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.

van Loben Sels/RembeRock Foundation
131 Steuart Street #301
San Francisco, CA 94105

A Employer identification number: 94-6109309

B Telephone number (see the instructions): 415-512-0500

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) ► $ 28,419,567.

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► [X] if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	11,140.	11,140.	N/A	
	4 Dividends and interest from securities	503,576.	503,576.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	-1,713,007.			
	b Gross sales price for all assets on line 6a 7,263,935.				
	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	5,356.			
	12 **Total.** Add lines 1 through 11	* -1,192,935.	514,716.		
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	101,000.			101,000.
	14 Other employee salaries and wages	84,155.	4,208.		79,947.
	15 Pension plans, employee benefits	20,239.	1,012.		19,227.
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 2	19,150.	9,575.		9,575.
	c Other prof fees (attach sch) See St 3	74,129.	74,129.		
	17 Interest				
	18 Taxes (attach schedule)(see instr) See Stm 4	1,460.	1,460.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy	45,233.			45,233.
	21 Travel, conferences, and meetings	3,306.			3,308.
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 5	175,571.	7,002.		168,569.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	524,243.	97,386.		426,859.
	25 Contributions, gifts, grants paid Part. XV	2,340,500.			2,340,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	* 2,864,743.	97,386.		2,767,359.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-4,057,678.			
	b **Net investment income** (if negative, enter -0-)		417,330.		
	c **Adjusted net income** (if negative, enter -0-)				

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*See Statement 16.

2

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	End of year (c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing	70.	70.	70.
	2 Savings and temporary cash investments	9,852,508.	6,946,223.	6,946,223.
	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	7.		
	10a Investments – U.S. and state government obligations (attach schedule) Statement 6	501,131.	491,415.	534,100.
	b Investments – corporate stock (attach schedule) Statement 7	8,481,871.	5,170,416.	5,364,677.
	c Investments – corporate bonds (attach schedule) Statement 8	1,610,515.	493,204.	300,278.
	11 Investments – land, buildings, and equipment basis ►			
	Less. accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) Statement 9	12,194,863.	15,481,959.	15,274,219.
	14 Land, buildings, and equipment. basis ► 34,013.			
	Less accumulated depreciation (attach schedule) See Stmt 10 ► 34,013.			
	15 Other assets (describe ►)			
	16 Total assets (to be completed by all filers – see instructions. Also, see page 1, item I)	32,640,965.	28,583,287.	28,419,567.
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	32,640,965.	28,583,287.	
	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)	32,640,965.	28,583,287.	
	31 Total liabilities and net assets/fund balances (see the instructions)	32,640,965.	28,583,287.	

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	32,640,965.
2	Enter amount from Part I, line 27a	2	-4,057,678.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	28,583,287.
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	28,583,287.

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	Sale of Publicly Traded Securities	P	Various	Various
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	7,263,935.		8,976,942.	-1,713,007.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
	(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	
a				-1,713,007.
b				
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	-1,713,007.
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	3,922,957.	33,938,580.	0.115590
2007	3,249,534.	39,810,472.	0.081625
2006	2,941,056.	39,556,060.	0.074352
2005	2,762,063.	38,581,690.	0.071590
2004	2,595,400.	38,368,739.	0.067644

2	**Total** of line 1, column (d)	2	0.410801
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	0.082160
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	26,251,852.
5	Multiply line 4 by line 3	5	2,156,852.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,173.
7	Add lines 5 and 6	7	2,161,025.
8	Enter qualifying distributions from Part XII, line 4	8	2,767,359.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► [ ] 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 ► [X] and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			1	4,173.
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	4,173.
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	4,173.
6 Credits/Payments.				
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	24,232.		
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	24,232.
8 Enter any **penalty** for underpayment of estimated tax Check here [X] 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	20,059.
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ►	20,059.	**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*

			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 ► www.vlsrr.org

14 The books are in care of ► Mel Varrelman Telephone no ► 415-512-0500

Located at ► 131 Steuart St., #301, San Francisco, CA ZIP + 4 ► 94105

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.

			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? Stmts 11 ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? & 14 ☒ 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? ☐ Yes ☒ No If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ .			
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)*

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ► ☐

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (No)

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
See Statement 11		101,000.	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
Gail Shuster 131 Steuart St #301 San Francisco, CA 94105	Program Admin 40	84,155.	20,239.	0.

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
See Statement 12		74,129.
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	26,134,205.
b Average of monthly cash balances		1b	517,421.
c Fair market value of all other assets (see instructions)		1c	
d **Total** (add lines 1a, b, and c)		1d	26,651,626.
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	26,651,626.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	399,774.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	26,251,852.
6 **Minimum investment return.** Enter 5% of line 5		6	1,312,593.

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	1,312,593.
2a Tax on investment income for 2009 from Part VI, line 5	2a 4,173.		
b Income tax for 2009. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	4,173.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	1,308,420.
4 Recoveries of amounts treated as qualifying distributions		4	349.
5 Add lines 3 and 4		5	1,308,769.
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	1,308,769.

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	2,767,359.
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	2,767,359.
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	4,173.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,763,186.

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				1,308,769.
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 — 699,133.				
b From 2005 — 863,638.				
c From 2006 — 1,029,323.				
d From 2007 — 1,311,018.				
e From 2008 — 2,239,084.				
f **Total** of lines 3a through e	6,142,196.			
4 Qualifying distributions for 2009 from Part XII, line 4. ► $ 2,767,359.				
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)	0.			
d Applied to 2009 distributable amount				1,308,769.
e Remaining amount distributed out of corpus	1,458,590.			
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	7,600,786.			
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)	699,133.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	6,901,653.			
10 Analysis of line 9.				
a Excess from 2005 — 863,638.				
b Excess from 2006 — 1,029,323.				
c Excess from 2007 — 1,311,018.				
d Excess from 2008 — 2,239,084.				
e Excess from 2009 — 1,458,590.				

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).)

None

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

None

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

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

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

See Statement 13

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

See Statement for Line 2a

c Any submission deadlines

See Statement for Line 2a

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

See Statement for Line 2a

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 15	N/A	509(a)(1)	Various	2,340,500.
Total			► 3a	2,340,500.
b *Approved for future payment*				
Equal Rights Advocates 1663 Mission Street, Ste 250 San Francisco, CA 94103	N/A	509(a)(1)	General Support	15,000.
Total			► 3b	15,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(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	11,140.	
4 Dividends and interest from securities			14	503,576.	
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	-1,713,007.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a Litigation Settlement			18	3,847.	
b Refund of Expense					1,160.
c Return of Grant					349.
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				-1,194,444.	1,509.

13 Total. Add line 12, columns (b), (d), and (e) 13 -1,192,935.

(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)
11b	Refund of medical insurance premium payment
11c	Return of unspent grant funds

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

► Richard W Myers Nov 11 2010 ► Secretary

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only			
Preparer's signature ►	Carol Duffield Carol Duffield	Date 11/8/10	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
Litigation Settlement	$ 3,847.		
Refund of Expense	1,160.		
Return of Grant	349.		
Total	$ 5,356.	$ 0.	$ 0.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Audit & Tax Preparation	$ 19,150.	$ 9,575.		$ 9,575.
Total	$ 19,150.	$ 9,575.		$ 9,575.

Statement 3
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
Custodial Fees	$ 74,129.	$ 74,129.		
Total	$ 74,129.	$ 74,129.		$ 0.

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Tax Withheld on Dividends	$ 1,460.	$ 1,460.		
Total	$ 1,460.	$ 1,460.		$ 0.

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bookkeeping	$ 13,800.	$ 6,900.		$ 6,900.
Copying/Printing	439.			439.
Equipment	8,448.			8,448.
Filing Fees	10.			10.
Grantee Event Sponsorships	113,650.			113,650.
Insurance	882.			882.
Memberships	20,215.			20,215.
Miscellaneous	24.			24.
Office Supplies	5,707.			5,707.
Payroll Processing	2,717.			2,717.
Program Expenses	1,545.			1,545.
Repair and Maintenance	1,308.			1,308.
Telephone	5,791.			5,791.
Transfer Fees	53.	53.		
Workers Compensation Insurance	982.	49.		933.
Total	$ 175,571.	$ 7,002.		$ 168,569.

Statement 6
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
US Treas Nt 4.25% 1/15/11 90,000 Sh.	Cost	$ 87,633.	$ 93,375.
US Treas Nt 4.625% 8/31/11 90,000 Sh.	Cost	89,779.	95,435.
US Treas Nt 4.0% 11/15/12 135,000 Sh.	Cost	129,770.	144,207.
US Treas Nt 5.125% 5/15/16 15,000 Sh.	Cost	14,968.	16,730.
US Treas Nt 4.625% 11/15/16 55,000 Sh	Cost	54,573.	59,506.
Fed Home Ln 7.0% 5/1/32 2,920.07 Sh	Cost	2,982.	3,218.
US Treas Nt 4.25% 11/15/2013 65,000 Sh	Cost	62,849.	70,220.
Fed Natl Mtg Assn 3/1/35 2,398.54 Sh	Cost	2,337.	2,503.
Fed Natl Mtg Assn 3/1/35 10,222.74 Sh	Cost	10,068.	10,504.
Fed Natl Mortg Assn 9/1/35 12,380.60 Sh	Cost	12,290.	12,946.
Fed Home Loan Mtg 10/1/35 13,553.47 Sh	Cost	13,475.	14,236.
Fed Natl Mtg Assn 10/1/35 10,710.84 Sh	Cost	10,691.	11,220.
		$ 491,415.	$ 534,100.
	Total	$ 491,415.	$ 534,100.

Statement 7
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Conocophillips 1,580 Sh	Cost	$ 48,831.	$ 80,691.
Exxon Mobil Corp 2,450 Sh	Cost	104,632.	167,066.
Hess Corporation 1,602 Sh	Cost	52,193.	96,921.
Xto Energy Inc 2,017 Sh	Cost	31,176.	93,851.
Praxair Inc 620 Sh	Cost	27,538.	49,792.
Apple Computer Inc 840 Sh	Cost	140,789.	177,015.
Cisco Systems Inc 5,760 Sh	Cost	116,810.	137,894.
Danaher Corp 510 Sh	Cost	26,749.	38,352.
General Elec Co 5,660 Sh.	Cost	188,974.	85,636.
Honeywell Intl Inc 1,530 Sh	Cost	55,100.	59,976.
Iasiaworks Inc 38,870 Sh	Cost	123,750.	43.
Microsoft Corp 2,943 Sh	Cost	79,189.	89,703.
Symyx Technologies Inc 23,852 Sh	Cost	46,001.	131,186.
Textron Inc 2,650 Sh	Cost	62,305.	49,847.
Coca-Cola Co 2,260 Sh	Cost	52,198.	47,912.
Indochina Juice Co Ltd 37,500 Sh	Cost	38,063.	0.
Pepsico Inc 1,549 Sh	Cost	37,637.	94,179.
Procter & Gamble Co 1,260 Sh	Cost	54,326.	76,394.
Medtronic Inc 1,200 Sh	Cost	61,463.	52,776.
North Amern Scientific Inc 884 Sh	Cost	99,976.	4.
Pfizer Inc 8,679 Sh	Cost	166,387.	157,871.
Mekong Leisure Ltd 182,827.3 Sh	Cost	125,284.	91,414.
News Corp Inc 6,590 Sh	Cost	118,259.	104,913.
Bank of America Corp 7,150 Sh	Cost	90,616.	107,679.
JP Morgan Chase & Co 3,147 Sh	Cost	68,740.	131,135.
Wells Fargo & Co 2,100 Sh	Cost	36,009.	56,679.
Airnet Communications Corp 35 Sh	Cost	94,699.	1.
Exelon Corp 1,320 Sh	Cost	37,986.	64,508.
Cambric Corp 1 Sh	Cost	112,959.	1.
Solid Data Sys Inc 53,300 Sh	Cost	99,938.	533.
Apache Corp 1,060 Sh	Cost	73,885.	109,360.
Halliburton Co 1,519 Sh	Cost	45,663.	45,707.
Sempra Energy 1,760 Sh	Cost	108,379.	98,525.
Kbr Inc 1,722 Sh	Cost	26,239.	32,718.
Omnicom Group Inc 1,340 Sh	Cost	67,899.	52,461.
Thermo Fisher Scientific Inc 1,740 Sh	Cost	78,052.	82,981.
Hospira Inc 1,290 Sh	Cost	51,495.	65,790.
Cvs Caremark Corporation 3,760 Sh	Cost	137,393.	121,110.
Chubb Corp 1,080 Sh	Cost	56,393.	53,114.
AT & T Inc 3,560 Sh	Cost	130,824.	99,787.
Oracle Corp 3,620 Sh	Cost	62,335.	88,799.
Tyco International LTD 2,430 Sh	Cost	59,442.	86,702.
Fedex Corp 620 Sh	Cost	39,015.	51,739.
Philip Morris International Inc 1,840 Sh	Cost	83,230.	88,670.
Parker Hannifin Corp 850 Sh	Cost	33,075.	45,798.
Raytheon Co 700 Sh	Cost	36,399.	36,064.
Home Depot Inc 4,030 Sh	Cost	91,736.	116,588.
Time Warner Inc 1,420 Sh	Cost	28,307.	41,379.
Amgen Inc 1,290 Sh	Cost	67,321.	72,975.
First Horizon National Corp 3,221 Sh	Cost	33,951.	43,155.
Schwab Charles Corp New 1,770 Sh	Cost	26,942.	33,311.
Accenture 1,340 Sh	Cost	49,191.	55,610.
International Business Machines 600 Sh	Cost	63,762.	78,540.
Juniper Networks Inc 1,180 Sh	Cost	17,444.	31,471.
Alliance Data Sys Corp 880 Sh	Cost	52,957.	56,839.

Statement 7 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Occidental Petroleum Corp 670 Sh	Cost	$ 37,200.	$ 54,505.
Du Pont Co 890 Sh	Cost	23,689.	29,966.
Cummins Inc 1,180 Sh	Cost	40,247.	54,115.
Norfolk Southern Corporation 1,210 Sh	Cost	60,031.	63,428.
Autoliv Inc 1,240 Sh	Cost	33,216.	53,766.
Limited Brands Inc 3,290 Sh	Cost	58,845.	63,300.
Target Corp 2,170 Sh	Cost	87,575.	104,963.
Whirlpool Corp 580 Sh	Cost	37,775.	46,783.
Unilever PLC 1,590 Sh	Cost	49,017.	50,721.
Cigna Corp 1,080 Sh	Cost	26,551.	38,092.
Human Genome Sciences Inc 1,590 Sh	Cost	45,128.	48,622.
McKesson Corp 810 Sh	Cost	38,382.	50,625.
Merck & Co Inc 3,145 Sh	Cost	74,959.	114,918.
Vertex Pharmaceuticals Inc 1,690 Sh	Cost	44,267.	72,417.
Ameriprise Financial Inc 1,020 Sh	Cost	19,551.	39,596.
Blackrock Inc 200 Sh	Cost	30,068.	46,440.
Franklin Res Inc 410 Sh	Cost	20,959.	43,194.
Morgan Stanley 2,020 Sh	Cost	53,781.	59,792.
AOL Inc 129 Sh	Cost	2,069.	3,003.
EMC Corp Mass 4,820 Sh	Cost	69,025.	84,205.
Google Inc 230 Sh	Cost	101,784.	142,595.
Hewlett Packard Co 2,300 Sh	Cost	102,074.	118,473.
Visa Inc Class A 470 Sh	Cost	20,623.	41,106.
Mentor Graphics Corp 780 Sh	Cost	74,694.	6,887.
Consensus Orthopedics 60,000 Sh	Cost	99,000.	0.
	Total	$ 5,170,416.	$ 5,364,677.

Statement 8
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

Corporate Bonds	Valuation Method	Book Value	Fair Market Value
Harley Mcycl Tr 4.41% 6/15/12 7,050.4 Sh	Cost	$ 7,049.	$ 7,157.
Honda Own Trst 5.11% 4/15/12 13,469.5 Sh	Cost	13,467.	13,654.
Hyundai Trst 5.15% 5/15/13 10,000 Sh	Cost	9,998.	10,420.
Westfed Hldgs 15.5% 9/15/99 186,359.6 Sh	Cost	180,303.	186.
Bear Stearns 4.5% 10/28/10 25,000 Sh	Cost	25,549.	25,813.
Verizon Global 7.25% 12/1/10 25,000 Sh	Cost	28,576.	26,420.
Johnson Controls 5.25% 1/15/11 20,000 Sh	Cost	19,758.	20,988.
Oracle 5% 1/15/11 15,000 Sh	Cost	14,411.	15,599.
Aetna 5.75% 6/15/11 10,000 Sh	Cost	9,993.	10,487.
Deere John 7.0% 3/15/12 10,000 Sh	Cost	10,680.	11,093.
Simon Property 5.75% 5/1/12 10,000 Sh	Cost	9,976.	10,505.
SBC Comm 5.875% 8/15/12 10,000 Sh	Cost	10,120.	10,917.
Morgan Stanley 4.75% 4/1/14 20,000 Sh	Cost	18,823.	20,115.
Citigroup 5% 9/15/14 25,000 Sh	Cost	23,540.	24,101.
S. Cal Edison 4.65% 4/1/15 25,000 Sh	Cost	24,915.	26,433.
Bank of America 5.75% 8/15/16 40,000 Sh	Cost	41,138.	40,261.
Lehman Bro Hldgs 5.75% 1/3/17 20,000 Sh	Cost	19,932.	6.
AT&T Inc 6.8% 5/15/36 5,000 Sh	Cost	4,980.	5,325.
Harley-Davidson Mcycl Trust 10,000 Sh	Cost	9,999.	10,391.

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

Corporate Bonds	Valuation Method	Book Value	Fair Market Value
Household Automotive Trust 10,000 Sh	Cost	$ 9,997.	$ 10,407.
	Total	$ 493,204.	$ 300,278.

Statement 9
Form 990-PF, Part II, Line 13
Investments - Other

Other Publicly Traded Securities	Valuation Method	Book Value	Fair Market Value
Morgan Stanley Inst Fund 14,841.855 Sh	Cost	$ 560,000.	$ 418,095.
Morgan Stanley Inst Fund 43,352.464 Sh	Cost	832,563.	1,256,354.
Euro Pac Growth 19,623.384 Sh	Cost	834,635.	752,361.
Mellon Emerging Mkt Fund 97,561.451 Sh	Cost	1,093,787.	994,151.
Mellon S/T Gov 117,497.675 Sh	Cost	1,425,930.	1,449,921.
Vanguard Reit Index Fund 50,445.092 Sh	Cost	557,735.	853,027.
Vanguard Conv Secs FD SH 35,901.188 Sh	Cost	560,000.	450,919.
Vanguard Stock Mkt Index 122,018.791 Sh	Cost	3,922,240.	3,233,497.
Dreyfus Slct Mgrs Sm Cap 75,757.576 Sh	Cost	1,200,000.	1,254,545.
Dreyfus Divers Int'l Fd 130,391.173 Sh	Cost	1,300,000.	1,262,187.
Vale SA 2,390 Sh	Cost	39,008.	69,382.
Mellon Bond Fd 196,221.482 Sh	Cost	2,500,000.	2,527,333.
Dreyfus Prem Ltd Term 71,813.286 Sh	Cost	400,000.	466,068.
Ishares S&P GSCI 9,000 Sh	Cost	256,061.	286,379.
	Total	$ 15,481,959.	$ 15,274,219.

Statement 10
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Furniture and Fixtures	$ 22,649.	$ 22,649.	$ 0.	$ 0.
Machinery and Equipment	8,246.	8,246.	0.	0.
Improvements	3,118.	3,118.	0.	0.
Total	$ 34,013.	$ 34,013.	$ 0.	$ 0.

Statement 11
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen-sation	Contri-bution to EBP & DC	Expense Account/ Other
Toni Rembe 131 Steuart St. #301 San Francisco, CA 94105	Pres/Trustee 2.00	$ 0.	$ 0.	$ 0.
Richard Odgers 131 Steuart St. #301 San Francisco, CA 94105	Sec/Trustee 1.00	0.	0.	0.
Julie Divola 131 Steuart St. #301 San Francisco, CA 94105	Trustee 1.00	0.	0.	0.
Dan Corsello 131 Steuart St. #301 San Francisco, CA 94105	ED/Trustee 30.00	* 101,000.	0.	0.
Joyce Taylor 131 Steuart St. #301 San Francisco, CA 94105	Tres/Trustee 1.00	0.	0.	0.
* Compensation as key employee not as Board Member	Total	$ 101,000.	$ 0.	$ 0.

Statement 12
Form 990-PF, Part VIII, Line 3
Compensation of Five Highest Paid Contractors

Name and Address	Type of Service	Compensation
Mellon Private Asset Management One Embarcadero Center, Suite 2200 San Francisco, CA 94111	Investment Mgmt	74,129.
	Total	$ 74,129.

Statement 13
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:

Name:	van Loben Sels/RembeRock Foundation
Care Of:	Ms. Toni Rembe, President
Street Address:	131 Steuart St., #301
City, State, Zip Code:	San Francisco, CA 94105
Telephone:	415-512-0500
Form and Content:	Application format is posted on website.

Required Attachments:

-Documentation of tax exempt status;

Statement 13 (continued)
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

-Current roster of Board of Directors and a statement as to their role on the Board (one sentence is sufficient);

-For a renewal grant, attach a year-end report on the current state of the organization or the project to which the grant was requested. (not to exceed two pages);

-A copy of the last annual report, if available;

-An organization chart, if applicable.

Submission Deadlines: None

Restrictions on Awards: The Foundation's grants are now limited to the following areas:

1. Legal advocacy and public interest law;

2. Juvenile justice, including programs and services to youth involved in the juvenile justice system, policy development, and direct services;

3. Programs for incarcerated and formerly incarcerated women and men;

4. Legal services programs that address the needs of immigrants and newcomers in areas of civil rights, deportation, asylum, "know your rights," and civic participation and;

5. Selected Social Service programs in remote, underserved communities with scarce resources.

The Foundation will not consider applications that:

-require medical, scientific, or other technical knowledge;

-request funding for an individual or family;

-request funding for scholarships or stipends;

-request funding for capital campaigns;

-seek support for programs outside Northern California;

-do not follow the application format.

Statement 14
Form 990-PF, Part VII-B
Statement Regarding Activities for Which Form 4720 May Be Required Line 1(a)(4)

During 2009, Dan Corsello, the Executive Director, was compensated $101,000. Payment for such services if reasonable and neccessary to carry out the exempt purposes of the Foundation, as they are in this case, are excluded from the self-dealing rules under Reg. 53.4941(d)-3(c).

During 2009, the Foundation also reimbursed the law firm of the President $439 for miscellaneous office expenses such as copying and postage.

VAN LOBEN SELS/REMBEROCK FOUNDATION

2009 GRANTS SCHEDULE

LEGAL SERVICES & ADVOCACY

Grantee Name, Address & Purpose	Grants Payable as of 12/31/08	Grants Awarded in 2009	Grants Paid in 2009	Grants Payable as of 12/31/09
AIDS Legal Referral Panel – ALRP – Bill Hirsh, E.D., 1663 Mission Street, Suite 500, San Francisco, CA 94103 – Provides legal services and advocacy for people with HIV/AIDS		$25,000	$25,000	
Alameda County Bar Association-Volunteer Legal Services Corp – Ann Wassam, E.D., 70 Washington Street, Suite 200, Oakland, CA 94607 – Pro bono legal services for the low-income population		$15,000	$15,000	
Alliance for Justice – Nan Aron, President, 11 Dupont Circle, 2nd Floor, Washington, D.C. 20036-1207 – Provides education, workshops and advocacy training for non-profits, specific to public interest law		$7,500	$7,500	
American Civil Liberties Union – Maya Harris, E.D., 39 Drumm Street, San Francisco, CA 94111 – Civil rights		$30,000	$30,000	
Arab Resource and Organizing Center - Lily Haskell, E.D., 522 Valencia Street, San Francisco, CA 94110 – Civil rights for Arab communities		$20,000	$20,000	
Asian Law Caucus – Titi Liu, E.D., 939 Market Street, Suite 201, San Francisco, CA 94103 – Civil rights for Asian communities		$20,000	$20,000	
Bay Area Legal Aid – Ramon Arias, E.D., Central Support Office, 405 14th Street, 9th Floor,		$25,000	$25,000	

Oakland, CA 94612 – Poverty law and access to legal services				
Canal Alliance – Marin – Tom Wilson, E.D., 91 Larkspur St., San Rafael, CA 94901 – Immigrant Legal Services Program		$17,000	$17,000	
Catholic Charities CYO –Jeffrey V. Bialik, E.D., 180 Howard Street, Suite 100, San Francisco, CA 94105 – VAWA and U-Visa work		$10,000	$10,000	
Center for Calif. Homeowner Association Law – Marjorie Murray, President, 1305 Franklin Street, Suite 201, Oakland, CA – 94612 – Foreclosure defense workshops in 6 counties		$7,500	$7,500	
Center for Gender and Refugee Studies [Fiscal sponsor: Hastings College of the Law] – Karen Musalo, Director, U.C. Hastings College of the Law, 200 McAllister Street, San Francisco, CA 94102 – Rights of refugee women fleeing gender-based persecution		$10,000	$10,000	
Center for Relationship Abuse Awareness – Nicole Baran, Director, 555 Bryant Street #272, Palo Alto, CA 94301		$5,000	$5,000	
Central American Resource Center – Ana Perez, E.D., 1245 Alabama St., San Francisco, CA 94110 – Immigrant Legal Services Program		$7,500	$7,500	
Centro de Servicios of Alameda – Jaime Jaramillo, E.D., 525 H Street, Union City, CA 94587 – Immigrant Legal Services Program		$12,500	$12,500	
Centro Legal de la Raza – Bianca Sierra, E.D., 2501 International Blvd., Oakland, CA 94601 –Work		$10,000	$10,000	

with families facing deportation				
Child Care Law Center – Nancy Strohl, E.D., 221 Pine Street, 3rd Floor, San Francisco, CA 94104 – Child care licensing and regulations		$15,000	$15,000	
Coalition on Homelessness of San Francisco – Jennifer Friedenbach, E.D., 468 Turk Street, San Francisco, CA 94102 – Civil rights of homeless populations		$12,500	$12,500	
Coastside Hope [Fiscal sponsor: Coast Opportunity Center Inc.] – Fatima Soares, E.D., 99 Avenue Alhambra, P. O. Box 1089, El Granada, CA 94018 – Know Your Rights program		$10,000	$10,000	
Community Legal Services of East Palo Alto – Candice Greenberg, E.D., 2117-B University Avenue, East Palo Alto, CA 94303 – Legal services for low-income people		$17,500	$17,500	
Community Overcoming Relationship Abuse – Melissa Lukin, E.D., 1633 Bayshore Highway, Burlingame, CA 94402 – Support legal service component		$10,000	$10,000	
Disability Rights Advocates – Laurence Paradis, E.D., 2001 Center Street, 4th Floor, Berkeley, CA 94704-1204 – Civil rights of people with disabilities		$10,000	$10,000	
East Bay Community Law Center – Tirien Steinbach, E.D., 2921 Adeline Street, Berkeley, CA 94703 – Legal services for low-income people		$25,000	$25,000	
East Bay Sanctuary Covenant – Sister Maureen Duignan, OSF, E.D., 2362 Bancroft Way, Berkeley, CA 94704 – Legal services for		$10,000	$10,000	

immigrants/refugees				
Equal Justice Society – Eva Paterson, Esq., E.D., 220 Sansome Street, 14th Floor, San Francisco, CA 94104 – Antidiscrimination project		$10,000	$10,000	
Equal Rights Advocates – Arcelia Hurtado, E.D., 1663 Mission Street, Suite 250, San Francisco, CA 94103 – 2-year general support grant		$30,000	$15,000	$15,000
Fair Housing of Marin – Nancy Kenyon, E.D., 615 B Street, San Rafael, CA 94901 – Housing discrimination and foreclosure counseling services		$10,000	$10,000	
Family Violence Law Center – Cherri N. Allison, Esq., E.D., P. O. Box 22009, Oakland, CA 94623 – Legal services in southern Alameda County		$15,000	$15,000	
General Assistance Advocacy Project – William Hart, E.D., 276 Golden Gate Avenue, San Francisco, CA 94102 –Legal assistance for homeless people in Tenderloin District of SF		$10,000	$10,000	
Housing and Economic Rights Advocates – Maeve Elise Brown, E.D., 1814 Franklin Street, Suite 1040, Oakland, CA 94639 – Legal assistance to prevent housing discrimination		$15,000	$15,000	
Housing Rights, Inc. – Wanda Remmers, E.D., P. O. Box 12895, Berkeley, CA 94712 – Lawyer referral service for housing discrimination		$7,500	$7,500	
Immigrant Legal Resource Center – Eric Cohen, E.D., 1663 Mission Street, Suite 602, San Francisco, CA 94103 – Technical and education assistance on immigrant rights work		$32,000	$32,000	
International Institute of the		$15,000	$15,000	

Bay Area – Margi Dunlap, E.D., 657 Mission Street, Suite 500, San Francisco, CA 94105 – VAWA and U-Visa project on domestic violence				
Korean Community Center of the East Bay – Ann Rhee Menzie, E.D., 4390 Telegraph Avenue, Suite A, Oakland, CA 94609 – Shimtuh Legal Advocacy Project; domestic violence; immigrants		$10,000	$10,000	
La Raza Centro Legal – SF – Anamaria Loya, E.D., 474 Valencia Street, Suite 295, San Francisco, CA 94103 – Immigrant Legal Services Program		$17,500	$17,500	
Lawyers' Committee on Civil Rights – Lateefah Simon, E.D., 131 Steuart Street, Suite 400, San Francisco, CA 94105 – Civil rights with emphasis on African-Americans		$25,000	$25,000	
Legal Aid of Napa – Diana Dorame, E.D., 100 Second Street, Suite 335, Napa, CA 94559 – Legal services for immigrants and U-Visa		$25,000	$25,000	
Legal Aid Society – Employment Law Center – Joan Graff, President, 600 Harrison Street, Suite 120, San Francisco, CA 94107 – Legal services specific to employment discrimination		$38,000	$38,000	
Legal Aid of Sonoma County – Ronit Rubinoff, E.D., 1105 N. Dutton Avenue, Suite B, Santa Rosa, CA 95401 – Legal services for immigrants/domestic violence		$37,500	$37,500	
Legal Assistance for Seniors – Francel D'Andrea, E.D., 464 7th Street, Oakland, CA 94607 – Legal services for elder victims		$20,000	$20,000	

of abuse				
Legal Community Against Violence – Robyn Thomas, E.D., 268 Bush Street, #555, San Francisco, CA 94104 – Gun control		$25,000	$25,000	
Legal Services for Children – Shannan Wilber, E.D., 1254 Market Street, 3rd Floor, San Francisco, CA 94102 – Legal services for children		$30,000	$30,000	
Legal Services for Prisoners with Children – Dorsey Nunn, E.D., 1540 Market St., #490, San Francisco, CA 94102 – Battered Women's Habeas Project		$20,000	$20,000	
Legal Services of Northern California – Gary Smith, E.D., 517 12th Street, Sacramento, CA 95814 – Poverty law and access to legal services		$40,000	$40,000	
MAITRI Charitable – Sarah Khan, Program Director, 234 East Gish Road, Suite 200, San Jose, CA 95112 – Legal services advocacy		$10,000	$10,000	
Marin Abused Women's Services – Donna Garske, E.D., 734 A Street, San Rafael, CA 94901 – Legal advocacy regarding domestic violence		$10,000	$10,000	
National Center for Lesbian Rights – Kate Kendell, Esq., E.D., 870 Market Street, Suite 370, San Francisco, CA 94102 – Legal services for LGBT population		$5,000	$5,000	
National Housing Law Project – Marcia Rosen, E.D., 614 Grand Avenue, Suite 320, Oakland, CA 94610 – Legal services for low-income tenants and homeowners		$12,500	$12,500	
National Legal Sanctuary for Community Advancement – Banafsheh Akhlaghi, E.D., 444 De Haro Street, Suite 205, San		$25,000	$25,000	

Francisco, CA 94107 – Legal services for discrimination toward Middle Eastern, Muslim, and South Asians				
National Senior Citizens Law Center – Paul Nathanson, E.D., 1330 Broadway, Suite 525, Oakland, CA 94612 – Outreach, training, equipping advocates & safety service providers for national class action lawsuit (one-time grant)		\$7,500	\$7,500	
Northern Valley Catholic Social Service – Don Chapman, E.D., 2400 Washington Street, Redding, CA 96001 – Immigration/Citizenship project		\$15,000	\$15,000	
People with Disabilities Foundation – Steven Bruce, Esq., E.D., 507 Polk Street, Suite 430, San Francisco, CA 94102 – Legal services for people with disabilities		\$15,000	\$15,000	
Positive Resource Center – Brett F. Andrews, E.D., 785 Market Street, 10th Floor, San Francisco, CA 94103 – Legal services for HIV/AIDS individuals in obtaining benefits		\$12,500	\$12,500	
Public Advocates – Jamienne S. Studley, President, 131 Steuart Street, Suite 300, San Francisco, CA 94105 – Poverty and racial discrimination		\$25,000	\$25,000	
Public Interest Clearinghouse – Julia R. Wilson, E.D., 47 Kearny Street, Suite 705, San Francisco, CA 94108 – Legal access enhancement in rural areas		\$17,500	\$17,500	
The Public Interest Law Project – Stephen Ronfeldt, Co-Director, 449 15th Street, Suite 301, Oakland, CA 94612 – General Assistance Safety Net Project		\$15,000	\$15,000	

Senior Medi-Benefits – Matt Olesen, E.D., 3195 Adeline Street, P. O. Box 3435, Berkeley, CA 94703 – Legal services and advocacy in obtaining benefits for disadvantaged people		$15,000	$15,000	
STAND! Against Domestic Violence – Gloria Sandoval, E.D., 1410 Danzig Plaza, Suite 200, Concord, CA 94520 – Legal advocacy project		$7,500	$7,500	
Survivors International – Winnie Chu, E.D., 703 Market Street, Suite 301, San Francisco, CA 94103 – Legal advocacy work with survivors of torture		$7,500	$7,500	
Swords to Plowshares – Michael Blecker, E.D., 1060 Howard Street, San Francisco, CA 94103-2820 – Legal services for veterans		$12,500	$12,500	
Transgender Law Center – Masen Davis, E.D., 870 Market Street, Suite 823, San Francisco, CA 94102 – Legal services for LGBT population		$7,500	$7,500	
United Farm Workers Foundation – Diana Tellefson, E.D., 4545 E. Cesar E. Chavez Ave., Suite 2E, Los Angeles, CA 90022 – Immigration/citizenship project		$10,000	$10,000	
Volunteer Legal Services Program of the Bar Association of San Francisco – Tiela Chalmers, E.D., 301 Battery Street, 3rd Floor, San Francisco, CA 94111 – Pro bono legal services for low-income people		$30,000	$30,000	
Western Regional Advocacy Project – Paul Boden, E.D., 2940 16th Street, Ste. 200-2, San Francisco, CA 94103 – Legal services and advocacy for homeless		$10,000	$10,000	

Youth Law Center – Carole Shauffer, E.D., 200 Pine Street, Suite 300, San Francisco, CA 94104 – Legal services for youth – a member of the Juvenile Justice Initiative		$25,000	$25,000	

INCARCERATION

Apple of Discord Productions, Inc. – Tamara Perkins, E.D., P. O. Box 8729, Emeryville, CA 94662 – San Quentin – film and production training program		$10,000	$10,000	
Bayview Hunters Point Multipurpose Senior Services, Inc. – Dr. George Davis, E.D., 1706 Yosemite Avenue, San Francisco, CA 94124 – Multi-service center for senior ex-offenders		$15,000	$15,000	
California Prison Focus – Georgia Schreiber, Board President, 1904 Franklin Street, Suite 907, Oakland, CA 94612 – Prison reform project		$5,000	$5,000	
California Reentry Program – Allyson West, E.D., P. O. Box 483, San Quentin, CA 94964 – San Quentin – assisting men in reentry		$7,500	$7,500	
Community Works – Ruth Morgan, E.D., 1605 Bonita Avenue, Berkeley, CA 94709 – Women Rising Project, which works with formerly incarcerated young women		$10,000	$10,000	
Family Support Services of the Bay Area – Lou Fox, E.D., 401 Grand Avenue, Suite 500, Oakland, CA 94610 – Mentoring services for youth whose parent(s) are		$7,000	$7,000	

incarcerated				
Fathers Resource Center – David Asfall, E.D., 3443 Ramona Ave., Ste. 25, Sacramento, CA 95826 – Mentoring and support for assisting incarcerated and formerly incarcerated men reconnect with their children		$7,500	$7,500	
Foundation of City College of San Francisco – Waypass Project – Edith Guillen-Nunez, J.D., LMFT, Faculty Advisor, 50 Phelan Avenue, C363, San Francisco, CA 94112 – Education & support for formerly incarcerated women reentering the job force		$10,000	$10,000	
Friends Outside [Fiscal sponsor: Volunteer Center of Santa Cruz County] – Karen Delaney, E.D., 1010 Emeline Ave., Bldg. C, Santa Cruz, CA 95060 – Support program for incarcerated and formerly incarcerated individuals and their families		$10,000	$10,000	
Friends Outside – Sonoma County – Kate Jenkins, E.D., P. O. Box 3905, Santa Rosa, CA 95402 - Support program for incarcerated and formerly incarcerated individuals and their families		$7,500	$7,500	
Gemma [Fiscal sponsor: Community Action Board of Santa Cruz County] – Christine Johnson-Lyons, 501 Soquel Avenue, Suite E, Santa Cruz, CA 95062 – Support for incarcerated and formerly incarcerated women		$15,000	$15,000	
Insight Prison Project – Jacques Verduin, E.D., 805 Fourth Street, Suite 3, San		$15,000	$15,000	

Rafael, CA 94901 – San Quentin – conducts 18 classes to 250 inmates each week				
Justice Now – Cynthia Chandler, Director, 1322 Webster St., Ste. 210, Oakland, CA 94612 – Provides direct legal services to incarcerated women		$15,000	$15,000	
Marin Literacy Program – Susan Charlton, E.D., 1100 E Street, San Rafael, CA 94901 – San Quentin literacy project		$10,000	$10,000	
Marin Services for Women – Bruce Jack, E.D., 1251 S. Eliseo Drive, Greenbrae, CA 94904 – Substance abuse treatment for incarcerated and formerly incarcerated women		$5,000	$5,000	
Northern California Service League – Shirley Melnicoe, E.D., 40 Boardman Place, San Francisco, CA 94103		$7,500	$7,500	
Prison University Project – Jody Lewen, PhD, E.D., P. O. Box 492, San Quentin, CA 94964 – Provides college courses to inmates at San Quentin		$12,500	$12,500	
Sierra Foothills AIDS Foundation – Susan Farrington, E.D., 12183 Locksley Lane, Suite 208, Auburn, CA 95602 – Provides counseling to HIV/AIDS inmates preparing for reentry into the community		$20,000	$20,000	
Transgender, Gender Variant and Intersex Justice Project [Fiscal sponsor: Justice Now] – Dani Williams, E.D., 342 9th St., Ste. 202B, San Francisco, CA 94103 – Provides support and advocacy for this very specialized population		$15,000	$15,000	

Women's Community Clinic – Carlına Hansen, E.D., 2166 Hayes St. #104, San Francisco, CA 94117 – Medical services for formerly incarcerated women		$10,000	$10,000	

JUVENILE JUSTICE AND ADVOCACY

American Conservatory Theater – Carey Perloff, Artistic Director, 30 Grant Avenue, San Francisco, CA 94108-5834 – Activities for underserved youth		$25,000	$25,000	
The Art of Yoga Project – Lisa Pedersen, E.D., 821 Waverley Street, Palo Alto, CA 94301 – Yoga for girls in juvenile halls (San Mateo, San Francisco, Santa Clara)		$5,000	$5,000	
Asian Neighborhood Design – Grant Din, E.D., 1021 Mission Street, San Francisco, CA 94103 – Employment training – 75% of participants are formerly incarcerated		$7,500	$7,500	
At the Crossroads – Rob Gitin, E.D., 333 Valencia Street, Suite 320, San Francisco, CA 94103 – Outreach/support services for homeless youth – 90% of whom have been or are currently involved with the justice system		$20,000	$20,000	
Be A Mentor – Robert Goetsch, E.D., 1260 B Street, Ste. 375, Hayward, CA 94541 – Mentoring program for foster children with an incarcerated parent		$10,000	$10,000	
Bernal Heights Neighborhood Center – Joseph Smooke, E.D., 515 Cortland Ave., San Francisco, CA 94110 – Youth service center for youth		$10,000	$10,000	

involved in the justice system in SF				
Boys & Girls Club of the Redwoods – Elizabeth Smith, E.D., 3015 J Street, Eureka, CA 95501 – Teen court		$5,000	$5,000	
Bread & Roses – Cassandra Flipper, E.D., 233 Tamalpais Drive, Corte Madera, CA 94925 – Provides music programs for incarcerated youth		$5,000	$5,000	
CASA of Monterey – Siobhan M. Greene, E.D., 201 Monterey-Salinas Highway, Suite F, Salinas, CA 93908 – Support for foster youth		$5,000	$5,000	
Center for Young Women's Development – Marlene Sanchez, E.D., 832 Folsom Street, Suite 700, San Francisco, CA 94107 – Employment training and support for formerly incarcerated young women		$17,500	$17,500	
Center on Juvenile & Criminal Justice – Daniel Macallair, E.D., 440 9th Street, San Francisco, CA 94103 – Direct legal intervention for youth facing incarceration – also provides leadership in the juvenile justice initiative		$60,000	$60,000	
Child Advocates of Placer County – Don Kleinfelder, E.D., P. O. Box 701, Auburn, CA 95604 – Support for foster youth		$10,000	$10,000	
Child Advocates of Silicon Valley – Vickie Scott Grove, E.D., 509 Valley Way, Milpitis, CA 95035 – Support for foster youth		$7,000	$7,000	
City Youth Now [Fiscal sponsor: The Volunteer Auxiliary of the Youth Guidance Center of San Francisco] – Brittany N.		$10,000	$10,000	

Heinrich, E.D., 375 Woodside Avenue, San Francisco, CA 94127 – Various sundry items for youth in juvenile hall				
Cleo Eulau Center for Children and Adolescents – Lyra Ghose, E.D., 415 Cambridge Avenue, Suite 11, Palo Alto, CA 94306 – Counseling for youth in juvenile hall		$5,000	$5,000	
Commonweal – Charlotte Brody, E.D., P. O. Box 316, Bolinas, CA 94924 – Juvenile justice reform project		$20,000	$20,000	
Court Appointed Special Advocates of Contra Costa County – Charles Mead, E.D., 2020 N. Broadway, Suite 204, Walnut Creek, CA 94596 – Support for foster youth		$7,500	$7,500	
Court Appointed Special Advocates of Sonoma County – Millie Gilson, E.D., P. O. Box 1418, Kenwood, CA 95452 – Support for foster youth		$10,000	$10,000	
Each One Reach One – Robin Sohnen, E.D., 1486 Huntington Avenue #304, South San Francisco, CA 94080 – Art programs for incarcerated youth		$7,500	$7,500	
East Palo Alto Youth Court [Fiscal sponsor: Philanthropic Ventures Fund] – Bill Sommerville, 1222 Preservation Park Way, Oakland, CA 94012 – Start-up funding for youth court		$10,000	$10,000	
Eastside Arts Alliance – Elena Serrano, E.D., P. O. Box 17008, Oakland, CA 94601 – Art program – 90% of youth have been involved with the juvenile justice system		$12,500	$12,500	
Ella Baker Center for Human Rights – Jakada Imani, E.D., 344		$25,000	$25,000	

40th Street, Oakland, CA 94609 – Books Not Bars Program				
Family Builders by Adoption – Jill Jacobs, E.D., 401 Grand Avenue, Suite 400, Oakland, CA 94610 – Provide adoption services for foster youth		$10,000	$10,000	
Girl Scouts of Northern California – Marina H. Park, CEO, 1310 S. Bascom Avenue, San Jose, CA 95128 – Provides support services for young girls involved with the juvenile justice system		$10,000	$10,000	
Harmony at Home – Julianne Leavy, E.D., 3785 Via Nona Marie, Ste. 300, Carmel, CA 93923 – Counseling services for youth in community schools – start-up funding		$7,000	$7,000	
Honoring Emancipated Youth [Fiscal sponsor: United Way of the Bay Area] – Sara Razavi, E.D., 221 Main Street, Suite 300, San Francisco, CA 94105 – Provides support and advocacy for organizations working with emancipating youth		$7,500	$7,500	
Huckleberry Youth Programs – Bruce Fisher, E.D., 3310 Geary Blvd., San Francisco, CA 94118 – Works with preadjudicated youth to prevent incarceration in the juvenile system		$7,500	$7,500	
The Imagine Bus Project – Andrea Jones, E.D., 342 9th Street, Suite 201, San Francisco, CA 94103 – Art program for incarcerated youth at Guidance Center		$5,000	$5000	
Legal Aid of Marin – Paul Cohen, E.D., 30 N. San Pedro Rd., Suite 230, San Rafael, CA 94903 – Social work interns assigned to foster youth		$15,000	$15,000	

Marin Advocates for Children – Cyndy Doherty, E.D., 30 North Pedro Rd. #275, San Rafael, CA 94903 – Recruitment & training of CASA volunteers		$5,000	$5,000	
Marin AIDS Project – Jennifer Malone, E.D., 1660 2nd Street, San Rafael, CA 94901 – AIDS prevention project for incarcerated and formerly incarcerated youth		$10,000	$10,000	
National Center for Youth Law – John F. O'Toole, E.D., 405 14th St., 15th Floor, Oakland, CA 94612 – Juvenile mental health courts for incarcerated youth		$12,500	$12,500	
National Council on Crime and Delinquency – Barry Krisberg, E.D., 1970 Broadway, Suite 500, Oakland, CA 94612 – Juvenile Justice Reform Initiative		$10,000	$10,000	
Omega Boys Club of San Francisco – Joseph Marshall, PhD, E.D., 1060 Tennessee Street, San Francisco, CA 94107 – Juvenile gang prevention program for formerly incarcerated youth		$12,500	$12,500	
Pacific News Service – Sandy Close, E.D., 275 9th Street, San Francisco, CA 94103 – Legislative and policy work for youth		$20,000	$20,000	
Parents Communication and Advocacy Center – Lois Jones, E.D., 1750 Montgomery Street, San Francisco, CA 94111 – Mentoring center for youth currently or formerly involved with juvenile justice		$10,000	$10,000	
People Organized to Win Employment Rights – Steve Williams, E.D., 32 Seventh Street, San Francisco, CA 94103 – Program that works to		$10,000	$10,000	

decriminalize youth in Bayview-Hunters Point				
Project Avary – Herb Castillo, E.D., 1018 Grand Ave., San Rafael, CA 94901 – Works with youth of incarcerated parents		$13,500	$13,500	
Restorative Justice for Oakland Youth [Fiscal sponsor: Attitudinal Healing Connection Inc.] – Provides alternatives to incarceration for misdemeanor offenses		$12,000	$12,000	
Restorative Resources – M. Amos Clifford, MA, E.D., P. O. Box 879, Sebastopol, CA 95473 – Provides alternatives to incarceration for misdemeanor offenses		$15,000	$15,000	
San Francisco Court Appointed Special Advocate Program – Caroline Fisher, E.D., 100 Bush Street, Suite 650, San Francisco, CA 94104 – Support for emancipating foster youth		$12,500	$12,500	
Sierra Forever Families – Bob Herne, E.D., 8928 Volunteer Lane, Suite 240, Sacramento, CA 95826 – Support for foster youth		$7,500	$7,500	
Silicon Valley De-Bug [Fiscal sponsor: Pacific News Service] – Raj Jayadev, E.D., 701 Lenzen Avenue, San Jose, CA 95126 – Media productions and community organizing		$6,000	$6,000	
Straight Forward Club – Ben Bautista, E.D., 30 7th Street, San Francisco, CA 94103 – Athletic program for formerly incarcerated young men		$10,000	$10,000	
Sunset Youth Services – Dawn Stueckle, E.D., 3918 Judah Street, San Francisco, CA 94122 – Gang prevention and high-risk juvenile offender program		$7,500	$7,500	

Turning Heads Project [Fiscal sponsor: Vanguard Public Foundation] – Jane Segal, Director, 520 Hampshire Street, San Francisco, CA 94110 – Vocational program at Log Cabin juvenile detention facility		$7,500	$7,500	
United Against Sexual Assault – Christine Castillo, E.D., 835 Piner Road, Suite D, Santa Rosa, CA 95403-2063 – Sexual assault program for incarcerated youth		$7,500	$7,500	
WillMar Center for Bereaved Children – Ann Bauer, E.D., P. O. Box 1374, Sonoma, CA 95476 – Counseling program for foster youth		$5,000	$5,000	
Yurok Tribal Court – Abby Abinanti, Chief Judge Yurok Tribe, 190 Klamath Blvd., P. O. Box 1027, Klamath, CA 95548 – Youth court		$10,000	$10,000	

RURAL COMMUNITY/SCARCE RESOURCES

Blue Mountain Coalition for Youth and Families – Catherine Lambie, E.D., 364 Main Street, P. O. Box 41, West Point, CA 95255 – Youth & family multi-service center		$20,000	$20,000	
The Bodega Bay Parent Cooperative [Fiscal sponsor: Bay Area Community Resources] – Alissa Shethar, E.D., P. O. Box 155, Bodega Bay, CA 94923 – After-school program		$10,000	$10,000	
The Church on the Rock/McKinleyville Foursquare Church – Scott Lemmon, E.D., 1225 Central Ave., Suite 14, McKinleyville, CA 95519 – Youth program		$5,000	$5,000	
The Watershed Research and		$5,000	$5,000	

Training Center – Lynn Jungwirth, E.D., P. O. Box 356, Hayfork, CA 96041 – Summer youth project				

SPECIAL NEED/FINAL GRANTS

Bay Area Legal Aid – Ramon P. Arias, E.D., 405 14th Street, 9th Floor, Oakland, CA 94612 – Pilot centralized intake system		$35,000	$35,000	
Eva Gunther Foundation – Mark Gunther, Managing Director, 146 5th Ave., San Francisco, CA 94118 – Young women's leadership circle		$10,000	$10,000	
Center on Juvenile and Criminal Justice – Daniel Macallair, E.D., 440 9th Street, San Francisco, CA 94103 – Death Penalty Project		$7,000	$7,000	

PHASE-OUT/FINAL GRANTS

A Home Away From Homelessness – Jeanie Kortum, E.D., Fort Mason Building 9, San Francisco, CA 94123 – Homelessness		$5,000	$5,000	
Ariel Outreach Mission – Nadine D. Scott, E.D., P. O. Box 5035, Oakland, CA 94605 – Homelessness		$5,000	$5,000	
Asian Pacific Environmental Network – Roger Kim, E.D., 310 8th Street, Suite 309, Oakland, CA 94607 – Immigrant social services		$10,000	$10,000	
Bay Area Wilderness Training – Roger Miller & Kyle Macdonald, Co-Directors, 2301 Broadway, Suite B, Oakland, CA 94612 –		$5,000	$5,000	

Recreation				
Caduceus Outreach Service – Marykate Connor, E.D., 489 Clementina Street, 2nd Floor, San Francisco, CA 94103 – Mental health		$25,000	$25,000	
CAMINOS Pathways Learning – Laura G. Valdez, E.D., 1406 Valencia, Suite A, San Francisco, CA 94110 – Workforce training		$10,000	$10,000	
Cantare Con Vivo – Michael Fried, E.D., 1611 Telegraph Avenue, Suite 801, Oakland, CA 94612 – Choral music		$5,000	$5,000	
Center for Empowering Refugees and Immigrants – Mona Afary, Clinical Director & Acting Executive Director, 544 International Blvd., Oakland, CA 94606 – Immigrant social services		$7,500	$7,500	
Center for Restorative Practice – Marcus Small, MFT, E.D., 70 Skyview Terrace, Bldg. D, San Rafael, CA 94903 – Youth program		$7,500	$7,500	
Center for Third World Organizing – Danielle Mahones, E.D., 1218 East 21st St., Oakland, CA 94606 – Community organization		$7,500	$7,500	
Central City Hospitality House – Jackie Jenks, E.D., 290 Turk Street, San Francisco, CA 94102 – Homelessness		$7,500	$7,500	
Child Abuse, Listening, Interviewing and Coordination (CALICO) – Victoria Gwiasda, E.D., 524 Estudillo Ave., San Leandro, CA 94577 – Counseling and interviewing		$7,500	$7,500	
CIL/PSI Special Services/Lifeworks – Jill Royce, E.D., 1200 College Avenue, Santa Rosa, CA 95404 – El		$8,000	$8,000	

Puente gang prevention program				
Community United Against Violence – Ardel Thomas, Board Pres., 170 A Capp Street, San Francisco, CA 94110-1210 – LGBTQQ		$7,500	$7,500	
Concord Community Economic Development, Inc., dba Monument Futures – Mike Van Hofwegen, E.D., 2699 Monument Blvd., Unit G, Concord, CA 94520 – Employment training		$15,000	$15,000	
Creating Economic Opportunities for Women – Farhana Huq, CEO and Founder, 405 14th Street, Suite 712, Oakland, CA 94612 – Employment training		$7,500	$7,500	
Curry Senior Center – David Knego, E.D., 333 Turk Street, San Francisco, CA 94102 – Senior day program		$10,000	$10,000	
Emergency Shelter Program – Ralph E. Johnson, E.D., 1180 B Street, Hayward, CA 94541 – Homelessness		$10,000	$10,000	
The English Center for International Women – Marcy Jackson, E.D., 66 Franklin St., Ste. 300, Oakland, CA 94607 – Social services/language		$12,500	$12,500	
Filipinos for Affirmative Action – Lillian Galedo, E.D., 310 8th St., Ste. 306, Oakland, CA 94607 – Community organizing		$5,000	$5,000	
GirlSource – Leticia Hernandez, E.D., 1550 Bryant Street, Suite 855, San Francisco, CA 94103 – Young Women's Leadership		$15,000	$15,000	
Homeless Children's Network – April Y. Silas, E.D., 3265 17th Street, Suite 404, San Francisco, CA 94110 – Mental health		$12,500	$12,500	

Homeless Prenatal Program – Martha Ryan, E.D., 2500 18th Street, San Francisco, CA 94110 – Health		$7,500	$7,500	
International Institute of the Bay Area – Margi Dunlap, E.D., 657 Mission Street #500, San Francisco, CA 94105 – Mentoring and tutoring program		$5,000	$5,000	
Just Cause Oakland – Adam Gold, E.D., P. O. Box 3596, Oakland, CA 94609 – Community organizing		$11,000	$11,000	
Kala Art Institute – Archana Horsting, E.D., 1060 Heinz Avenue, Berkeley, CA 94710 – Art		$5,000	$5,000	
La Cocina – Patricia P. Loya, E.D., 2948 Folsom Street, San Francisco, CA 94110-4028 – Vocational training		$10,000	$10,000	
The Link to Children – Grace Manning-Orenstein, Ph.D., E.D., 5236 Claremont Avenue, 2nd Floor, Oakland, CA 94618 – Mental health		$12,500	$12,500	
Loco Bloco – Aleks Zavaleta, E.D., 3543 18th Street #20, San Francisco, CA 94110 – Art/Music		$5,000	$5,000	
Marin Brain Injury Network – Patricia Gill, E.D., 1132 Magnolia Avenue, Larkspur, CA 94939 – Disabilities		$10,000	$10,000	
Marin Center for Independent Living – Eli Gelardin, E.D., 710 Fourth Street, San Rafael, CA 94901 – Disabilities		$10,000	$10,000	
Mental Health Association of San Francisco – Belinda Lyons, E.D., 870 Market Street, Suite 928, San Francisco, CA 94102 – Mental health		$10,000	$10,000	
Mosaic Project – Lara Mendel,		$5,000	$5,000	

E.D., 500 Grand Avenue, Suite 303, Oakland, CA 94610 – Recreation/Art				
Mujeres Unidas y Activas – Juana Flores & Andrea Lee, E.D.s, 3543 18th Street, #23, San Francisco, CA 94110 – Community organizing		$7,500	$7,500	
Oakland Ready to Learn – Kerry Forbord, E.D., 436 14th Street, Suite 805, Oakland, CA 94612 – Immigrant social services		$5,000	$5,000	
Pacific Center for Human Growth – Leslie Ewing, E.D., 2712 Telegraph Ave., Berkeley, CA 94705-1117 – LGBT		$10,000	$10,000	
Physicians for Reproductive Choice & Health – Jodi Magee, E.D., 55 West 39th Street, 10th Floor, New York, NY 10018 – Policy and legislation		$5,000	$5,000	
Santa Cruz Women's Health Center – Dr. Patrick Meehan, E.D., 250 Locust St., Santa Cruz, CA 95060 – Health		$12,500	$12,500	
Sophia Project – Carol Cole, E.D., 820 19th Street, Oakland, CA 94607 – Homelessness		$15,000	$15,000	
St. Mary's Center – Carol Johnson, E.D., 925 Brockhurst, Oakland, CA 94608 – Homelessness		$10,000	$10,000	
St. Peter's Housing Committee [Fiscal sponsor: Tides Center] – Mariana Viturro & Maria Poblet, Co-Directors, 474 Valencia Street #156, San Francisco, CA 94103 – Housing		$7,500	$7,500	
Streetside Stories – Linda Johnson, E.D., 3130 20th Street, Suite 311, San Francisco, CA 94110 – Afterschool literacy and arts project		$5,000	$5,000	
Theater Works of Palo Alto – Phil Santora, Managing		$25,000	$25,000	

Director, P. O. Box 50458, Palo Alto, CA 94303-0458 – Arts				
Trips for Kids – Marilyn Price, E.D., 138 Sunnyside, Mill Valley, CA 94941 – Recreation		$5,000	$5,000	
Women's Cancer Resource Center – Peggy McGuire, E.D., 5741 Telegraph Avenue, Oakland, CA 94609 – Health		$15,000	$15,000	
Youth United for Community Action – Isabel Annie Loya, E.D., 2135 Clarke Avenue, East Palo Alto, CA 94303 – Health		$10,000	$10,000	

GRANTS AWARDED IN 2009: $2,355,500

GRANTS PAID IN 2009: $2,340,500

GRANTS PAYABLE AS OF 12/31/09: $15,000

van Loben Sels/RembeRock Foundation

STATEMENT 16
FORM 990-PF
SUPPLEMENTAL INFORMATION

Reconciliation of Revenue per Audited Financial Statements with Revenue Reported on Form 990-PF, Return of Private Foundation	
Total revenue per audited financial statements	3,965,282
Amounts inculed on Form 990-PF, but not included as revenue in the audited financial statements	
Change in accrued interest	
Amounts included in the audited financial statements but not included in line 12, column (a), Form 990-PF	
Net unrealized gains on investments	(5,251,349)
Cash to accrual adjustments	19,627
Investment related fees	69,703
Provision for excise tax	3,802
Total revenue per line 12, column (a), Form 990-PF	**(1,192,935)**

Reconciliation of Expenses per Audited Financial Statements with Expenses Reported on Form 990-PF, Return of Private Foundation	
Total expenses per audited financial statements	2,803,103
Amounts included in the audited financials statements but not included in line 26, column (a), Form 990-PF	
Cash to accrual adjustments	
Grants	(15,000)
Program expenses	(99,455)
General and administrative expenses	106,392
Investment related fees	69,703
Total expenses per line 26, column (a), Form 990-PF	**2,864,743**

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: van Loben Sels/RembeRock Foundation	Employer identification number: 94-6109309
	Number, street, and room or suite number If a P O box, see instructions: 131 Steuart Street #301	
	City, town or post office, state, and ZIP code For a foreign address, see instructions: San Francisco, CA 94105	

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 ► Mel Varrelman

Telephone No. ► 415-512-0500 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**	$ 24,232.
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**	$ 24,232.
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.

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- 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 van Loben Sels/RembeRock Foundation	Employer identification number 94-6109309
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 ► Mel Varrelman
  Telephone No. ► 415-512-0500 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 Foundation 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**	$ 0.
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**	$ 24,232.
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 ► Michael Fontanello Title ► CPA Date ► 8/9/10

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