Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545 0052

2009

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

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

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

Chrysopolae Foundation
PO Box 10174
San Rafael, CA 94912

A Employer identification number: 94-3265060

B Telephone number (see the instructions): (415) 488-4740

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. [X] 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*) ► $ 10,145,171.

J Accounting method. ☐ Cash ☐ Accrual [X] Other (specify) Mod. Cash
(*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 ► [X] if the foundn is **not** req to att Sch B				
3 Interest on savings and temporary cash investments	22,788.	22,788.	N/A	
4 Dividends and interest from securities	269,875.	267,246.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	-1,014,592.			
b Gross sales price for all assets on line 6a 10,935,284.				
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/(loss) (att sch)				
11 Other income (attach schedule) See Statement 1	10,313.	10,313.		
12 **Total.** Add lines 1 through 11	-711,616.	300,347.		
OPERATING AND ADMINISTRATIVE EXPENSES 13 Compensation of officers, directors, trustees, etc	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) See St 2	46.	46.		
b Accounting fees (attach sch) See St 3	4,645.	2,323.		2,322.
c Other prof fees (attach sch) See St 4	72,578.	72,578.		
17 Interest				
18 Taxes (attach schedule)(see instr) See Stm 5	41.	41.		
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) See Statement 6	28.			28.
24 **Total operating and administrative expenses.** Add lines 13 through 23	77,338.	74,988.		2,350.
25 Contributions, gifts, grants paid Part XV	483,687.			483,687.
26 **Total expenses and disbursements.** Add lines 24 and 25	561,025.	74,988.		486,037.
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	-1,272,641.			
b **Net investment income** (if negative, enter 0)		225,359.		
c **Adjusted net income** (if negative, enter 0)				

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Part II Balance Sheets

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

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	2,351,434.	678,961.	678,961.
	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) Statement 7		1,371,382.	1,371,382.
	b Investments — corporate stock (attach schedule) Statement 8	2,637,922.	3,324,990.	3,324,990.
	c Investments — corporate bonds (attach schedule) Statement 9	1,095,961.	631,458.	631,458.
	11 Investments — land, buildings, and equipment. basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) Statement 10	3,173,703.	4,134,297.	4,134,297.
	14 Land, buildings, and equipment. basis ►			
	Less accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ► See Statement 11)		4,083.	4,083.
	16 Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	9,259,020.	10,145,171.	10,145,171.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	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.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	9,259,020.	10,145,171.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see the instructions)	9,259,020.	10,145,171.	
	31 **Total liabilities and net assets/fund balances** (see the instructions)	9,259,020.	10,145,171.	

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	9,259,020.
2	Enter amount from Part I, line 27a	2	-1,272,641.
3	Other increases not included in line 2 (itemize) ► See Statement 12	3	2,158,792.
4	Add lines 1, 2, and 3	4	10,145,171.
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	10,145,171.

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)
1a	Sales of Publicly Traded Securities	P	Various	Various
b	Capital Gain Distributions	P	Various	Various
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	10,914,646.		11,949,876.	-1,035,230.
b	20,638.			20,638.
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				-1,035,230.
b				20,638.
c				
d				
e				

2	Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	-1,014,592.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8	3	0.

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))
2008	410,877.	11,653,659.	0.035257
2007	425,447.	12,776,633.	0.033299
2006	390,966.	11,528,460.	0.033913
2005	751,119.	10,344,979.	0.072607
2004	1,476,087.	8,513,040.	0.173391

2	**Total** of line 1, column (d)	2	0.348467
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	0.069693
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	9,300,142.
5	Multiply line 4 by line 3	5	648,155.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,254.
7	Add lines 5 and 6	7	650,409.
8	Enter qualifying distributions from Part XII, line 4	8	486,037.

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)

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 instr.)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	4,507.
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	4,507.
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	4,507.
6 Credits/Payments.				
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	11,382.		
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	11,382.
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	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	6,875.
11 Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶	6,875.	**Refunded** ▶	11	0.

Part VII-A — Statements Regarding Activities

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

Part VII-A Statements Regarding Activities *Continued*

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

Website address ► N/A

14 The books are in care of ► Lawrence C. Ford, Jr. Telephone no. ► (415) 488-4740

Located at ► PO Box 10174 San Rafael, CA ZIP + 4 ► 94912

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

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

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly).				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ .	☐ 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 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. ► 20__ , 20__ , 20__ , 20__ .				
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.)*		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 2009?		4b		X

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

		Yes	No
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? Stmt 15. ☒ 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		X
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?	7b	N/A	

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
Lawrence Charles Ford, Jr. PO Box 10174 San Rafael, CA 94912	President 5.00	0.	0.	0.
Cynthia Carroll PO Box 10174 San Rafael, CA 94912	Tres/Sec't 5.00	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.

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	7,982,960.
b Average of monthly cash balances		1b	1,456,767.
c Fair market value of all other assets (see instructions)		1c	2,042.
d Total (add lines 1a, b, and c)		1d	9,441,769.
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	9,441,769.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	141,627.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	9,300,142.
6 **Minimum investment return.** Enter 5% of line 5		6	465,007.

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	465,007.
2a Tax on investment income for 2009 from Part VI, line 5	2a 4,507.		
b Income tax for 2009. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	4,507.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	460,500.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	460,500.
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	460,500.

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	486,037.
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	486,037.
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	
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	486,037.

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7					460,500.
2 Undistributed income, if any, as of the end of 2009:					
a Enter amount for 2008 only				0.	
b Total for prior years: 20___, 20___, 20___			0.		
3 Excess distributions carryover, if any, to 2009:					
a From 2004	745,741.				
b From 2005	246,899.				
c From 2006					
d From 2007					
e From 2008					
f **Total** of lines 3a through e		992,640.			
4 Qualifying distributions for 2009 from Part XII, line 4 ► $ 486,037.					
a Applied to 2008, 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)		486,037.			
d Applied to 2009 distributable amount					0.
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).)*		460,500.			460,500.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5		1,018,177.			
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 instructions				0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010					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 2004 not applied on line 5 or line 7 (see instructions)		285,241.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		732,936.			
10 Analysis of line 9.					
a Excess from 2005	246,899.				
b Excess from 2006					
c Excess from 2007					
d Excess from 2008					
e Excess from 2009	486,037.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon. a 'Assets' alternative test — enter. (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test — enter. (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year — see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2).)

See Statement 13

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

None

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

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc, (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed.

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Statement 14				
Total			► **3a**	483,687.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (see the instructions)
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	22,788.	
4 Dividends and interest from securities			14	269,875.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-1,014,592.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a Investment Psps			18	9,255.	
b Misc Investment Income			18	1,058.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				-711,616.	

13 Total. Add line 12, columns (b), (d), and (e) 13 -711,616.

(See worksheet in the instructions for line 13 to verify calculations.)

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

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

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

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

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

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

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

b If 'Yes,' complete the following schedule.

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

SIGN HERE

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

Signature of officer or trustee: [signature] Date: 11/14/10 Title: PRESIDENT

Paid Preparer's Use Only

Preparer's signature	Carol Duffield [signature]	Date 11/9/10	Check if self employed ☐ Preparer's identifying number (See Signature in the instrs) N/A
Firm's name (or yours if self employed), address, and ZIP code	Fontanello, Duffield & Otake, LLP 44 Montgomery Street, Suite 2019 San Francisco, CA 94104		EIN N/A Phone no (415) 983-0200

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Investment Psps	$ 9,255.	$ 9,255.	
Misc Investment Income	1,058.	1,058.	
Total	$ 10,313.	$ 10,313.	$ 0.

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal Fees	$ 46.	$ 46.		
Total	$ 46.	$ 46.		$ 0.

Statement 3
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax Preparation	$ 4,645.	$ 2,323.		$ 2,322.
Total	$ 4,645.	$ 2,323.		$ 2,322.

Statement 4
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Management Fees	$ 72,578.	$ 72,578.		
Total	$ 72,578.	$ 72,578.		$ 0.

Statement 5
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Taxes on Dividends	$ 41.	$ 41.		
Total	$ 41.	$ 41.		$ 0.

Statement 6
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank Fees	$ 28.			$ 28.
Total	$ 28.	$ 0.		$ 28.

Statement 7
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

U.S. Government Obligations	Valuation Method	Book Value	Fair Market Value
Fed Home Ln Mtg Corp 1.625%, 100,000 Sh.	Mkt Val	$ 50,685.	$ 50,685.
U S Treas Nt 2.125%, 125,000 Sh.	Mkt Val	126,261.	126,261.
Fed Home Loan Bank 1.625%, 100,000 Sh.	Mkt Val	101,651.	101,651.
U S Trea Nts .875%, 175,000 Sh.	Mkt Val	175,712.	175,712.
FNMA Preassign 2.0%, 50,000 Sh.	Mkt Val	51,205.	51,205.
U S Treas Nts 1.375%, 350,000 Sh.	Mkt Val	351,359.	351,359.
FNMA Preassign, 2.75%, 75,000 Sh.	Mkt Val	76,256.	76,256.
US Treas Nts 1.75%, 150,000 Sh.	Mkt Val	147,109.	147,109.
Fed Home Ln Mtg Corp 3.75%, 200,000 Sh.	Mkt Val	198,042.	198,042.
US Treas Nts 2.75%, 100,000 Sh.	Mkt Val	93,102.	93,102.
		$ 1,371,382.	$ 1,371,382.
	Total	$ 1,371,382.	$ 1,371,382.

Statement 8
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Freeport-McMoran Copper & Gold, 170 Sh.	Mkt Val	$ 13,649.	$ 13,649.
AT&T Inc, 440 Sh.	Mkt Val	12,333.	12,333.
Exxon Mobil Corp, 429 Sh.	Mkt Val	29,254.	29,254.
Johnson & Johnson, 310 Sh.	Mkt Val	19,967.	19,967.
McDonald Corp, 267 Sh.	Mkt Val	16,671.	16,671.

Statement 8 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Wal-Mart Stores Inc, 300 Sh.	Mkt Val	$ 16,117.	$ 16,117.
General Electric, 2,073 Sh.	Mkt Val	31,571.	31,571.
Intl Business Machines Corp, 75 Sh.	Mkt Val	9,818.	9,818.
Dominion Res Inc VA New Com, 740 Sh.	Mkt Val	28,800.	28,800.
Weatherford Intl Ltd, 930 Sh.	Mkt Val	16,656.	16,656.
Eli Lilly & Co, 515 Sh.	Mkt Val	18,391.	18,391.
Bristol Myers Squibb Co, 742 Sh.	Mkt Val	18,973.	18,973.
Johnson & Johnson, 308 Sh.	Mkt Val	19,838.	19,838.
Kraft Foods Inc - A, 332 Sh.	Mkt Val	9,120.	9,120.
Coca Cola Co, 186 Sh.	Mkt Val	10,602.	10,602.
Procter & Gamble Co, 295 Sh.	Mkt Val	17,886.	17,886.
Home Depot Inc, 915 Sh.	Mkt Val	26,471.	26,471.
Deere & Co, 270 Sh.	Mkt Val	14,680.	14,680.
Monsanto Co New Com, 174 Sh.	Mkt Val	14,225.	14,225.
Goldman Sachs Group Inc, 114 Sh.	Mkt Val	19,248.	19,248.
Intuitive Surgical Inc, 43 Sh.	Mkt Val	13,043.	13,043.
National Oilwell Varco Inc, 320 Sh.	Mkt Val	14,109.	14,109.
JP Morgan Chase & Co, 270 Sh.	Mkt Val	11,251.	11,251.
Chevron Corp, 275 Sh.	Mkt Val	21,172.	21,172.
Dow Chemical Co, 913 Sh.	Mkt Val	25,363.	25,363.
Bank of America Corp, 1,387 Sh.	Mkt Val	20,888.	20,888.
JP Morgan Chase & Co, 595 Sh.	Mkt Val	24,794.	24,794.
Intel Corp Com, 1520 Sh.	Mkt Val	31,008.	31,008.
Lockheed Martin Corp, 185 Sh.	Mkt Val	13,940.	13,940.
Medtronic, Inc Com Stk, 525 Sh.	Mkt Val	23,090.	23,090.
MetLife Inc Com, 695 Sh.	Mkt Val	24,568.	24,568.
Microsoft Corp Com, 1,175 Sh.	Mkt Val	35,826.	35,826.
Omnicom Group Inc, 550 Sh.	Mkt Val	21,616.	21,616.
Pepsico Inc Com, 270 Sh.	Mkt Val	16,538.	16,538.
Pfizer Inc Com Stk, 1,118 Sh.	Mkt Val	20,336.	20,336.
Philip Morris Intl Inc Com, 390 Sh.	Mkt Val	19,020.	19,020.
Schlumberger Ltd Com, 360 Sh.	Mkt Val	23,508.	23,508.
Verizon Communications, 665 Sh.	Mkt Val	22,031.	22,031.
Wells Fargo & Co New Com, 1,015 Sh.	Mkt Val	27,395.	27,395.
3M Co Com, 215 Sh.	Mkt Val	17,774.	17,774.
Analog Devices Inc, 690 Sh.	Mkt Val	21,790.	21,790.
Black & Decker Corp, 195 Sh.	Mkt Val	12,642.	12,642.
Hartford Finl Svcs Grp Inc, 295 Sh.	Mkt Val	6,877.	6,877.
Hudson City Bancorp Inc, 940 Sh.	Mkt Val	12,906.	12,906.
McGraw Hill Co Inc, 760 Sh.	Mkt Val	25,468.	25,468.
New York Cmnty Bancorp, 2,000 Sh.	Mkt Val	29,020.	29,020.
Penny, J C Co Inc, 650 Sh.	Mkt Val	17,296.	17,296.
Vulcan Materials Co, 195 Sh.	Mkt Val	10,270.	10,270.
Gap Inc Com, 580 Sh.	Mkt Val	12,151.	12,151.
Chubb Corp Com Stk, 200 Sh.	Mkt Val	9,906.	9,906.
Boeing Co Com,485 Sh.	Mkt Val	26,253.	26,253.
BB& T Corp Com, 985 Sh.	Mkt Val	24,989.	24,989.
Bank New York Mellon Corp, 700 Sh.	Mkt Val	19,579.	19,579.
Baker Hughes Inc, 570 Sh.	Mkt Val	23,074.	23,074.
Alcoa Inc Com, 1,645 Sh.	Mkt Val	26,713.	26,713.
Allstate Corp Com Stk, 980 Sh.	Mkt Val	29,439.	29,439.
American Express Co, 905 Sh.	Mkt Val	36,671.	36,671.
Cenovus Energy Inc Com, 485 Sh.	Mkt Val	12,304.	12,304.
Encana Corp Com NPV, 485 Sh.	Mkt Val	15,791.	15,791.
Sanofi-Aventis Spon Adr, 555 Sh.	Mkt Val	21,795.	21,795.

Statement 8 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Ericsson L M Tel Co, 1,680 Sh.	Mkt Val	$ 15,439.	$ 15,439.
Danaher Corp Com Stk, 235 Sh.	Mkt Val	17,681.	17,681.
Ecolab Inc Com Stk, 235 Sh.	Mkt Val	10,512.	10,512.
FedEx Corp Com, 75 Sh.	Mkt Val	6,263.	6,263.
Hewlett-Packard Co Com, 404 Sh.	Mkt Val	20,842.	20,842.
Johnson Controls Inc, 335 Sh.	Mkt Val	9,169.	9,169.
Nike Inc C B Cl B, 301 Sh.	Mkt Val	19,971.	19,971.
Pepsico Inc, 375 Sh.	Mkt Val	22,969.	22,969.
Schlumberger Ltd com Stk, 295 Sh.	Mkt Val	19,264.	19,264.
Sysco Corp, 305 Sh.	Mkt Val	8,598.	8,598.
Walt Disney Co, 640 Sh.	Mkt Val	20,864.	20,864.
Talisman Energy Inc, 640 Sh.	Mkt Val	11,987.	11,987.
Air Prods & Chem Inc, 145 sh.	Mkt Val	11,819.	11,819.
Baxter Intl Inc, 160 Sh.	Mkt Val	9,435.	9,435.
Abbott Labs Com Stk, 300 Sh.	Mkt Val	16,197.	16,197.
Accenture Plc Shs Cl, 260 Sh.	Mkt Val	10,790.	10,790.
Activision Blizzard Inc, 585 Sh.	Mkt Val	6,499.	6,499.
Adobe Sys Inc, 435 Sh.	Mkt Val	15,999.	15,999.
Amazon Com Inc, 155 Sh.	Mkt Val	20,851.	20,851.
Amgen Inc Com Stk, 175 Sh.	Mkt Val	9,900.	9,900.
Apache Corp Com Stk, 165 Sh.	Mkt Val	17,023.	17,023.
Apple Inc, 241 Sh.	Mkt Val	50,817.	50,817.
Avon Products Inc, 480 Sh.	Mkt Val	15,120.	15,120.
Blackrock Inc Com Stk, 78 Sh.	Mkt Val	18,112.	18,112.
Boeing Co Com, 235 Sh.	Mkt Val	12,721.	12,721.
Celgene Corp Com, 160 Sh.	Mkt Val	8,909.	8,909.
Cisco Sys Inc, 1,380 Sh.	Mkt Val	33,037.	33,037.
CME Group Inc Com Stk, 33 Sh.	Mkt Val	11,086.	11,086.
Cognizant Technology Solutions, 165 Sh.	Mkt Val	7,475.	7,475.
Costco Wholesale Corp, 210 Sh.	Mkt Val	12,426.	12,426.
CVS Caremark Corp, 290 Sh.	Mkt Val	9,341.	9,341.
EMC Corp Com, 190 Sh.	Mkt Val	3,319.	3,319.
Gilead Sciences Inc, 315 Sh.	Mkt Val	13,633.	13,633.
Goldman Sachs Grp Inc, 62 Sh.	Mkt Val	10,468.	10,468.
FPL Group Inc Com Stk, 145 Sh.	Mkt Val	7,659.	7,659.
Intl Bus Mach Corp, 204 Sh.	Mkt Val	26,704.	26,704.
Juniper Networks Inc, 205 Sh.	Mkt Val	5,467.	5,467.
Kohls Corp Com Stk, 140 Sh.	Mkt Val	7,550.	7,550.
Mastercard Inc Cl A, 105 Sh.	Mkt Val	26,878.	26,878.
McKesson Corp, 70 Sh.	Mkt Val	4,375.	4,375.
Meditronic Inc Com Stk, 180 Sh.	Mkt Val	7,916.	7,916.
Microsoft Corp Com, 1,023 Sh.	Mkt Val	31,191.	31,191.
Netapp Inc Com Stk, 125 Sh.	Mkt Val	4,299.	4,299.
Mosiac Co Com, 293 Sh.	Mkt Val	17,501.	17,501.
Oracle Corp, 985 Sh.	Mkt Val	24,172.	24,172.
Peabody Energy Corp, 115 Sh.	Mkt Val	5,199.	5,199.
Procter & Gamble Co, 260 Sh.	Mkt Val	15,764.	15,764.
Qualcomm Inc Com, 380 Sh.	Mkt Val	17,579.	17,579.
Schwab Charles Corp, 805 Sh.	Mkt Val	15,150.	15,150.
Transocean Ltd, 180 Sh.	Mkt Val	14,904.	14,904.
United Technologies Corp, 215 Sh.	Mkt Val	14,923.	14,923.
United Health Grp Inc, 350 Sh.	Mkt Val	10,668.	10,668.
Forest Labs Com Com, 100 Sh.	Mkt Val	3,211.	3,211.
Jacobs Engr Grp Inc, 240 Sh.	Mkt Val	9,026.	9,026.
Rockwell Collings Inc, 245 Sh.	Mkt Val	13,563.	13,563.

Statement 8 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
SalesForce Com Inc, 40 Sh.	Mkt Val	$ 2,951.	$ 2,951.
BHP Billiton Ltd Spon, 255 Sh.	Mkt Val	19,528.	19,528.
Research In Motion, 175 Sh.	Mkt Val	11,820.	11,820.
Coviden Plc, 345 Sh.	Mkt Val	16,522.	16,522.
ABB Ltd Spon Adr, 270 Sh.	Mkt Val	10,887.	10,887.
Alcon Inc Com, 100 Sh.	Mkt Val	16,435.	16,435.
Teva Pharmaceutical, 235 Sh.	Mkt Val	13,202.	13,202.
Cerner Corp Com, 193 Sh.	Mkt Val	15,911.	15,911.
Cummins Inc, 145 Sh.	Mkt Val	6,650.	6,650.
Google Inc Cl A, 76 Sh.	Mkt Val	47,118.	47,118.
Adobe Sys Inc Com, 665 Sh.	Mkt Val	24,459.	24,459.
Aflac Inc Com Stk, 305 Sh.	Mkt Val	14,106.	14,106.
Air Products & Chem, 335 Sh.	Mkt Val	27,306.	27,306.
Apple Inc, 197 Sh.	Mkt Val	41,539.	41,539.
Baxter Intl Com Stk, 510 Sh.	Mkt Val	30,075.	30,075.
Boeing Co Com, 445 Sh.	Mkt Val	24,088.	24,088.
Conoco Phillips Com, 520 Sh.	Mkt Val	26,556.	26,556.
Deere & Co Com Stk, 420 Sh.	Mkt Val	22,836.	22,836.
EMC Corp Com, 1,480 Sh.	Mkt Val	25,855.	25,855.
FPL Group Inc, 405 Sh.	Mkt Val	21,392.	21,392.
Home Depot Inc, 760 Sh.	Mkt Val	21,987.	21,987.
Intl Bus Mach Corp, 245 Sh.	Mkt Val	32,070.	32,070.
Kellogg Co Com Stk, 500 Sh.	Mkt Val	26,600.	26,600.
Northrop Grumman Corp, 475 Sh.	Mkt Val	26,529.	26,529.
Oracle Corp Com, 1,225 Sh.	Mkt Val	30,062.	30,062.
Schwab Charles Corp, 650 Sh.	Mkt Val	12,233.	12,233.
Texas Instrs Inc Com, 875 Sh.	Mkt Val	22,803.	22,803.
Congra Foods Inc, 1,055 Sh.	Mkt Val	24,318.	24,318.
Molex Inc Cl A, 735 Sh.	Mkt Val	14,173.	14,173.
Gentex Corp Com, 860 Sh.	Mkt Val	15,351.	15,351.
Hershey Co, 565 Sh.	Mkt Val	20,221.	20,221.
Hospira Inc Com, 410 Sh.	Mkt Val	20,910.	20,910.
Intuit Com, 630 Sh.	Mkt Val	19,347.	19,347.
M & T BK Corp Com Stk, 290 Sh.	Mkt Val	19,398.	19,398.
Penny, J C Co Inc Com Stk, 395 Sh.	Mkt Val	10,511.	10,511.
Polo Raplh Lauren Corp, 290 Sh.	Mkt Val	23,513.	23,513.
Questar Corp Com Stk, 480 Sh.	Mkt Val	19,953.	19,953.
Safeway Inc Com Stk, 865 Sh.	Mkt Val	18,503.	18,503.
East West Bancorp Inc, 890 Sh.	Mkt Val	14,062.	14,062.
Zions Bancorp Com Stk, 740 Sh.	Mkt Val	9,494.	9,494.
L'Oreal Co Adr, 1,275 Sh.	Mkt Val	28,433.	28,433.
Mitsubishi Ufj Finl Grp, 3,835 Sh.	Mkt Val	18,868.	18,868.
Unilever N V New York, 735 Sh.	Mkt Val	23,763.	23,763.
Bano Santander S A, 1,304 Sh.	Mkt Val	21,438.	21,438.
Diageo Plc Spon Adr, 380 Sh.	Mkt Val	26,376.	26,376.
Vodafone Grp Plc, 970 Sh.	Mkt Val	22,821.	22,821.
CenturyTel Inc Com Stk, 375 Sh.	Mkt Val	13,579.	13,579.
Allegheny Technologies, 325 Sh.	Mkt Val	14,550.	14,550.
Americredit Corp com, 620 Sh.	Mkt Val	11,805.	11,805.
Avnet Inc Com Stk, 445 Sh.	Mkt Val	13,421.	13,421.
Berkley W R Corp, 155 Sh.	Mkt Val	3,828.	3,828.
Cabot Oil & Gas Corp, 305 Sh.	Mkt Val	13,295.	13,295.
Capitol Fed Finl Com, 355 Sh.	Mkt Val	11,163.	11,163.
CNX Gas Corp Com Stk, 320 Sh.	Mkt Val	9,446.	9,446.
Denbury Res Inc Hldg Co, 435 Sh.	Mkt Val	6,438.	6,438.

Statement 8 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Encore Acquisition Co Com, 125 Sh.	Mkt Val	$ 6,003.	$ 6,003.
Fifth Third Bancorp Com Stk, 375 Sh.	Mkt Val	3,660.	3,660.
Hudson City Bancorp Inc Com Stk, 875 Sh.	Mkt Val	12,014.	12,014.
Jefferies Group Inc, 400 Sh.	Mkt Val	9,492.	9,492.
Leucadia Natl Corp, 540 Sh.	Mkt Val	12,847.	12,847.
Molex Inc Cl A, 305 Sh.	Mkt Val	5,882.	5,882.
Oneok Inc Com Stk, 325 Sh.	Mkt Val	14,485.	14,485.
Plum Creek Timber Co Inc, 380 Sh.	Mkt Val	14,349.	14,349.
Raymond James Finan Inc Com Stk, 345 Sh.	Mkt Val	8,239.	8,239.
Regions Finl Corp New Com, 1,040 Sh.	Mkt Val	5,512.	5,512.
SL Green Rlty Corp, 185 Sh.	Mkt Val	9,314.	9,314.
Tellabs Inc Com Stk, 1,115 Sh.	Mkt Val	6,333.	6,333.
TFS Finl Corp Com Stk, 505 Sh.	Mkt Val	6,131.	6,131.
White Mountains Inc Grp, 39 Sh.	Mkt Val	12,974.	12,974.
ADC Telecommunications Inc, 935 Sh.	Mkt Val	5,806.	5,806.
Amerco Com, 85 Sh.	Mkt Val	4,226.	4,226.
Ameron Intl Corp Del Com, 95 Sh.	Mkt Val	6,029.	6,029.
Assisted Living Concepts, 275 sh.	Mkt Val	7,252.	7,252.
Brinks Home Sec Hldngs, 250 Sh.	Mkt Val	8,160.	8,160.
Casey's Gen Stores Inc, 260 Sh.	Mkt Val	8,299.	8,299.
Commercial Metals Co Com, 390 Sh.	Mkt Val	6,104.	6,104.
Encore Wire Corp Com, 410 Sh.	Mkt Val	8,639.	8,639.
Foot Locker Inc Com, 1,050 Sh.	Mkt Val	11,697.	11,697.
Investors Bancorp Inc Com, 725 Sh.	Mkt Val	7,932.	7,932.
Kaiser Alum Corp Com, 155 Sh.	Mkt Val	6,451.	6,451.
Overseas Shipholding Grp Inc, 295 Sh.	Mkt Val	12,965.	12,965.
Schnitzer Steel Inds Inc, 175 Sh.	Mkt Val	8,348.	8,348.
Sotheby's Hldngs Inc Cl A, 470 Sh.	Mkt Val	10,566.	10,566.
The Men's Warehouse Inc, 315 Sh.	Mkt Val	6,634.	6,634.
Trinity Industries Com Stk, 550 Sh.	Mkt Val	9,592.	9,592.
UMB Finl Corp Com Stk, 295 Sh.	Mkt Val	11,663.	11,663.
Vail Resorts Inc Com, 335 Sh.	Mkt Val	12,663.	12,663.
Winn Dixie Stores Inc, 550 Sh,	Mkt Val	5,522.	5,522.
	Total	$ 3,324,990.	$ 3,324,990.

Statement 9
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

Corporate Bonds	Valuation Method	Book Value	Fair Market Value
General Elec Nts 7.375%, 50,000 Sh.	Mkt Val	$ 51,780.	$ 51,780.
Goldman Sachs 4.5%, 25,000 Sh.	Mkt Val	25,501.	25,501.
Verizon Global 7.25%, 25,000 Sh.	Mkt Val	26,570.	26,570.
Target Corp 6.35%, 25,000 Sh.	Mkt Val	27,131.	27,131.
Bank Amer Corp 4.875% 25,000 Sh.	Mkt Val	26,555.	26,555.
Du Pont de Nemours 4.75%, 25,000 Sh.	Mkt Val	26,987.	26,987.
HSBC Finance Corp 6.375%, 25,000 Sh.	Mkt Val	26,924.	26,924.
Caterpillar Finl Svcs 4.7%, 25,000 Sh.	Mkt Val	26,724.	26,724.
Lowes Cos Inc 5.6%, 25,000 Sh.	Mkt Val	27,889.	27,889.
Intl Business Mach Corp 2.1%, 25,000 Sh.	Mkt Val	25,030.	25,030.
Praxair Inc 3.25%, 25,000 Sh.	Mkt Val	25,210.	25,210.

Statement 9 (continued)
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

Corporate Bonds	Valuation Method	Book Value	Fair Market Value
Abbott Labs Nts 5.875%, 50,000 Sh.	Mkt Val	$ 55,524.	$ 55,524.
Boeing Co 3.75%, 25,000 Sh.	Mkt Val	24,275.	24,275.
Berkshire Hathaway Fin 5.4%, 50,000 Sh.	Mkt Val	52,585.	52,585.
Oracle Corp 5.0%, 25,000 Sh.	Mkt Val	26,383.	26,383.
BHP Billiton Fin USA 5.5%, 25,000 Sh.	Mkt Val	27,765.	27,765.
Shell Intl Fin B V 4.3%, 50,000 Sh.	Mkt Val	49,990.	49,990.
Statoilhydro ASA 5.25%, 25,000 Sh.	Mkt Val	26,776.	26,776.
BP Cap Mkts PL 4.75%, 50,000 Sh.	Mkt Val	51,859.	51,859.
	Total	$ 631,458.	$ 631,458.

Statement 10
Form 990-PF, Part II, Line 13
Investments - Other

	Valuation Method	Book Value	Fair Market Value
Other Publicly Traded Securities			
Excelsior Lasalle Property Fnd 3,934 Sh.	Mkt Val	$ 284,256.	$ 284,256.
Northern Intl Equity Indx Fd, 62,620 Sh.	Mkt Val	624,952.	624,952.
Northern Multi-Mgr Intl, 71,038 Sh.	Mkt Val	634,372.	634,372.
Nothern Emerging Mkts Eqty, 38,357 Sh.	Mkt Val	423,466.	423,466.
Northern Fds Multi-Mgr EMkts, 21,169 Sh.	Mkt Val	431,229.	431,229.
SPDR Gold Tr Gold Shs, 1,150 Sh.	Mkt Val	123,407.	123,407.
Pimco FDS Pac Invt Mgmt, 74,755 Sh.	Mkt Val	618,975.	618,975.
Total Other Publicly Traded Securities		$ 3,140,657.	$ 3,140,657.
Other Securities			
Pimco Real Return Fund Instl, 25,689 Sh.	Mkt Val	277,191.	277,191.
Northern Fnds BD Index Fd, 9,933 Sh.	Mkt Val	102,416.	102,416.
Northern High Yield Fxd Inc, 88,096 Sh.	Mkt Val	614,033.	614,033.
Total Other Securities		$ 993,640.	$ 993,640.
	Total	$ 4,134,297.	$ 4,134,297.

Statement 11
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
Madera Apartments, LP	$ 4,083.	$ 4,083.
Total	$ 4,083.	$ 4,083.

Statement 12
Form 990-PF, Part III, Line 3
Other Increases

FMV Adjustment of Investments	$ 2,158,792.
Total	$ 2,158,792.

Statement 13
Form 990-PF, Part XV, Line 1a
Foundation Managers - 2% or More Contributors

Lawrence Charles Ford, Jr.
Cynthia Carroll

Statement 14
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Scholarship Recipient 1 PO Box 10174 San Rafael, CA 94912	None	N/A	College Scholarship	$ 4,000.
Scholarship Recipient 2 PO Box 10174 San Rafael, CA 94912	None	N/A	College Scholarship	4,000.
Scholarship Recipient 3 PO Box 10174 San Rafael, CA 94912	None	N/A	College Scholarship	1,000.
Scholarship Recipient 4 PO Box 10174 San Rafael, CA 94912	None	N/A	College Scholarship	4,000.
Scholarship Recipient 5 PO Box 10174 San Rafael, CA 94912	None	N/A	College Scholarship	4,000.
The Reading Tree 260 32nd Avenue San Francisco, CA 94121	N/A	509(a)(1)	General - Reading Encouragement	5,000.
NARAL Pro-Choice America Fdn 1156 15th Street NW Washington, DC 20005	N/A	509(a)(1)	General Support	9,100.
Marin Country Day School 5221 Paradise Drive Corte Madera, CA 94925	N/A	School	General Support	67,600.

Statement 14 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Tamiscal High School 305 Doherty Drive Larkspur, CA 94939	N/A	School	General Support - Youth Programs	$ 15,000.
Sierra Club Foundation 85 Second Street San Francisco, CA 94105	N/A	509(a)(1)	General Support -- Inner city Outings	5,000.
The Bay Home, Inc. 19 Hearthstone Court San Rafael, CA 94903	N/A	509(a)(1)	General Support - Care of developmentally disabled adults.	57,800.
Thatcher School 5025 Thatcher Road Ojai, CA 93023	N/A	School	General Support	20,000.
Scholarship Recipient 6 PO Box 10174 San Rafael, CA 94912	None	N/A	College Scholarship	12,000.
Scholarship Recipient 7 PO Box 10174 San Rafael, CA 94912	None	N/A	College Scholarship	1,250.
California Film Institute 38 Miller Avenue Mill Valley, CA 94941	N/A	509(a)(1)	Support for schools outreach program	6,000.
The Milbrook School 131 Millbrook School Road Millbrook, NY 12545	N/A	School	General Support	5,000.
St. Mary Virgin Episcopal Ch. 2325 Union Street San Francisco, CA 94123	N/A	Church	General Support	5,000.
Hamilton College 198 Hamilton Road Clinton, NY 13323	N/A	School	General Support	5,000.
The Pomfret School 398 Pomfret Street Pomfret, CT 06258	N/A	School	General Support	2,500.
San Francisco Zoological Soc. 1 Zoo Road San Francisco, CA 94132	N/A	509(a)(1)	Wild About Art & Science Program	17,500.

Statement 14 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Gateway High School 1430 Scott Street San Francisco, CA 94115	N/A	School	General Support	$ 1,750.
Golden Gate Natl Parks Cnsvcy Building 201, Fort Mason San Francisco, CA 94123	N/A	509(a)(1)	General Support	8,500.
Intermtn Jr Rodeo Assn PO Box 593 Fall River Mills, CA 96028	N/A	509(a)(1)	General Support	5,000.
Scholarship Recipient 8 PO Box 10174 San Rafael, CA 94912	None	N/A	College Scholarship	500.
Scholarship Recipient 9 PO Box 10174 San Rafael, CA 94912	None	N/A	College Scholarship	500.
Scholarship Recipient 10 PO Box 10174 San Rafael, CA 94912	None	N/A	College Scholarship	5,000.
Lawrenceville School 2500 Lawrenceville Road Lawrenceville, NJ 08648	N/A	School	General Support	5,000.
UC Regents 1111 Franklin Street Oakland, CA 94607	N/A	School	General Support	28,687.
The Nature Conservancy 4245 North Fairfax Drive Arlington, VA 22203	N/A	509(a)(1)	General Support	2,500.
California Trout 870 Market Street San Francisco, CA 94102	N/A	509(a)(1)	General Support	5,000.
Yellowstone Park Foundation 222 East Main St, Ste 301 Boseman, MT 59715	N/A	509(a)(1)	General Support	5,000.
Youth Speaks 290 Division St, Ste 302 San Francisco, CA 94103	N/A	509(a)(1)	General Support	16,000.
Sugar Bowl Ski Foundation P.O. Box 68 Norden, CA 95724	N/A	509(a)(1)	General Support	7,500.

Statement 14 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Friends of SF Library 391 Grove Street San Francisco, CA 94102	N/A	509(a)(1)	General Support	$ 15,000.
SF Bay Area Council 1001 Davis Street San Leandro, CA 94577	N/A	509(a)(1)	General Support	1,000.
San Geronimo Valley Community Ctr P O Box 194 San Geronimo, CA 94963	N/A	509(a)(1)	General Support	55,000.
Community Homes & Services P O Box 744 Novato, CA 94945	N/A	509(a)(1)	General Support	15,000.
HDSA 505 Eighth Avenue New York, NY 10018	N/A	509(a)(1)	General Support	50,000.
Summer Search 620 Davis Street San Francisco, CA 94111	N/A	509(a)(1)	General Support	5,000.
The First Tee 3700 Jerome Avenue Bronx, NY 10467	N/A	509(a)(1)	General Support	1,000.
			Total	$ 483,687.

The Chrysopolae Foundation
Post Office Box 10174
San Rafael
California 94912

CHRYSOPOLAE

TEAM PROGRAM SCHOLARSHIP AWARDS
Application Guide for Academic Year 2010-2011

PURPOSE AND GENERAL INFORMATION

The Team Program Scholarship Awards provide financial assistance to former students of the Tamiscal High School Team Program to attend college or vocational school. Scholarships are awarded based upon the combination of financial need, outstanding achievement (academic and non-academic), demonstrated community responsibility and service, and leadership. Awards range from $500 to $10,000 per academic year. Funds can be used for tuition, room and board, and general educational expenses such as books, materials, transportation or other directly associated expenses.

The Team Program Scholarship Awards were established to provide educational opportunities to students who might not otherwise have them and to students whose post-secondary education would be delayed or impeded by the necessity to earn money to support themselves.

WHO CAN APPLY

- Former Tamiscal High School Team Program students attending an accredited or state approved undergraduate school or graduate program leading to a degree.
- Former Tamiscal High School Team Program students attending an industry sanctioned or state certified vocational program leading to a certificate, license or diploma (non-degree).

ELIGIBILITY CRITERIA

- Financial Need: Proven financial need is the baseline criteria in the selection of scholarship recipients. Determination of financial need is based on family size, income, assets, and number of family members attending college.
- Outstanding Achievement (academic): Applicants should demonstrate exemplary academic achievement in their previous schooling.
- Outstanding Achievement (non-academic): Applicants should demonstrate having achieved a goal despite struggles, barriers, or challenges, demonstrating motivation, perseverance and integrity.
- Community Responsibility and Service: Applicants should demonstrate doing volunteer work which benefits individuals, groups, non-profit or political organizations, agencies, schools, or the community at large.

Statement 15
Form 990-PF, Part VII-B, 5a(3)
Scholarship Awards

- Leadership: Applicants should demonstrate guiding, inspiring, or directing others in achievement. Leadership can be shown in your personal, community, or academic life.

APPLICATION PROCEDURE

All applicants are required to complete a Team Program Scholarship Award application, including a personal statement, and attach a final high school transcript (if you graduated from somewhere other than the Tamalpais Union High School District) and transcripts of all your college work.

DEADLINES:
- For entering college undergraduates, the completed application packet, including transcripts, must be postmarked no later than **June 30, 2010**.
- For all others, the completed application packet, including transcripts, must be postmarked no later than **August 16, 2010.**

Send the completed application to:

Team Program Scholarship Award
The Chrysopolae Foundation
Post Office Box 10174
San Rafael, CA 94912

SELECTION AWARD PROCEDURE

Applications will be reviewed by the Board of Directors of the Chrysopolae Foundation. The Board will also seek recommendations from the faculty of the Team Program. Applicants will be informed of their status in writing on September 15, 2010.

Successful applicants will be sent a Scholarship Grant Agreement. Upon receipt of the signed Scholarship Grant Agreement, the Foundation will send the scholarship check, payable to the student, directly to the student. Payment will be made in October 2010. Scholarship payments in excess of $5,000 are usually made in two installments.

It is the student's responsibility to notify the Chrysopolae Foundation of any changes of address, enrollment, or other factors which could affect scholarship eligibility.

APPLICATION CHECKLIST

- ❑ Application (4 pages, including financial statement)
- ❑ Personal statement (2 pages)
- ❑ Final high school transcript (not necessary for Tamalpais District graduates)
- ❑ Proof of acceptance or enrollment
- ❑ Transcripts from all colleges attended

Form 8868 (Rev April 2009)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.

OMB No 1545-1709

- 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 File by the due date for filing your return See instructions	Name of Exempt Organization Chrysopolae Foundation	**Employer identification number** 94-3265060
	Number, street, and room or suite number If a P O box, see instructions PO Box 10174	
	City, town or post office, state, and ZIP code For a foreign address, see instructions San Rafael, CA 94912	

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

- The books are in the care of ► Lawrence C. Ford, Jr.

Telephone No ► (415) 488-4740 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 will cover

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 10, to file the exempt organization return for the organization named above The extension is for the organization's return for

► [X] calendar year 20 09 or

► [ ] tax year beginning ________, 20 ___, and ending ________, 20 ___.

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**	$ 11,382.
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**	$ 11,382.
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

COPY

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

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

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

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

Type or print	Name of Exempt Organization Chrysopolae Foundation	**Employer identification number** 94-3265060
File by the extended due date for filing the return See instructions	Number, street, and room or suite number If a P O box, see instructions Fontanello, Duffield & Otake, LLP 44 Montgomery Street, Suite 2019	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions San Francisco, CA 94104	

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

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

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 ► Lawrence C. Ford, Jr.
Telephone No ► (415) 488-4740 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 10.

5 For calendar year 2009 , or other tax year beginning ______ , 20 __ , and ending ______ , 20 __ .

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 Organization requires additional time to gather the information necessary to file a complete and accurate 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	$ 4,560.
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	$ 11,382.
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 instrs	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 ► Title ► CPA Date ► 8/9/10