CIRCULATION AREAS OF
COPLEY NEWSPAPERS LOCATED IN CALIFORNIA, ILLINOIS AND OHIO.

**HELEN K. & JAMES S. COPLEY FOUNDATION
STATEMENT OF CHARITABLE CONTRIBUTIONS
FOR TWELVE MONTHS ENDED DECEMBER 31, 2010**

Payee Organization	Payment
<u>Arts and Culture</u>	
Abraham Lincoln Presidential Library Foundation	\$200,000
La Jolla Playhouse	\$300,000
Museum Of Contemporary Art, San Diego	\$428,600
Old Globe Theatre	\$200,000
Playwrights Project	\$1,000
San Diego History Center	\$5,000
San Diego Museum of Art	-\$5,000
San Diego Museum of Art	\$5,000
San Diego Museum of Art	\$10,000
San Diego Opera	\$50,000
San Diego Symphony	\$10,000
Children's Museum / Museo de los Ninos	\$100,000
Timken Museum of Art	\$10,000
Total Arts and Culture	\$1,314,600
<u>Civic and Community</u>	
San Diego Crew Classic	\$75,000
San Diego Public Library Foundation	\$666,666
The Zoological Society of San Diego	\$10,000
Total Civic and Community	\$751,667
<u>Education</u>	
Adobe Bluffs Educational Foundation	\$250
Borrego Springs Unified School District	\$1,000
Borrego Springs Unified School District	\$1,000
Monarch School	\$20,000
Nativity Prep Academy	\$1,000
Nativity Prep Academy	\$1,000
Ottawa University	\$1,000
Ottawa University	\$1,000
Ottawa University	\$1,000
Reading Literacy Learning, Inc	\$16,000
Southern Illinois University Foundation	\$750
St. Charles Borromeo School	\$1,000
St. Jerome School	\$1,000
Syracuse University	\$1,000
The UCLA Foundation	\$1,000,000
The UCLA Foundation	\$1,000,000
The UCLA Foundation	\$1,000,000
University of Missouri	\$3,000
Total Education	\$3,050,000

Human Services

Big Brothers Big Sisters of San Diego County	\$5,000
Canine Companions for Independence	\$10,000
Devil Pups, Inc.	\$1,500
Helen Woodward Animal Center	\$1,000
Mama's Kitchen	\$1,000
Voices for Children	\$1,000
Total Human Services	\$19,500

Medical and Health

Emilio Nares Foundation	\$750
SHARP HealthCare Foundation, San Diego	\$500,000
Total Medical and Health	\$500,750

Other

Aurora Cemetery Company	\$750
Total Other	\$750

Grand Total	\$5,637,267
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EXHIBIT XV(a)**Detail****Statement of Charitable Contributions****Fiscal Year 2010**

12/31/2010

<u>Recipient and/or Purpose</u>	<u>Tax Status</u>	<u>Amount Paid 2010</u>
Abraham Lincoln Presidential Library Foundation 500 E. Madison St. Suite 200 Springfield, IL 62701 <i>Museum Support</i> \$400,000.00 2009	501c(3)	\$200,000.00
Adobe Bluffs Educational Foundation 8707 Adobe Bluffs Drive San Diego, CA 92129-4448 <i>m/g - Anita Ta</i> \$250.00 2010	Non-profit organization	\$250.00
Aurora Cemetery Company Spring Lake Cemetery 745 South Lincoln Avenue Aurora, IL 60505 <i>Improvement Fund Trust #157</i> \$7,500.00 2006	Non-profit organization	\$750.00
Big Brothers Big Sisters of San Diego County 8515 Arjons Drive, Suite A San Diego, CA 92126 <i>Operation Bigs</i> \$5,000.00 2010	501(c)(3)	\$5,000.00
Borrego Springs Unified School District 1315 Palm Canyon Drive Borrego Springs, CA 92004 <i>m/g - A. Navarro</i> \$1,000.00 2010	Other	\$1,000.00
Borrego Springs Unified School District 1315 Palm Canyon Drive Borrego Springs, CA 92004 <i>m/g - E. Carr</i> \$1,000.00 2010	Other	\$1,000.00

Canine Companions for Independence Southwest Regional Center P. O. Box 4568 Oceanside, CA 92052-4568 <i>Sponsor Two Canine Companion Dogs</i> \$10,000.00 2010	501c(3)	\$10,000.00
Devil Pups, Inc. 3027 Townsgate Road Suite 210 Westlake Village, CA 91361 <i>2010 Emcampment Program</i> \$1,500.00 2010	501c(3)	\$1,500.00
Emilio Nares Foundation P.O. Box 86165 San Diego, CA 92138-6165 <i>New Car Seats</i> \$750.00 2010	501c(3)	\$750.00
Helen Woodward Animal Center P. O. Box 64 Rancho Santa Fe, CA 92067 <i>AniMobile Program</i> \$1,000.00 2010	501c(3)	\$1,000.00
Theatre & Arts Foundation of SD County P. O. Box 12039 La Jolla, CA 92039 <i>Artistic Innovation Initiative</i> \$1,200,000.00 2007	501c(3)	\$300,000.00
Mama's Kitchen 1875 Second Avenue San Diego, CA 92101 <i>Children's Nutritional Health Program</i> \$1,000 00 2010	501c(3)	\$1,000.00
Monarch High School Project 808 West Cedar Street San Diego, CA 92101 <i>After School Program</i> \$20,000.00 2010	501c(3)	\$20,000.00
Museum Of Contemporary Art, San Diego 700 Prospect Street La Jolla, CA 92037 <i>21st Century Campaign-Downtown</i>	501c(3)	\$428,600 00

<i>Facility</i>		
\$3,000,200.00		
2004		
Nativity Prep Academy	501c(3)	\$1,000.00
3233 Market Street		
San Diego, CA 92102		
<i>m/g - Vargas</i>		
\$1,000 00		
2010		
Nativity Prep Academy	501c(3)	\$1,000.00
3233 Market Street		
San Diego, CA 92102		
<i>D.Dwyer - m/g</i>		
\$1,000.00		
2010		
Old Globe Theatre	501c(3)	\$200,000.00
P. O. Box 122171		
San Diego, CA 92112		
<i>Securing a San Diego Landmark</i>		
\$200,000.00		
2009		
Ottawa University	Other	\$1,000.00
1001 S. Cedar		
Ottawa, KS 66067-3399		
<i>m/g - V. Perrine (Zorro)</i>		
\$1,000.00		
2010		
Ottawa University	Other	\$1,000.00
1001 S. Cedar		
Ottawa, KS 66067-3399		
<i>m/g - A. Navarro (Zorro)</i>		
\$1,000.00		
2010		
Ottawa University	Other	\$1,000.00
1001 S. Cedar		
Ottawa, KS 66067-3399		
<i>m/g - E. Carr</i>		
\$1,000 00		
2010		
Playwrights Project	501c(3)	\$1,000.00
2590 Truxtun Road		
Suite 202		
San Diego, CA 92106		
<i>Plays by Young Writers</i>		
\$1,000 00		
2010		
Reading Literacy Learning, Inc.	501c(3)	\$16,000.00
4455 Federal Blvd., Suite #64		

San Diego, CA 92102		
<i>Annual Book Party - 2010</i>		
\$16,000.00		
2010		
San Diego Crew Classic	501c(3)	\$75,000 00
1875 Quivira Way, C-6		
San Diego, CA 92109		
<i>2010 Crew Classic</i>		
\$75,000 00		
2010		
San Diego History Center	501c(3)	\$5,000.00
1649 El Prado		
San Diego, CA 92101		
<i>K-12 Education Programs</i>		
\$10,000.00		
2010		
San Diego Museum of Art	501c(3)	\$10,000.00
Balboa Park		
P.O. Box 122107		
San Diego, CA 92112-2107		
<i>Education and Outreach Programs</i>		
\$10,000.00		
2010		
San Diego Opera Association	501c(3)	\$50,000.00
1200 Third Avenue		
18th Floor		
San Diego, CA 92101-4112		
<i>2010-11 Student Night at the Opera</i>		
\$50,000.00		
2010		
San Diego Public Library Foundation	501c(3)	\$666,667 00
820 E Street		
San Diego, CA 92101-6478		
<i>Central Library Building Project</i>		
\$2,000,000 00		
2010		
San Diego Symphony Orchestra Association	501c(3)	\$10,000.00
Copley Symphony Hall		
1245 Seventh Avenue		
San Diego, CA 92101		
<i>Music Education and Outreach</i>		
\$10,000.00		
2010		
SHARP HealthCare San Diego, Inc.	501c(3)	\$500,000.00
8695 Spectrum Center Boulevard		
San Diego, CA 92123		
<i>The Campaign for Sharp HealthCare</i>		

\$5,000,000.00 •

2005

Southern Illinois University Foundation

501c(3)

\$750.00

Colyer Hall - Mail Code 6805

Carbondale, IL 62901-9988

m/g - Povse

\$750.00

2010

St. Charles Borromeo School

School

\$1,000.00

288 E Jefferson Ave.

Hampshire, IL 60140

m/g - P Warner

\$1,000.00

2010

St. Jerome School

501c(3)

\$1,000.00

222 Alexander Avenue

Bronx, NY 10454-3800

m/g - Vargas

\$1,000.00

2010

Syracuse University

501c(3)

\$1,000.00

820 Comstock Avenue

Syracuse, NY 13244

m/g - E Prina (CNS DC)

\$1,000.00

2010

The New Childrens Museum

501c(3)

\$100,000.00

200 West Island Avenue

San Diego, CA 92101

Capital and Programmatic Aspects

\$100,000.00

2010

The Putnam Foundation

509a(1)

\$10,000.00

1500 El Prado

Balboa Park

San Diego, CA 92101

Arts Education Program

\$10,000.00

2010

UCLA Foundation Charitable Fund

501c(3)

\$3,000,000.00

P. O. Box 24209

Los Angeles, CA 90024-0909

The David C. Copley Center /

The David C Copley Chair

\$6,000,000.00

2008

University of Missouri

Non-profit

\$3,000.00

School of Journalism
102 Jay H Neff Hall
Columbia, MO 65211
Copley Newspapers Scholarship Program
\$9,000.00
2008

organization

Voices for Children
2851 Meadow Lark Drive
San Diego, CA 92123
CASA Program
\$1,000 00
2010

501c(3)

\$1,000.00

The Zoological Society of San Diego
P. O. Box 120551
San Diego, CA 92112-0551
Institute for Conservation Research
\$10,000.00
2010

501c(3)

\$10,000.00

Grand Totals (39 items)

\$5,637,267.00

HELEN K. & JAMES S. COPLEY FOUNDATION
December 31, 2010
Schedule of Unpaid Charitable Pledges

	TOTAL PLEDGE	BALANCE DUE	PAYABLE 2011	PAYABLE 2012	PAYABLE 2013	PAYABLE 2014	PAYABLE 2015
Copley Family YMCA (Quarterly)*	3,200,000	3,000,000	-	1,000,000	2,000,000	-	-
SHARP Healthcare Foundation	5,000,000	2,000,000	500,000	500,000	500,000	500,000	-
San Diego Public Library Foundation** (pd in Aug)	2,000,000	1,333,333	666,667	666,666	-	-	-
Museum of Contemporary Art San Diego (pd in June)	3,000,200	428,600	428,600	-	-	-	-
Aurora Cemetery (Paid annually in Dec)	-	3750	750	750	750	750	750
Grand Totals	\$13,200,200	\$6,765,683	\$1,596,017	\$2,167,416	\$2,500,750	\$500,750	\$750

* Must start construction no later than August 2012.

** Second payment due one year from construction start date of August 2010. Last payment due at project completion.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

Department of the Treasury
Internal Revenue Service► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ☐*All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns***Type or print**

File by the due date for filing your return. See instructions.

Name of exempt organization

Employer identification number

HELEN K. & JAMES S. COPLEY FOUNDATION**95-6051770**

Number, street, and room or suite number. If a P.O. box, see instructions.

P. O. BOX 1530

City, town or post office, state, and ZIP code. For a foreign address, see instructions.

LA JOLLA, CA 92038

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► **KIM KOCH**

Telephone No. ► **(858) 454-0411** FAX No. ►

- 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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 11, to file the exempt organization return for the organization named above. The extension is for the organization's return for

- ☒ calendar year 20 10 or
- ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a 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.	3a \$	1,347.
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.	3b \$	1,776.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.**BAA For Paperwork Reduction Act Notice, see Instructions.**Form **8868** (Rev. 1-2011)

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

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	Employer identification number
	HELEN K. & JAMES S. COPLEY FOUNDATION	95-6051770
	Number, street, and room or suite number If a P O box, see instructions	
	L. SCOTT SHIELDS, CPA 9820 WILLOW CREEK ROAD, STE. 285	
File by the extended due date for filing the return See instructions	City, town or post office, state, and ZIP code For a foreign address, see instructions	
	SAN DIEGO, CA 92131	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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 care of KIM KOCH
Telephone No (858) 454-0411 FAX No _____
- 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 11/15, 20 11
- 5 For calendar year 2010, or other tax year beginning _____, 20 _____, and ending _____, 20 _____
- 6 If the tax year entered in line 5 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 TAXPAYER REQUIRES ADDITIONAL TIME TO PREPARE EXHIBITS TO FILE COMPLETE 990 PF

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	\$	1,347.
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	\$	1,776.
c Balance due. Subtract line 8b from line 8a Include your payment with this form, 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 BAA Title TREASURER Date _____

FIF20502L 11/15/10

Form 8868 (Rev 1-2011)