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

2009

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

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

Name of foundation

THE ROCK FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address)

ONE MARITIME PLAZA, SUITE 1220

Room/suite

City or town, state, and ZIP code

SAN FRANCISCO, CA 94111

A Employer identification number

94-1671318

B Telephone number

415-981-3921

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, col. (c), line 16)

\$ 33,704,309.

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))(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

2 Check ☒ if the foundation is not required to attach Sch. B3 Interest on savings and temporary
cash investments

6,639.

6,639.

4 Dividends and interest from securities

208,275.

208,275.

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all
assets on line 6a 6,886,276.

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

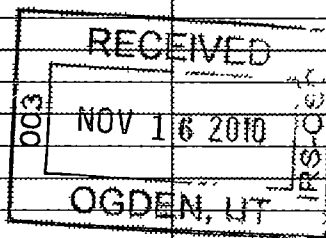
<6,438.>

1,280.

12 Total. Add lines 1 through 11

<930,837.>

216,194.



Operating and Administrative Expenses

13 Compensation of officers, directors, trustees, etc

0.

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees STMT 4

530.

0.

530.

b Accounting fees STMT 5

30,450.

0.

27,665.

c Other professional fees

17 Interest

1,402.

1,402.

0.

18 Taxes STMT 6

37.

37.

0.

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses STMT 7

19,904.

19,842.

10.

24 Total operating and administrative
expenses. Add lines 13 through 23

52,323.

21,281.

28,205.

25 Contributions, gifts, grants paid

1,479,960.

1,479,960.

26 Total expenses and disbursements.

Add lines 24 and 25

1,532,283.

21,281.

1,508,165.

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

<2,463,120.>

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

194,913.

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

N/A

SCANNED NOV 19 2010

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	124,628.	2,866,346.	2,866,346.
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 8	183,055.	183,055.	500,120.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	26,724,243.	21,519,386.	30,337,816.
Liabilities	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 10)	30,121.	30,140.	27.
	16 Total assets (to be completed by all filers)	27,062,047.	24,598,927.	33,704,309.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	27,062,047.	24,598,927.	
	30 Total net assets or fund balances	27,062,047.	24,598,927.	
	31 Total liabilities and net assets/fund balances	27,062,047.	24,598,927.	

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	27,062,047.
2 Enter amount from Part I, line 27a	2	<2,463,120.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	24,598,927.
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	24,598,927.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 6,886,276.		8,025,589.	<1,139,313.>

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			<1,139,313.>

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	<1,139,313.>
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	1,824,418.	33,475,531.	.054500
2007	1,620,283.	33,890,268.	.047810
2006	1,328,708.	32,244,286.	.041208
2005	1,575,425.	31,031,591.	.050768
2004	1,501,534.	30,733,952.	.048856

2 Total of line 1, column (d)	2	.243142
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	.048628
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	30,588,503.
5 Multiply line 4 by line 3	5	1,487,458.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,949.
7 Add lines 5 and 6	7	1,489,407.
8 Enter qualifying distributions from Part XII, line 4	8	1,508,165.

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 ☒ and enter 1% of Part I, line 27b		1	1,949.
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	1,949.
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	1,949.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	26,560.	
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	26,560.	
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	24,611.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ☒ 24,611. 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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☒ \$ 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
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
4b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
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, col (c), and Part XV.	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	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		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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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 ► N/A	13	X	
14	The books are in care of ► ARTHUR ROCK Located at ► ONE MARITIME PLAZA, STE. 1220, SAN FRANCISCO, CA Telephone no ► 415/981-3921 ZIP+4 ► 94111			
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.

	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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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? If "Yes," list the years ►	☐ Yes ☒ No	
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

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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

If "Yes" to 6b, file Form 8870.

X

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
ARTHUR ROCK	PRES/DIRECT.			
ONE MARITIME PLAZA, #1220				
SAN FRANCISCO, CA 94111	1.00	0.	0.	0.
TONI REMBE ROCK	CFO/DIR/SEC			
ONE MARITIME PLAZA, #1220				
SAN FRANCISCO, CA 94111	0.50	0.	0.	0.

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

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

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

0

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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	25,723,144.
b	Average of monthly cash balances	1b	4,112,469.
c	Fair market value of all other assets	1c	1,218,705.
d	Total (add lines 1a, b, and c)	1d	31,054,318.
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	31,054,318.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	465,815.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	30,588,503.
6	Minimum investment return. Enter 5% of line 5	6	1,529,425.

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	1,529,425.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,949.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,949.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,527,476.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,527,476.
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	1,527,476.

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	1,508,165.
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	1,508,165.
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	1,949.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,506,216.

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.

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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				1,527,476.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			1,476,341.	
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 ▶ \$ 1,508,165.				
a Applied to 2008, but not more than line 2a			1,476,341.	
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				31,824.
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				1,495,652.
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				

N/A

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

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

- (4) Gross investment income**

1318 2

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> SEE SCHEDULE A-1	NONE	PUBLIC		1,479,960.
Total			▶ 3a	1,479,960.
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

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) Exclu- sion 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			14	6,639.		
4 Dividends and interest from securities			14	208,275.		
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			14	1,280.		
8 Gain or (loss) from sales of assets other than inventory			18	<1,139,313.>		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue						
a MEADOWBROOK--ORD LOSS	531390	<7,690.>				
b OCM OPP VI--ORD LOSS	531390	<144.>				
c OCM OPP VI (DE)--RENTAL	531390	116.				
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e)		<7,718.>		<923,119.>		0.
13 Total Add line 12, columns (b), (d), and (e)						<930,837.>

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

[illegible]

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	PLATINUM GRV CONTINGENT CAP OFFSHORE FUND	P	07/01/05	04/30/09
b	CONVEXITY CAPITAL CLASS B FUND	P	02/13/06	04/15/09
c	CONVEXITY CAPITAL CLASS G FUND	P	02/13/06	04/21/09
d	THRU NORTHERN TRUST (CLASS ACTION PROCEEDS)	P		
e	FROM K-1 - OCM OPPORTUNITIES FUND, LP	P		
f	FROM K-1 - OCM OPPORTUNITIES FUND II, LP	P		
g	FROM K-1 - OCM OPPORTUNITIES FUND VI, LP			
h	FROM K-1 - MEADOWBROOK REAL ESTATE FUND LLC			
i	FROM K-1 - MEADOWBROOK REAL ESTATE FUND LLC (1231			
j	CAPITAL GAINS DIVIDENDS			
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,889,973.		3,000,000.	<1,110,027.>
b 2,521,113.		1,666,667.	854,446.
c 2,440,603.		3,333,333.	<892,730.>
d 160.			160.
e 11,698.			11,698.
f 3,736.			3,736.
g		20,351.	<20,351.>
h		4,752.	<4,752.>
i		486.	<486.>
j 18,993.			18,993.
k			
l			
m			
n			
o			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<1,110,027.>
b			854,446.
c			<892,730.>
d			160.
e			11,698.
f			3,736.
g			<20,351.>
h			<4,752.>
i			<486.>
j			18,993.
k			
l			
m			
n			
o			

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	<1,139,313.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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

SOURCE	AMOUNT
NORTHERN TRUST	2,381.
NORTHERN TRUST (CA CHECKING)	1,698.
NORTHERN TRUST (NORAD)	2,560.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	6,639.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MEADOWBROOK REAL ESTATE FUND LLC	4,951.	0.	4,951.
NORTHERN TRUST	186,303.	18,993.	167,310.
OCM OPPORTUNITIES FUND II, L.P.	23.	0.	23.
OCM OPPORTUNITIES FUND VI AIF (DELAWARE), L.P.	970.	0.	970.
OCM OPPORTUNITIES FUND VI, L.P.	34,700.	0.	34,700.
OCM OPPORTUNITIES FUND, L.P.	321.	0.	321.
TOTAL TO FM 990-PF, PART I, LN 4	227,268.	18,993.	208,275.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM MEADOWBROOK RE FUND - OTHER INCOME	<196.>	<196.>	
FROM MEADOWBROOK RE FUND - RENTAL LOSS	<734.>	<734.>	
FROM MEADOWBROOK RE FUND - OTHER INCOME	<354.>	<354.>	
FROM OCM OPPORTUNITIES FUND VI, L.P. - PORTFOLIO INCOME	748.	748.	
FROM MEADOWBROOK RE FUND - PORTFOLIO INCOME	72.	72.	
FROM OCM OPPORTUNITIES FUND VI, L.P. - OTHER INCOME	348.	348.	
FROM OCM OPPORTUNITIES FUND VI AIF (DELAWARE), LP - RENTAL	190.	190.	
FROM MEADOWBROOK RE FUND - ORDINARY	1,206.	1,206.	

MEADOWBROOK-ORD LOSS	<7,690.>	0.
OCM OPP VI--ORD LOSS	<144.>	0.
OCM OPP VI (DE)--RENTAL	116.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	<6,438.>	1,280.

FORM 990-PF	LEGAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL EXPENSES	530.	0.		530.
TO FM 990-PF, PG 1, LN 16A	530.	0.		530.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	30,450.	0.		27,665.
TO FORM 990-PF, PG 1, LN 16B	30,450.	0.		27,665.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES--MEADOWBROOK RE FUND LLC	31.	31.		0.
FOREIGN TAXES--OCM OPPORTUNITIES FUND VI, LP	6.	6.		0.
TO FORM 990-PF, PG 1, LN 18	37.	37.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES - OCM OPPORTUNITIES FUND, L.P.	1,721.	1,721.		0.
FILING FEE EXPENSE	10.	0.		10.
INVESTMENT FEES - OCM OPPORTUNITIES FUND II, L.P.	97.	97.		0.
INVESTMENT EXPENSES - MEADOWBROOK RE FUND LLC	1,911.	1,911.		0.
OTHER EXPENSE - MEADOWBROOK RE FUND LLC	52.	0.		0.
INVESTMENT EXPENSE - NORTHERN TRUST	3,032.	3,032.		0.
INVESTMENT FEES - OCM OPPORTUNITIES FUND VI, L.P.	12,404.	12,404.		0.
INVESTMENT FEES - OCM OPPORTUNITIES FUND VI AIF (DELAWARE), L.P.	454.	454.		0.
INVESTMENT FEES - NORTHERN TRUST (NORAD)	223.	223.		0.
TO FORM 990-PF, PG 1, LN 23	19,904.	19,842.		10.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
KINDER MORGAN MGMT LLC	183,055.	500,120.
TOTAL TO FORM 990-PF, PART II, LINE 10B	183,055.	500,120.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OCM OPPORTUNITIES FUND, L.P.	COST	10,128.	4,799.
OMEGA OVERSEAS PARTNERS, LTD.	COST	1,000,000.	3,302,805.
OCM OPPORTUNITIES FUND II, L.P.	COST	47,007.	5,733.
MEADOWBROOK REAL ESTATE FUND LLC	COST	236,909.	133,782.
PLATINUM GRV CONTINGENT CAP OFFSHORE FUND (FKA OAK HILL)	COST	0.	0.

THE ROCK FOUNDATION

94-1671318

ISHARES TRUST S&P MIDCAP 400	COST	556,842.	560,575.
ISHARES TRUST S&P SMALLCAP 600	COST	533,164.	513,744.
OCM OPPORTUNITIES FUND VI, L.P.	COST	995,189.	1,000,921.
CONVEXITY CAPITAL OFFSHORE CLASS B	COST	8,333,333.	13,816,508.
CONVEXITY CAPITAL OFFSHORE CLASS G	COST	6,666,667.	7,904,572.
OCM OPPORTUNITIES FUND VI AIF	COST		
(DELAWARE), LP		72,818.	73,470.
GS SHORT DURATION GOV'T FUND	COST	3,067,329.	3,020,907.
TOTAL TO FORM 990-PF, PART II, LINE 13		21,519,386.	30,337,816.

FORM 990-PF	OTHER ASSETS	STATEMENT	10
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ORGANIZATION/RESTRUCTURE COSTS	24,396.	24,396.	0.
DIVIDEND RECEIVABLE--NORTHERN TRUST	8.	27.	27.
PREPAID STATE TAXES	1,037.	1,037.	0.
PREPAID FEDERAL TAXES	4,680.	4,680.	0.
TO FORM 990-PF, PART II, LINE 15	30,121.	30,140.	27.

Form 990-PF -- 2009 Grants and Contributions**Schedule A-1**

Recipient	Amount
A.C.E.-Association of Community Employment Programs for the Homeless 113 Spring Street, 3rd Floor New York, NY 10012	500.00
ACCION INTERNATIONAL 56 Roland Street, Suite 300 Boston, MA 02129	25,000.00
ALLIANCE FOR SCHOOL CHOICE 1660 L Street, NW Suite 1000 Washington, DC 20036	10,000.00
AMERICAN ACADEMY OF ARTS & SCIENCES 136 Irving Street Cambridge, MA 02138-1996	5,000.00
AMERICAN CONSERVATORY THEATRE 30 Grant Avenue, 6th Floor San Francisco, CA 94108-5834	12,500.00
AMERICAN HIKING SOCIETY 1422 Fenwick Lane Silver Spring, MD 20910	500.00
AMERICAN HIMALAYAN FOUNDATION 909 Montgomery Street, Ste. 400 San Francisco, CA 94133	1,000.00
AMERICAN JEWISH COMMITTEE 165 East 56th Street, Suite 615 New York, NY 10022-2746	5,000.00
AMERICAN NONSMOKERS' RIGHTS FOUNDATION 2530 San Pablo Avenue, Suite J Berkeley, CA 94702	100.00
AMERICANS FOR THE ARTS 1000 Vermont Avenue NW, Fl. 6 Washington, DC 20005	1,000.00

Form 990-PF -- 2009 Grants and Contributions**Schedule A-1**

Recipient	Amount
ANTI DEFAMATION LEAGUE 720 Market St., Suite 800 San Francisco, CA 94102-2501	1,000.00
ARCS FOUNDATION INC. NCC (Achievement Rewards for College Scientists) Presidio of S.F./P O. Box 29405 San Francisco, CA 94129-0405	25,000.00
ASIAN ART MUSEUM OF S.F. 200 Larkin Street San Francisco, CA 94102	1,000.00
ASPEN ART MUSEUM 590 North Mill Street Aspen, CO 81611	1,000.00
ASPEN COMMUNITY FOUNDATION 110 E. Hallam Street, Suite 126 Aspen, CO 81611	10,000.00
ASPEN INSTITUTE 1000 N. Third St. Aspen, CO 81611	3,500.00
ASPEN MUSIC FESTIVAL & SCHOOL (Music Associates of Aspen) 2 Music School Road Aspen, CO 81611	1,000.00
ASPEN VALLEY MEDICAL FOUNDATION (Aspen Community Foundation) P.O. Box 1639 Aspen, CO 81612	1,000.00
BAY AREA RIDGE TRAIL COUNCIL 1007 General Kennedy Ave., Suite 3 San Francisco, CA 94129-1405	500.00

Form 990-PF -- 2009 Grants and Contributions**Schedule A-1**

Recipient	Amount
BERKELEY CHESS SCHOOL P.O. Box 10073 Berkeley, CA 94709	5,000.00
BIG BROTHERS BIG SISTERS OF BAY AREA 870 Market Street, Suite 928 San Francisco, CA 94102	1,000.00
BOYS & GIRLS CLUBS OF SAN FRANCISCO 55 Hawthorne, Suite 600 San Francisco, CA 94105	5,000.00
BRADY CENTER TO PREVENT GUN VIOLENCE 1225 Eye St. NW, Suite 1100 Washington, DC 20005	500.00
CALIFORNIA STATE PROTOCOL FOUNDATION P.O. Box 1736 Sacramento, CA 95812-1736	5,000.00
CENTRAL ASIA INSTITUTE P.O. Box 7209 Bozeman, MT 59771	2,000.00
CHRONICLE SEASON OF SHARING FUND P.O. Box 44740 San Francisco, CA 94144	150,000.00
COMMON SENSE MEDIA 650 Townsend Street, Suite 375 San Francisco, CA 94103	250.00
COMMONWEALTH CLUB OF CA 595 Market Street, 2nd Floor San Francisco, CA 94105	10,000.00
COMMUNITY MUSIC CENTER 544 Capp Street San Francisco, CA 94110-2516	500.00

Form 990-PF -- 2009 Grants and Contributions**Schedule A-1**

Recipient	Amount
COMPASSION & CHOICES P.O. Box 101810 Denver, CO 80250	5,000.00
COMPUTER HISTORY MUSEUM 1401 N. Shoreline Blvd. Mountain View, CA 94043	2,000.00
CONTEMPORARY JEWISH MUSEUM 736 Mission Street San Francisco, CA 94103	1,000.00
CONTINENTAL DIVIDE TRAIL ALLIANCE P.O. Box 628 Pine, CO 80470-0628	100.00
DEATH WITH DIGNITY NATIONAL CENTER 520 SW 6th Avenue, Suite 1030 Portland, OR 97204	100.00
EXPLORATORIUM 3601 Lyon Street San Francisco, CA 94123	5,000.00
FINAL EXIT NETWORK P.O. Box 553 Kingston, NJ 08528	50.00
FINE ARTS MUSEUM 50 Hagiwara Tea Garden Drive San Francisco, CA 94118	1,000.00
FOUNDATION OF CITY COLLEGE OF SAN FRANCISCO c/o Chancellor Don Griffin 50 Phelan Avenue San Francisco, CA 94112	6,000.00

Form 990-PF -- 2009 Grants and Contributions**Schedule A-1**

Recipient	Amount
THE FRIENDS OF HSLAPS FUND (Friends of the High School for Leadership and Public Service) 485 Madison Avenue, 15th Floor New York, NY 10022	2,500.00
FRIENDS OF THE CHILDREN, SAN FRANCISCO (San Francisco Friends of the Children) 800 Innes Avenue, #12 San Francisco, CA 94124-2119	2,500.00
FRIENDS OF THE S.F. PUBLIC LIBRARY 391 Grove Street San Francisco, CA 94102	2,500.00
FRIENDS OF THE URBAN FOREST P.O. Box 29456 San Francisco, CA 94129-0456	300.00
GIANTS COMMUNITY FUND 24 Willie Mays Plaza San Francisco, CA 94107	5,000.00
GLIDE MEMORIAL 330 Ellis Street San Francisco, CA 94102	50,000.00
GLOBAL AIDS INTERFAITH ALLIANCE P.O. Box 29110 San Francisco, CA 94129-0110	1,000.00
GOLDEN GATE NATIONAL PARKS CONSERVANCY Fort Mason, Building 201 San Francisco, CA 94123-1399	1,000.00
HIKE FOR HOPE FOUNDATION 936 West Francis Street Aspen, CO 81611	1,000.00

Form 990-PF -- 2009 Grants and Contributions**Schedule A-1**

Recipient	Amount
HOLOCAUST CENTER OF NORTHERN CALIFORNIA 121 Steuart Street San Francisco, CA 94105	1,000.00
HOOVER INSTITUTION Stanford University Stanford, CA 94305-6010	1,000.00
HUMAN RIGHTS FIRST 333 Seventh Ave., 13th Floor New York, NY 10001	25,000.00
INDEPENDENCE PASS FOUNDATION P.O. Box 1700 Aspen, CO 81612	500.00
INSTITUTE OF INTERNATIONAL EDUCATION 530 Bush Street San Francisco, CA 94108	2,000.00
INTERNATIONAL RESCUE COMMITTEE 122 East 42nd Street New York, NY 10166-1289	25,000.00
JUNIOR ACHIEVEMENT OF SILICON VALLEY 1401 Parkmoor Avenue, #110 San Jose, CA 95126	2,500.00
JVS-Jewish Vocational Service (Jewish Vocational & Career Counseling Service) 225 Bush Street, Suite 400 San Francisco, CA 94104	25,000.00
KAJX ASPEN PUBLIC RADIO (Roaring Fork Public Radio) Red Brick Center, Suite 134 Aspen, CO 81611	150.00

Form 990-PF -- 2009 Grants and Contributions**Schedule A-1**

Recipient	Amount
KAJX NATIONAL COUNCIL Red Brick Center, Suite 134 Aspen, CO 81611	2,500.00
KCSM 3182 Campus Drive San Mateo, CA 94403-9830	500.00
KIPP FOUNDATION 505 8th Avenue, Suite 2207 New York, NY 10018	150,000.00
KIPP FOUNDATION - BAY AREA SCHOOLS 426 17th Street, Suite 200 Oakland, CA 94612	235,000.00
KQED (Northern California Public Broadcasting) 2601 Mariposa Street San Francisco, CA 94110	5,000.00
LAMPLIGHTERS MUSIC THEATRE (Lamplighters Opera West Foundation) P.O. Box 77367 San Francisco, CA 94107	1,000.00
The LEGAL AID SOCIETY-Employment Law Center 600 Harrison Street, Suite 120 San Francisco, CA 94107	2,500.00
LEGAL COMMUNITY AGAINST VIOLENCE 268 Bush Street, #555 San Francisco, CA 94104	500.00
M-2 MATCH TWO PRISONER OUTREACH (Match Two Inc.) P.O. Box 4424 1776 Solano Avenue, Suite 222 Vallejo, CA 94590	500.00

Form 990-PF -- 2009 Grants and Contributions**Schedule A-1**

Recipient	Amount
MEALS ON WHEELS of San Francisco 1375 Fairfax Avenue San Francisco, CA 94124	2,500.00
MEHARRY COLLEGE 1005 R. DB Todd Jr. Boulevard Nashville, TN 37208-9989	10,000.00
MILTON & ROSE D. FRIEDMAN FOUNDATION (The Foundation for Educational Choice Inc.) One American Square, Suite 2420 Indianapolis, IN 46282	1,000.00
MOUNTAIN RESCUE-ASPEN, INC. 630 West Main Street Aspen, CO 81611	500.00
NATIONAL PUBLIC RADIO FOUNDATION 635 Massachusetts Avenue NW Washington, DC 20001-3753	1,000.00
NATURE CONSERVANCY 201 Mission Street, 4th Floor San Francisco, CA 94105	150.00
NFTE BAY AREA (Network for Teaching Entrepreneurship) USF-School of Management 2130 Fulton Street San Francisco, CA 94117	10,000.00
OAKLAND MILITARY INSTITUTE 2227 Union Street San Francisco, CA 94123	5,000.00
OAKLAND SCHOOL FOR THE ARTS c/o Venture Spark, 2227 Union Street San Francisco, CA 94123	5,000.00

Form 990-PF -- 2009 Grants and Contributions**Schedule A-1**

Recipient	Amount
OPPORTUNITY INTERNATIONAL 2122 York Road, Suite 340 Oak Brook, IL 60523	10,000.00
PACIFIC CREST TRAIL ASSOC. P.O. Box 39000 Dept. 134137 San Francisco, CA 94139-0001	500.00
PACIFIC LEGAL FOUNDATION 3900 Lennane Drive, Suite 200 Sacramento, CA 95834	500.00
PLANNED PARENTHOOD FEDERATION OF AMERICA 434 W. 33rd Street New York, NY 10001	1,000.00
PLANNED PARENTHOOD Golden Gate 815 Eddy Street, Suite 100 San Francisco, CA 94109	1,000.00
PRESIDIO GRADUATE SCHOOL (Presidio World College) 36 Lincoln Blvd. San Francisco, CA 94129	15,000.00
PROJECT OPEN HAND 730 Polk Street San Francisco, CA 94109	1,000.00
PROJECT READ 100 Larkin San Francisco, CA 94102	250.00
PROJECT VOTE SMART One Common Ground Phillipsburg, MT 59858	45.00

Form 990-PF -- 2009 Grants and Contributions**Schedule A-1**

Recipient	Amount
RAILS-TO-TRAILS CONSERVANCY 1100 Seventeenth Street NW, 10th Floor Washington, DC 20036	200.00
REBUILDING TOGETHER (Christmas in April) (Rebuilding Together San Francisco) Pier 28 San Francisco, CA 94105	10,000.00
ROARING FORK OUTDOOR VOLUNTEERS TODAY P O. Box 1341 Basalt, CO 81621	250.00
SALVATION ARMY P.O. Box 193465 San Francisco, CA 94119-3465	10,000.00
SF BALLET 455 Franklin Street San Francisco, CA 94102	30,781.00
SF CASA - SF Court Appointed Special Adv. Program 100 Bush Street, Suite 650 San Francisco, CA 94104	500.00
SF FREE CLINIC 4900 California Street San Francisco, CA 94118	10,000.00
SF MOMA 151 Third Street San Francisco, CA 94103	25,000.00
SF MUSEUM AND HISTORICAL SOCIETY P.O. Box 420470 San Francisco, CA 94142-0470	100.00
SF OPERA ASSOCIATION 301 Van Ness San Francisco, CA 94102-9954	102,720.00

Form 990-PF -- 2009 Grants and Contributions**Schedule A-1**

Recipient	Amount
SF PARKS TRUST 501 Stanyan Street San Francisco, CA 94117-1898	1,000.00
SF PERFORMANCES 500 Sutter Street, Suite 710 San Francisco, CA 94102	1,000.00
SF SCHOOL VOLUNTEERS 727 Golden Gate Ave., 2nd Floor San Francisco, CA 94102	10,000.00
SF SYMPHONY Davies Symphony Hall San Francisco, CA 94102	25,000.00
SIGMA ALPHA MU FOUNDATION 9245 N. Meridian, Suite 105 Indianapolis, IN 46260-1812	33,434.00
SILICON VALLEY FACES (SVCCJ) 777 N. First Street, Suite 220 San Jose, CA 95112	1,000.00
SMITHSONIAN INSTITUTION (Adopt-a-Library) P.O. Box 420319 Palm Coast, FL 32142-9156	500.00
SMITHSONIAN INSTITUTION (James Smithson Society) P.O. Box 420319 Palm Coast, FL 32142-9156	2,000.00
SOUTHERN POVERTY LAW CENTER 400 Washington Avenue Montgomery, AL 36104	100.00
SPECIAL OLYMPICS NO. CALIFORNIA 3480 Buskirk Avenue, Suite 340 Pleasant Hill, CA 94523	1,000.00

Form 990-PF -- 2009 Grants and Contributions**Schedule A-1**

Recipient	Amount
STANFORD JAZZ WORKSHOP P.O. Box 20454 Stanford, CA 94309	500.00
STEADMAN HAWKINS 181 West Meadow Drive, Suite 1000 Vail, CO 81657	10,000.00
STUDENT CONSERVATION ASSOC. P.O. Box 550 Charlestown, NH 03603-0550	1,000.00
SUNDANCE INSTITUTE P.O. Box 684429 Park City, UT 84068	1,000.00
SYRACUSE UNIVERSITY 820 Comstock Avenue Syracuse, NY 13244-5040	50,000.00
TEACH FOR AMERICA 315 W. 36th Street, 7th Floor New York, NY 10018	101,580.00
TENDERLOIN NEIGHBORHOOD DEV. CENTER 201 Eddy Street San Francisco, CA 94102-2715	2,500.00
THEATRE ASPEN 110 E. Hallam Street, Suite 103 Aspen, CO 81611	250.00
THEATRE COMMUNICATIONS GROUP 520 Eighth Avenue, 24th Floor New York, NY 10018	5,000.00

Form 990-PF -- 2009 Grants and Contributions**Schedule A-1**

Recipient	Amount
UCSF FOUNDATION (University of California San Francisco Foundation) Box 45339 San Francisco, CA 94145	10,000.00
UNICEF (United States Fund for UNICEF) 125 Maiden Lane New York, NY 10038	1,000.00
UNITED WAY OF THE BAY AREA 221 Main Street, Suite 300 San Francisco, CA 94105	100,000.00
US ENGLISH FOUNDATION 1747 Pennsylvania Avenue, NW Washington, DC 20006	1,000.00
U.S. HOLOCAUST MEMORIAL MUSEUM 100 Raoul Wallenberg Place, NW Washington, DC 20024-2126	10,000.00
U.S. SKI & SNOWBOARD TEAM FOUNDATION (United States Skiing Foundation) Box 100, 1500 Kearns Blvd. Park City, UT 84060	500.00
US TERM LIMITS FOUNDATION 9900 Main Street, Suite 303 Fairfax, VA 22031	2,500.00
WESTON PLAYHOUSE THEATRE COMPANY 703 Main Street Weston, VT 05161	300.00
WHEELER ASSOCIATES (Wheeler Opera House Association) P.O. Box 10750 Aspen, CO 81612	250.00

Form 990-PF -- 2009 Grants and Contributions**Schedule A-1**

Recipient	Amount
WILDERNESS LAND TRUST P.O. Box 1420 Carbondale, CO 81623	1,000.00
WOODROW WILSON INTERNATIONAL CENTER FOR SCHOLARS One Woodrow Wilson Plaza Washington, DC 20004-3027	1,000.00
WORLD AFFAIRS COUNCIL of Northern California 312 Sutter Street, Suite 200 San Francisco, CA 94108	1,000.00
WORLD JEWISH CONGRESS FOUNDATION P.O. Box 90400 Washington, DC 10090-0400	1,000.00
TOTAL	<u><u>1,479,960.00</u></u>

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► 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 ☒ **X**
 - 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.**

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.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Type or print	Name of Exempt Organization	Employer identification number
	THE ROCK FOUNDATION	94-1671318
	Number, street, and room or suite no. If a P.O. box, see instructions. ONE MARITIME PLAZA, SUITE 1220	
File by the due date for filing your return. See instructions	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAN FRANCISCO, CA 94111	

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

- | | | |
|---|---|------------------------------------|
| ☐ Form 990 | ☐ Form 990-T (corporation) | ☐ Form 4720 |
| ☐ Form 990-BL | ☐ Form 990-T (sec. 401(a) or 408(a) trust) | ☐ Form 5227 |
| ☐ Form 990-EZ | ☐ Form 990-T (trust other than above) | ☐ Form 6069 |
| ☒ Form 990-PF | ☐ Form 1041-A | ☐ Form 8870 |

ARTHUR ROCK - ONE MARITIME PLAZA, STE. 1220, SAN

- The books are in the care of ► **FRANCISCO, CA - 94111**
Telephone No. ► **415/981-3921** FAX No. ► **415/981-3924**
- 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 will cover.

- 1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 16, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2009** or
► ☐ tax year beginning _____, and ending _____.

- 2 If this tax year 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	\$	8,200.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	26,560.
c Balance Due. Subtract line 3b from line 3a. 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.	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.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev 4-2009)

• 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 File by the extended due date for filing the return. See instructions.	Name of Exempt Organization THE ROCK FOUNDATION	Employer identification number 94-1671318
	Number, street, and room or suite no. If a P.O. box, see instructions. ONE MARITIME PLAZA, SUITE 1220	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAN FRANCISCO, CA 94111	

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 ☒ 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.

ARTHUR ROCK - ONE MARITIME PLAZA, STE. 1220, SAN

• The books are in the care of **FRANCISCO, CA - 94111**.

Telephone No. **415/981-3921**

FAX No. **415/981-3924**

• 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

THE TAXPAYER HAS NOT RECEIVED THE 2009 SCHEDULES K-1 FROM ITS PARTNER-SHIP INVESTMENTS. ADDITIONAL TIME IS NEEDED TO FILE A COMPLETE 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	\$	8,200.
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	\$	26,560.
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 **J. Colene Stratford** Title **CPA**

Date **8-12-10**

Form 8868 (Rev 4-2009)