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

**2010**

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

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

Name of foundation
THE ROCK FOUNDATION

**A Employer identification number**
94-1671318

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
ONE MARITIME PLAZA, SUITE 1220

B Telephone number
415-981-3921

City or town, state, and ZIP code
SAN FRANCISCO, CA 94111

C If exemption application is pending, check here ▶☐
D 1. Foreign organizations, check here ▶☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 36,977,729.

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

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

| **Part I** Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|---|---|---|---|
| **Revenue** | | | | |
| 1 Contributions, gifts, grants, etc., received | | | N/A | |
| 2 Check ▶ [X] if the foundation is not required to attach Sch B | | | | |
| 3 Interest on savings and temporary cash investments | 814. | 814. | | STATEMENT 1 |
| 4 Dividends and interest from securities | 94,168. | 94,168. | | STATEMENT 2 |
| 5a Gross rents | | | | |
| b Net rental income or (loss) | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | 4,888. | | | |
| b Gross sales price for all assets on line 6a 46,845. | | | | |
| 7 Capital gain net income (from Part IV, line 2) | | 4,888. | | |
| 8 Net short-term capital gain | | | | |
| 9 Income modifications | | | | |
| 10a Gross sales less returns and allowances | | | | |
| b Less Cost of goods sold | | | | |
| c Gross profit or (loss) | | | | |
| 11 Other income | <4,797.> | 4,042. | | STATEMENT 3 |
| 12 Total. Add lines 1 through 11 | 95,073. | 103,912. | | |
| **Operating and Administrative Expenses** | | | | |
| 13 Compensation of officers, directors, trustees, etc | 0. | 0. | | 0. |
| 14 Other employee salaries and wages | | | | |
| 15 Pension plans, employee benefits | | | | |
| 16a Legal fees | | | | |
| b Accounting fees STMT 4 | 34,950. | 0. | | 27,538. |
| c Other professional fees | | | | |
| 17 Interest | 189. | 189. | | 0. |
| 18 Taxes STMT 5 | 33. | 33. | | 0. |
| 19 Depreciation and depletion | | | | |
| 20 Occupancy | | | | |
| 21 Travel, conferences, and meetings | | | | |
| 22 Printing and publications | | | | |
| 23 Other expenses STMT 6 | 27,796. | 27,652. | | 105. |
| 24 **Total operating and administrative expenses** Add lines 13 through 23 | 62,968. | 27,874. | | 27,643. |
| 25 Contributions, gifts, grants paid | 1,495,652. | | | 1,495,652. |
| 26 **Total expenses and disbursements.** Add lines 24 and 25 | 1,558,620. | 27,874. | | 1,523,295. |
| 27 Subtract line 26 from line 12: | | | | |
| a Excess of revenue over expenses and disbursements | <1,463,547.> | | | |
| b **Net investment income** (if negative, enter -0-) | | 76,038. | | |
| c **Adjusted net income** (if negative, enter -0-) | | | N/A | |

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**Part II Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

| | | Beginning of year | End of year | |
|---|---|---|---|---|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 Cash - non-interest-bearing | | | |
| | 2 Savings and temporary cash investments | 2,866,346. | 1,738,744. | 1,738,744. |
| | 3 Accounts receivable ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| | 4 Pledges receivable ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| | 5 Grants receivable | | | |
| | 6 Receivables due from officers, directors, trustees, and other disqualified persons | | | |
| | 7 Other notes and loans receivable ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| | 8 Inventories for sale or use | | | |
| | 9 Prepaid expenses and deferred charges | | | |
| | 10a Investments - U.S. and state government obligations | | | |
| | b Investments - corporate stock STMT 7 | 183,055. | 183,055. | 657,564. |
| | c Investments - corporate bonds | | | |
| | 11 Investments - land, buildings, and equipment basis ▶ | | | |
| | Less accumulated depreciation ▶ | | | |
| | 12 Investments - mortgage loans | | | |
| | 13 Investments - other STMT 8 | 21,519,386. | 21,183,421. | 34,581,374. |
| | 14 Land, buildings, and equipment: basis ▶ | | | |
| | Less accumulated depreciation ▶ | | | |
| | 15 Other assets (describe ▶ STATEMENT 9 ) | 30,140. | 30,160. | 47. |
| | 16 **Total assets** (to be completed by all filers) | 24,598,927. | 23,135,380. | 36,977,729. |
| Liabilities | 17 Accounts payable and accrued expenses | | | |
| | 18 Grants payable | | | |
| | 19 Deferred revenue | | | |
| | 20 Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 Mortgages and other notes payable | | | |
| | 22 Other liabilities (describe ▶ ) | | | |
| | 23 **Total liabilities** (add lines 17 through 22) | 0. | 0. | |
| Net Assets or Fund Balances | **Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31** | | | |
| | 24 Unrestricted | | | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | **Foundations that do not follow SFAS 117, check here** ▶ ☒ **and complete lines 27 through 31.** | | | |
| | 27 Capital stock, trust principal, or current funds | 0. | 0. | |
| | 28 Paid-in or capital surplus, or land, bldg., and equipment fund | 0. | 0. | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | 24,598,927. | 23,135,380. | |
| | 30 **Total net assets or fund balances** | 24,598,927. | 23,135,380. | |
| | 31 **Total liabilities and net assets/fund balances** | 24,598,927. | 23,135,380. | |

**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 | 24,598,927. |
| 2 Enter amount from Part I, line 27a | 2 | <1,463,547.> |
| 3 Other increases not included in line 2 (itemize) ▶ | 3 | 0. |
| 4 Add lines 1, 2, and 3 | 4 | 23,135,380. |
| 5 Decreases not included in line 2 (itemize) ▶ | 5 | 0. |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 23,135,380. |

## Part IV Capital Gains and Losses for Tax on Investment Income

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

| | (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|---|---|---|---|---|
| a | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | 46,845. | | 41,957. | 4,888. |

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

| | (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---|---|---|---|---|
| a | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | 4,888. |

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 | 4,888.

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

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

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

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

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

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

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col. (b) divided by col. (c)) |
|---|---|---|---|
| 2009 | 1,506,216. | 30,588,503. | .049241 |
| 2008 | 1,824,418. | 33,475,531. | .054500 |
| 2007 | 1,620,283. | 33,890,268. | .047810 |
| 2006 | 1,328,708. | 32,244,286. | .041208 |
| 2005 | 1,575,425. | 31,031,591. | .050768 |

| | | | |
|---|---|---|---|
| 2 | **Total** of line 1, column (d) | 2 | .243527 |
| 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 | .048705 |
| 4 | Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 | 4 | 34,708,706. |
| 5 | Multiply line 4 by line 3 | 5 | 1,690,488. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 760. |
| 7 | Add lines 5 and 6 | 7 | 1,691,248. |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 1,523,295. |

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

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

| | | | |
|---|---|---|---|
| **1a** Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ **(attach copy of letter if necessary-see instructions)** | | | |
| **b** Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b | | 1 | 1,521. |
| **c** All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). | | | |
| **2** Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 2 | 0. |
| **3** Add lines 1 and 2 | | 3 | 1,521. |
| **4** Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 4 | 0. |
| **5** **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0- | | 5 | 1,521. |
| **6** Credits/Payments: | | | |
| **a** 2010 estimated tax payments and 2009 overpayment credited to 2010 | 6a 24,611. | | |
| **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 | 24,611. |
| **8** Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached | | 8 | |
| **9** **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶ | | 9 | |
| **10** **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶ | | 10 | 23,090. |
| **11** Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 23,090. **Refunded** ▶ | | 11 | 0. |

## Part VII-A Statements Regarding Activities

| | | Yes | No |
|---|---|---|---|
| **1a** During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | 1a | | X |
| **b** Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? | 1b | | X |
| *If the answer is "Yes" to* **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.* | | | |
| **c** Did the foundation file **Form 1120-POL** for this year? | 1c | | X |
| **d** Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0. | | | |
| **e** Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0. | | | |
| **2** Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities* | 2 | | X |
| **3** Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* | 3 | | X |
| **4a** Did the foundation have unrelated business gross income of $1,000 or more during the year? | 4a | X | |
| **b** If "Yes," has it filed a tax return on **Form 990-T** for this year? | 4b | X | |
| **5** Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T* | 5 | | X |
| **6** Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | 6 | X | |
| **7** Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.* | 7 | X | |
| **8a** Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA | | | |
| **b** If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation* | 8b | X | |
| **9** Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (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 ▶ N/A

14 The books are in care of ▶ ARTHUR ROCK Telephone no. ▶ 415/981-3921

Located at ▶ ONE MARITIME PLAZA, STE. 1220, SAN FRANCISCO, CA ZIP+4 ▶ 94111

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

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

| | | | Yes | No |
|---|---|---|---|---|
| 16 | At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | 16 | | X |
| | See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶ | | | |

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

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

| | | | Yes | No |
|---|---|---|---|---|
| **1a** | During the year did the foundation (either directly or indirectly): | | | |
| | **(1)** Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No | | | |
| | **(2)** Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No | | | |
| | **(3)** Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No | | | |
| | **(4)** Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No | | | |
| | **(5)** Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No | | | |
| | **(6)** Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No | | | |
| **b** | If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? N/A | 1b | | |
| | 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 2010? | 1c | | X |
| **2** | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): | | | |
| **a** | At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No | | | |
| | If "Yes," list the years ▶ ____, ____, ____, ____ | | | |
| **b** | Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A | 2b | | |
| **c** | If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____ | | | |
| **3a** | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No | | | |
| **b** | If "Yes," did it have excess business holdings in 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)* N/A | 3b | | |
| **4a** | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | | X |
| **b** | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010? | 4b | | X |

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

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

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

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

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

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

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

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

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

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

*If "Yes," attach the statement required by Regulations section 53 4945-5(d).*

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X |

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|---|---|---|
| ARTHUR ROCK<br>ONE MARITIME PLAZA, #1220<br>SAN FRANCISCO, CA 94111 | PRES/DIRECT.<br>1.00 | 0. | 0. | 0. |
| TONI REMBE ROCK<br>ONE MARITIME PLAZA, #1220<br>SAN FRANCISCO, CA 94111 | CFO/DIR/SEC<br>0.50 | 0. | 0. | 0. |
| | | | | |
| | | | | |

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

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

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

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

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

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

## Part IX-A Summary of Direct Charitable Activities

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

## Part IX-B Summary of Program-Related Investments

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

**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 | 31,951,564. |
| b | Average of monthly cash balances | 1b | 2,325,245. |
| c | Fair market value of all other assets | 1c | 960,456. |
| d | **Total** (add lines 1a, b, and c) | 1d | 35,237,265. |
| 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 | 35,237,265. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 528,559. |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 34,708,706. |
| 6 | **Minimum investment return** Enter 5% of line 5 | 6 | 1,735,435. |

**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 | 1,735,435. |
| 2a | Tax on investment income for 2010 from Part VI, line 5 2a 1,521. | | |
| b | Income tax for 2010. (This does not include the tax from Part VI.) 2b | | |
| c | Add lines 2a and 2b | 2c | 1,521. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 1,733,914. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 1,733,914. |
| 6 | Deduction from distributable amount (see instructions) | 6 | 0. |
| 7 | **Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 1,733,914. |

**Part XII** **Qualifying Distributions** (see instructions)

| | | | |
|---|---|---|---|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: | | |
| a | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 | 1a | 1,523,295. |
| b | Program-related investments - total from Part IX-B | 1b | 0. |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | **Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 1,523,295. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | 5 | 0. |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 1,523,295. |

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

## Part XIII Undistributed Income (see instructions)

| | (a) Corpus | (b) Years prior to 2009 | (c) 2009 | (d) 2010 |
|---|---|---|---|---|
| 1 Distributable amount for 2010 from Part XI, line 7 | | | | 1,733,914. |
| 2 Undistributed income, if any, as of the end of 2010 | | | | |
| a Enter amount for 2009 only | | | 1,495,652. | |
| b Total for prior years: ______ , ______ , ______ | | 0. | | |
| 3 Excess distributions carryover, if any, to 2010: | | | | |
| a From 2005 | | | | |
| b From 2006 | | | | |
| c From 2007 | | | | |
| d From 2008 | | | | |
| e From 2009 | | | | |
| f Total of lines 3a through e | 0. | | | |
| 4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 1,523,295. | | | | |
| a Applied to 2009, but not more than line 2a | | | 1,495,652. | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | 0. | | |
| c Treated as distributions out of corpus (Election required - see instructions) | 0. | | | |
| d Applied to 2010 distributable amount | | | | 27,643. |
| e Remaining amount distributed out of corpus | 0. | | | |
| 5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).) | 0. | | | 0. |
| 6 **Enter the net total of each column as indicated below:** | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 0. | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | 0. | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | 0. | | |
| d Subtract line 6c from line 6b. Taxable amount - see instructions | | 0. | | |
| e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011 | | | | 1,706,271. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) | 0. | | | |
| 8 Excess distributions carryover from 2005 not applied on line 5 or line 7 | 0. | | | |
| 9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a | 0. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2006 | | | | |
| b Excess from 2007 | | | | |
| c Excess from 2008 | | | | |
| d Excess from 2009 | | | | |
| e Excess from 2010 | | | | |

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, 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) 2010 | (b) 2009 | (c) 2008 | (d) 2007 | (e) Total |
| 2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

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

1 **Information Regarding Foundation Managers:**

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

ARTHUR ROCK

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 SCHEDULE A-1 | NONE | PUBLIC | | 1,495,652. |
| **Total** | | | ▶ 3a | 1,495,652. |
| *b Approved for future payment* | | | | |
| NONE | | | | |
| **Total** | | | ▶ 3b | 0. |

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

| Enter gross amounts unless otherwise indicated. | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income |
|---|---|---|---|---|---|
| | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 1 Program service revenue: | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | 14 | 814. | |
| 4 Dividends and interest from securities | | | 14 | 94,168. | |
| 5 Net rental income or (loss) from real estate: | | | | | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | | | |
| 6 Net rental income or (loss) from personal property | | | | | |
| 7 Other investment income | | | 14 | 4,042. | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | 4,888. | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue: | | | | | |
| a MEADOWBROOK-ORD LOSS | 531390 | <8,862.> | | | |
| b OCM OPP VI--ORD LOSS | 531390 | <71.> | | | |
| c OCM OPP VI (DE)--RENTAL | 531390 | 94. | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | <8,839.> | | 103,912. | 0. |

**13 Total.** Add line 12, columns (b), (d), and (e) 13 95,073.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

**Sign Here**

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

Arthur Rock | 11/14/2011 | PRESIDENT

Signature of officer or trustee | Date | Title

**Paid Preparer Use Only**

| Print/Type preparer's name | Preparer's signature | Date | Check ☐ if self-employed | PTIN |
|---|---|---|---|---|
| PAMELA BURNS | Pamela Burns | 11/8/11 | | |

Firm's name ▶ HOWSON & SIMON LLP | Firm's EIN ▶

Firm's address ▶ 101 YGNACIO VLY RD., #310
WALNUT CREEK, CA 94596 | Phone no. 925/977-9060

**Part IV** Capital Gains and Losses for Tax on Investment Income

| | (a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co. | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|---|---|---|---|---|
| 1a | FROM MEADOWBROOK REAL ESTATE FUND | P | | |
| b | FROM MEADOWBROOK REAL ESTATE FUND - 1231 LOSS | P | | |
| c | FROM OCM OPPORTUNITIES FUND II | P | | |
| d | FROM OCM OPPORTUNITIES FUND | P | | |
| e | FROM OCM OPPORTUNITIES FUND VI - 1231 LOSS | P | | |
| f | FROM OCM OPPORTUNITIES FUND VI | P | | |
| g | CAPITAL GAINS DIVIDENDS | | | |
| h | | | | |
| i | | | | |
| j | | | | |
| k | | | | |
| l | | | | |
| m | | | | |
| n | | | | |
| o | | | | |

| | (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|---|---|---|---|---|
| a | | | 5,892. | <5,892.> |
| b | | | 14,523. | <14,523.> |
| c | | | 21,528. | <21,528.> |
| d | 1,166. | | | 1,166. |
| e | | | 14. | <14.> |
| f | 12,619. | | | 12,619. |
| g | 33,060. | | | 33,060. |
| h | | | | |
| i | | | | |
| j | | | | |
| k | | | | |
| l | | | | |
| m | | | | |
| n | | | | |
| o | | | | |

| | Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") |
|---|---|---|---|---|
| | (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | |
| a | | | | <5,892.> |
| b | | | | <14,523.> |
| c | | | | <21,528.> |
| d | | | | 1,166. |
| e | | | | <14.> |
| f | | | | 12,619. |
| g | | | | 33,060. |
| h | | | | |
| i | | | | |
| j | | | | |
| k | | | | |
| l | | | | |
| m | | | | |
| n | | | | |
| o | | | | |

| | | | |
|---|---|---|---|
| 2 | Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 } | 2 | 4,888. |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 | 3 | N/A |

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

| SOURCE | AMOUNT |
|---|---|
| NORTHERN TRUST | 56. |
| NORTHERN TRUST (CA CHECKING) | 299. |
| NORTHERN TRUST (NORAD) | 459. |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 814. |

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|---|---|---|---|
| MEADOWBROOK REAL ESTATE FUND LLC | 3,073. | 0. | 3,073. |
| NORTHERN TRUST | 105,767. | 33,060. | 72,707. |
| OCM OPPORTUNITIES FUND II, L.P. | 1. | 0. | 1. |
| OCM OPPORTUNITIES FUND VI AIF (DELAWARE), L.P. | 19. | 0. | 19. |
| OCM OPPORTUNITIES FUND VI, L.P. | 18,365. | 0. | 18,365. |
| OCM OPPORTUNITIES FUND, L.P. | 3. | 0. | 3. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 127,228. | 33,060. | 94,168. |

## FORM 990-PF OTHER INCOME STATEMENT 3

| DESCRIPTION | (A) REVENUE PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME |
|---|---|---|---|
| FROM MEADOWBROOK RE FUND - OTHER INCOME | <1,123.> | <1,123.> | |
| FROM MEADOWBROOK RE FUND - RENTAL LOSS | <3,365.> | <3,365.> | |
| FROM MEADOWBROOK RE FUND - OTHER INCOME | 652. | 652. | |
| FROM OCM OPPORTUNITIES FUND VI, L.P. - PORTFOLIO INCOME | 59. | 59. | |
| FROM MEADOWBROOK RE FUND - PORTFOLIO INCOME | 40. | 40. | |
| FROM OCM OPPORTUNITIES FUND VI, L.P. - OTHER INCOME | 4,296. | 4,296. | |
| FROM OCM OPPORTUNITIES FUND VI AIF (DELAWARE), LP - RENTAL | 82. | 82. | |
| FROM MEADOWBROOK RE FUND - ORDINARY | 1,379. | 1,379. | |

| | | | |
|---|---|---|---|
| FROM OCM OPPORTUNITIES FUND II - PORTFOLIO INCOME | 5. | 5. | |
| FROM OCM OPPORTUNITIES FUND VI AIF (DELAWARE), LP - OTHER INCOME | 2,017. | 2,017. | |
| MEADOWBROOK-ORD LOSS | <8,862.> | 0. | |
| OCM OPP VI--ORD LOSS | <71.> | 0. | |
| OCM OPP VI (DE)--RENTAL | 94. | 0. | |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | <4,797.> | 4,042. | |

FORM 990-PF ACCOUNTING FEES STATEMENT 4

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| TAX PREPARATION FEES | 34,950. | 0. | | 27,538. |
| TO FORM 990-PF, PG 1, LN 16B | 34,950. | 0. | | 27,538. |

FORM 990-PF TAXES STATEMENT 5

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| FOREIGN TAXES--MEADOWBROOK RE FUND LLC | 24. | 24. | | 0. |
| FOREIGN TAXES--OCM OPPORTUNITIES FUND VI, LP | 1. | 1. | | 0. |
| FOREIGN TAXES--OCM OPPORTUNITIES FUND II | 8. | 8. | | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 33. | 33. | | 0. |

FORM 990-PF OTHER EXPENSES STATEMENT 6

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| INVESTMENT FEES - OCM OPPORTUNITIES FUND, L.P. | 1,642. | 1,642. | | 0. |
| FILING FEE EXPENSE | 105. | 0. | | 105. |
| INVESTMENT FEES - OCM OPPORTUNITIES FUND II, L.P. | 168. | 168. | | 0. |
| INVESTMENT EXPENSES - MEADOWBROOK RE FUND LLC | 4,079. | 4,079. | | 0. |
| OTHER EXPENSE - MEADOWBROOK RE FUND LLC | 39. | 0. | | 0. |
| INVESTMENT EXPENSE - NORTHERN TRUST | 5,585. | 5,585. | | 0. |
| INVESTMENT FEES - OCM OPPORTUNITIES FUND VI, L.P. | 10,866. | 10,866. | | 0. |
| INVESTMENT FEES - OCM OPPORTUNITIES FUND VI AIF (DELAWARE), L.P. | 502. | 502. | | 0. |
| INVESTMENT FEES - NORTHERN TRUST (NORAD) | 4,810. | 4,810. | | 0. |
| TO FORM 990-PF, PG 1, LN 23 | 27,796. | 27,652. | | 105. |

FORM 990-PF CORPORATE STOCK STATEMENT 7

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|
| KINDER MORGAN MGMT LLC | 183,055. | 657,564. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 183,055. | 657,564. |

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|---|
| OCM OPPORTUNITIES FUND, L.P. | COST | 3,930. | 0. |
| OMEGA OVERSEAS PARTNERS, LTD. | COST | 1,000,000. | 3,985,816. |
| OCM OPPORTUNITIES FUND II, L.P. | COST | 18,635. | 2,920. |
| MEADOWBROOK REAL ESTATE FUND LLC | COST | 202,151. | 151,912. |
| ISHARES TRUST S&P MIDCAP 400 | COST | 556,842. | 675,410. |

| | | | |
|---|---|---|---|
| ISHARES TRUST S&P SMALLCAP 600 | COST | 533,164. | 632,896. |
| OCM OPPORTUNITIES FUND VI, L.P. | COST | 682,491. | 761,807. |
| CONVEXITY CAPITAL OFFSHORE CLASS B | COST | 8,333,333. | 15,734,066. |
| CONVEXITY CAPITAL OFFSHORE CLASS G | COST | 6,666,667. | 9,501,636. |
| OCM OPPORTUNITIES FUND VI AIF (DELAWARE), LP | COST | 30,855. | 43,817. |
| GS SHORT DURATION GOV'T FUND | COST | 3,155,353. | 3,091,094. |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | | 21,183,421. | 34,581,374. |

FORM 990-PF OTHER ASSETS STATEMENT 9

| DESCRIPTION | BEGINNING OF YR BOOK VALUE | END OF YEAR BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|---|
| ORGANIZATION/RESTRUCTURE COSTS | 24,396. | 24,396. | 0. |
| DIVIDEND RECEIVABLE--NORTHERN TRUST | 27. | 47. | 47. |
| PREPAID STATE TAXES | 1,037. | 1,037. | 0. |
| PREPAID FEDERAL TAXES | 4,680. | 4,680. | 0. |
| TO FORM 990-PF, PART II, LINE 15 | 30,140. | 30,160. | 47. |

**Form 990-PF -- 2010 Grants and Contributions** **Schedule A-1**

| Recipient | Amount |
|---|---|
| A.C.E -Association of Community Employment Programs for the Homeless<br>598 Broadway, 7th Floor<br>New York, NY 10012 | 500 00 |
| ACCION INTERNATIONAL<br>56 Roland Street, Suite 300<br>Boston, MA 02129 | 25,000 00 |
| ACLU FOUNDATION<br>125 Broad Street<br>New York, NY 10004 | 1,000 00 |
| ACLU FOUNDATION-NORTHERN CALIFORNIA<br>39 Drumm Street<br>San Francisco, CA 94111 | 1,000 00 |
| AMERICAN ACADEMY OF ARTS & SCIENCES<br>136 Irving Street<br>Cambridge, MA 02138-1996 | 5,000 00 |
| AMERICAN BAR FOUNDATION<br>39842 Treasury Center<br>Chicago, IL 60694 | 500.00 |
| AMERICAN CONSERVATORY THEATRE<br>30 Grant Avenue, 6th Floor<br>San Francisco, CA 94108-5834 | 12,500 00 |
| AMERICAN HIKING SOCIETY<br>1422 Fenwick Lane<br>Silver Spring, MD 20910 | 500 00 |
| AMERICAN HIMALAYAN FOUNDATION<br>909 Montgomery Street, Ste. 400<br>San Francisco, CA 94133 | 1,000.00 |
| AMERICAN JEWISH COMMITTEE<br>165 East 56th Street, Suite 615<br>New York, NY 10022-2746 | 1,000.00 |
| AMERICAN JEWISH JOINT DIST COMMITTEE<br>Social and Cultural Cafes for Holocaust<br>711 Third Avenue<br>New York, NY 10017 | 25,000.00 |

**Form 990-PF -- 2010 Grants and Contributions** **Schedule A-1**

| Recipient | Amount |
|---|---|
| AMERICAN NONSMOKERS' RIGHTS FOUNDATION<br>2530 San Pablo Avenue, Suite J<br>Berkeley, CA 94702 | 100 00 |
| AMERICANS FOR THE ARTS<br>1000 Vermont Avenue NW, Fl. 6<br>Washington, DC 20005 | 1,000 00 |
| AMNESTY INTERNATIONAL<br>5 Penn Plaza<br>New York, NY 10001 | 1,000.00 |
| ANTI DEFAMATION LEAGUE<br>720 Market St., Suite 800<br>San Francisco, CA 94102-2501 | 1,000 00 |
| ARCS FOUNDATION INC. NCC<br>(Achievement Rewards for College Scientists)<br>Presidio of S.F./P O Box 29405<br>San Francisco, CA 94129-0405 | 25,000 00 |
| ASIAN ART MUSEUM FOUNDATION<br>200 Larkin Street<br>San Francisco, CA 94102 | 1,000.00 |
| ASIAN LAW CAUCUS<br>55 Columbus Avenue<br>San Francisco, CA 94111 | 2,000.00 |
| ASIAN LAW CAUCUS-Korematsu Institute<br>939 Market Street, Suite 201<br>San Francisco, CA 94103 | 5,000.00 |
| ASPEN ART MUSEUM<br>590 North Mill Street<br>Aspen, CO 81611 | 1,000.00 |
| ASPEN VALLEY COMMUNITY FOUNDATION<br>(Aspen Community Foundation)<br>110 E Hallam Street, Suite 126<br>Aspen, CO 81611 | 10,000 00 |
| ASPEN INSTITUTE-Society of Fellows<br>1000 N. Third St<br>Aspen, CO 81611 | 3,500 00 |

**Form 990-PF -- 2010 Grants and Contributions** **Schedule A-1**

| Recipient | Amount |
|---|---|
| THE ASPEN INSTITUTE-Business and Social Program<br>1000 N Third Street<br>Aspen, CO 81611 | 5,000.00 |
| ASPEN MUSIC FESTIVAL & SCHOOL<br>(Music Associates of Aspen)<br>2 Music School Road<br>Aspen, CO 81611 | 1,000.00 |
| ASPEN VALLEY MEDICAL FOUNDATION<br>(Aspen Community Foundation)<br>P O Box 1639<br>Aspen, CO 81612 | 1,000.00 |
| BAY AREA LEGAL AID<br>1735 Telegraph Avenue<br>Oakland, CA 94612 | 2,500.00 |
| BAY AREA RIDGE TRAIL COUNCIL<br>1007 General Kennedy Ave , Suite 3<br>San Francisco, CA 94129-1405 | 500 00 |
| THE BAY CITIZEN<br>(The Bay Area News Project)<br>126 Post Street, 5th Floor<br>San Francisco, CA 94108 | 50,000.00 |
| BERKELEY CHESS SCHOOL<br>P O Box 10073<br>Berkeley, CA 94709 | 5,000.00 |
| BIG BROTHERS BIG SISTERS OF THE BAY AREA<br>731 Market Street, 6th Floor<br>San Francisco, CA 94103 | 1,000.00 |
| BOYS & GIRLS CLUBS OF OAKLAND<br>P O Box 23203<br>Oakland, CA 94623 | 5,000.00 |
| BOYS & GIRLS CLUBS OF SAN FRANCISCO<br>55 Hawthorne, Suite 600<br>San Francisco, CA 94105 | 5,000.00 |
| BRADY CENTER TO PREVENT GUN VIOLENCE<br>1225 Eye St NW, Suite 1100<br>Washington, DC 20005 | 500.00 |

**Form 990-PF -- 2010 Grants and Contributions** **Schedule A-1**

| Recipient | Amount |
|---|---|
| BREAKTHROUGH COLLABORATIVE<br>545 Sansome Street, Suite 700<br>San Francisco, CA 94111 | 5,000.00 |
| CALIFORNIA INSTITUTE OF TECHNOLOGY<br>2010 Trustee Annual Fund<br>MC 204-31<br>Pasadena, CA 91125 | 1,000.00 |
| CALIFORNIA STATE PROTOCOL FOUNDATION<br>P O Box 1736<br>Sacramento, CA 95812-1736 | 5,000.00 |
| CENTRAL ASIA INSTITUTE<br>P O. Box 7209<br>Bozeman, MT 59771 | 2,000 00 |
| CHILDREN'S LAW OFFICE<br>P.O. Box 298<br>Stinson Beach, CA 94970 | 750.00 |
| CHRONICLE SEASON OF SHARING FUND<br>P O Box 44740<br>San Francisco, CA 94144 | 150,000 00 |
| COMMON SENSE MEDIA<br>650 Townsend Street, Suite 375<br>San Francisco, CA 94103 | 250.00 |
| COMMONWEALTH CLUB OF CA<br>595 Market Street, 2nd Floor<br>San Francisco, CA 94105 | 10,000.00 |
| COMMUNITY MUSIC CENTER<br>544 Capp Street<br>San Francisco, CA 94110-2516 | 500 00 |
| COMPASSION & CHOICES<br>P.O. Box 101810<br>Denver, CO 80250 | 5,000 00 |
| COMPUTER HISTORY MUSEUM<br>1401 N. Shoreline Blvd.<br>Mountain View, CA 94043 | 2,000 00 |

**Form 990-PF -- 2010 Grants and Contributions** **Schedule A-1**

| Recipient | Amount |
|---|---|
| ConnCAN-50CAN Expansion Effort<br>(Connecticut Coalition for Achievement Now Inc.)<br>85 Willow Street<br>New Haven, CT 06511 | 50,000.00 |
| CONTEMPORARY JEWISH MUSEUM<br>736 Mission Street<br>San Francisco, CA 94103 | 1,000 00 |
| CONTINENTAL DIVIDE TRAIL ALLIANCE<br>P O. Box 628<br>Pine, CO 80470-0628 | 100.00 |
| CORO CENTER FOR CIVIC LEADERSHIP<br>601 Montgomery Street, Suite 800<br>San Francisco, CA 94111 | 1,000.00 |
| DANCE PALACE COMMUNITY CENTER<br>P.O. Box 217<br>Point Reyes Station, CA 94956 | 1,000.00 |
| DEATH WITH DIGNITY NATIONAL CENTER<br>520 SW 6th Avenue, Suite 1030<br>Portland, OR 97204 | 100.00 |
| DIRECT WOMEN (Tides Center)<br>1460 Broadway, Suite 1002<br>New York, NY 10036 | 5,000 00 |
| EAST BAY COMMUNITY LAW CENTER<br>2921 Adeline Street<br>Berkeley, CA 94703 | 1,500.00 |
| EXPLORATORIUM<br>3601 Lyon Street<br>San Francisco, CA 94123 | 5,000.00 |
| FINAL EXIT NETWORK<br>P O. Box 665<br>Kingston, NJ 08534 | 50.00 |
| FINE ARTS MUSEUM<br>50 Hagiwara Tea Garden Drive<br>San Francisco, CA 94118 | 1,000 00 |

## Form 990-PF -- 2010 Grants and Contributions — Schedule A-1

| Recipient | Amount |
|---|---|
| FOUNDATION FOR THE PEOPLE OF BURMA<br>225 Bush Street, Suite 590<br>San Francisco, CA 94104 | 500.00 |
| FRANZ SCHURMANN MEMORIAL TRAVEL-New America Media<br>(fka Pacific News Service)<br>275 Ninth Street<br>San Francisco, CA 94103 | 2,500.00 |
| FRIENDS OF THE BANCROFT LIBRARY<br>UC Berkeley<br>Berkeley, CA 94720-6000 | 500.00 |
| FRIENDS OF THE FROMM INSTITUTE<br>2130 Fulton Street<br>San Francisco, CA 94117 | 250.00 |
| THE FRIENDS OF HSLAPS FUND<br>(Friends of the High School for Leadership and Public Service)<br>485 Madison Avenue, 15th Floor<br>New York, NY 10022 | 2,500 00 |
| FRIENDS OF THE S.F. PUBLIC LIBRARY<br>391 Grove Street<br>San Francisco, CA 94102 | 2,500 00 |
| FRIENDS OF THE URBAN FOREST<br>P O Box 29456<br>San Francisco, CA 94129-0456 | 300 00 |
| GALLERY ROUTE ONE<br>11101 Highway One, Suite 101<br>Point Reyes Station, CA 94956 | 300.00 |
| GIANTS COMMUNITY FUND-Play Ball Luncheon<br>24 Willie Mays Plaza<br>San Francisco, CA 94107 | 5,000.00 |
| GIRLS INC<br>120 Wall Street, 3rd Floor<br>New York, NY 10005 | 750 00 |
| GLIDE MEMORIAL<br>330 Ellis Street<br>San Francisco, CA 94102 | 50,000.00 |

**Form 990-PF -- 2010 Grants and Contributions** **Schedule A-1**

| Recipient | Amount |
|---|---|
| GLOBEWOMEN<br>(Women's Research & Education Institute)<br>1100 G Street, NW<br>Washington, DC 20005 | 7,500 00 |
| GOLDEN GATE NATIONAL PARKS CONSERVANCY<br>Fort Mason, Building 201<br>San Francisco, CA 94123-1399 | 1,000.00 |
| HIKE FOR HOPE FOUNDATION<br>936 West Francis Street<br>Aspen, CO 81611 | 1,000 00 |
| HOLOCAUST CENTER OF NORTHERN CALIFORNIA<br>121 Steuart Street<br>San Francisco, CA 94105 | 1,000 00 |
| HOOVER INSTITUTION<br>Stanford University<br>Stanford, CA 94305-6010 | 1,000.00 |
| HUMAN RIGHTS FIRST<br>333 Seventh Ave , 13th Floor<br>New York, NY 10001 | 25,000 00 |
| INDEPENDENCE PASS FOUNDATION<br>P.O Box 1700<br>Aspen, CO 81612 | 500.00 |
| INSTITUTE OF INTERNATIONAL EDUCATION<br>530 Bush Street<br>San Francisco, CA 94108 | 2,000 00 |
| INTERNATIONAL RESCUE COMMITTEE<br>122 East 42nd Street<br>New York, NY 10166-1289 | 25,000 00 |
| INVERNESS GARDEN CLUB SCHOLARSHIP<br>P O. Box 724<br>Inverness, CA 94937 | 1,000.00 |
| JUNIOR ACHIEVEMENT OF SILICON VALLEY<br>1401 Parkmoor Avenue, #110<br>San Jose, CA 95126 | 2,500 00 |

**Form 990-PF -- 2010 Grants and Contributions** **Schedule A-1**

| Recipient | Amount |
|---|---|
| JVS-Jewish Vocational Service<br>(Jewish Vocational & Career Counseling Service)<br>225 Bush Street, Suite 400<br>San Francisco, CA 94104 | 25,000 00 |
| KAJX ASPEN PUBLIC RADIO<br>(Roaring Fork Public Radio)<br>Red Brick Center, Suite 134<br>Aspen, CO 81611 | 150 00 |
| KAJX NATIONAL COUNCIL<br>Red Brick Center, Suite 134<br>Aspen, CO 81611 | 2,500 00 |
| KCSM<br>3182 Campus Drive<br>San Mateo, CA 94403-9830 | 500 00 |
| KQED<br>(Northern California Public Broadcasting)<br>2601 Mariposa Street<br>San Francisco, CA 94110 | 5,000 00 |
| LACMA-L.A County Museum of Modern Art<br>(Museum Associates)<br>5905 Wilshire Blvd.<br>Los Angeles, CA 90036 | 1,000.00 |
| LAKESIDE SCHOOL<br>14050 1st Avenue NE<br>Seattle, WA 98125 | 5,000.00 |
| LAMPLIGHTERS MUSIC THEATRE<br>(Lamplighters Opera West Foundation)<br>P.O Box 77367<br>San Francisco, CA 94107 | 1,000.00 |
| LAWYER'S COMMITTEE FOR CIVIL RIGHTS<br>131 Steuart Street, Suite 400<br>San Francisco, CA 94105 | 1,000.00 |
| THE LEADERSHIP FOUNDATION<br>2120 L Street, NW, Suite 460<br>Washington, DC 20037 | 500 00 |

**Form 990-PF -- 2010 Grants and Contributions** **Schedule A-1**

| Recipient | Amount |
|---|---|
| The LEGAL AID SOCIETY-Employment Law Center<br>600 Harrison Street, Suite 120<br>San Francisco, CA 94107 | 3,500 00 |
| LEGAL COMMUNITY AGAINST VIOLENCE<br>268 Bush Street, #555<br>San Francisco, CA 94104 | 500 00 |
| M-2 MATCH TWO PRISONER OUTREACH<br>(Match Two Inc.)<br>P.O. Box 4424<br>1776 Solano Avenue, Suite 222<br>Vallejo, CA 94590 | 1,000 00 |
| MAGIC THEATRE<br>Fort Mason, Building D<br>San Francisco, CA 94123 | 12,500 00 |
| MALT-Marin Agricultural Land Trust<br>P.O Box 809<br>Point Reyes Station, CA 94956 | 300 00 |
| MARKKULA CENTER FOR APPLIED ETHICS-Santa Clara University<br>500 El Camino Real<br>Santa Clara, CA 95053 | 7,500.00 |
| MARSH YOUTH THEATER<br>(Marsh A Breeding Ground for New Performance)<br>1062 Valencia Street<br>San Francisco, CA 94110 | 100 00 |
| MEALS ON WHEELS of San Francisco<br>1375 Fairfax Avenue<br>San Francisco, CA 94124 | 2,500.00 |
| MEHARRY COLLEGE<br>1005 R. DB Todd Jr. Boulevard<br>Nashville, TN 37208-9989 | 10,000.00 |
| MICROCREDIT ENTERPRISES<br>5758 Geary Blvd., #214<br>San Francisco, CA 94121 | 7,600.00 |

**Form 990-PF -- 2010 Grants and Contributions** **Schedule A-1**

| Recipient | Amount |
|---|---|
| MILTON & ROSE D. FRIEDMAN FOUNDATION<br>(The Foundation for Educational Choice Inc )<br>One American Square, Suite 2420<br>Indianapolis, IN 46282 | 1,000.00 |
| MOUNTAIN RESCUE-ASPEN, INC.<br>630 West Main Street<br>Aspen, CO 81611 | 500 00 |
| MUSEUM OF THE AFRICAN DIASPORA<br>685 Mission Street<br>San Francisco, CA 94105 | 3,000 00 |
| NATIONAL PUBLIC RADIO FOUNDATION<br>635 Massachusetts Avenue NW<br>Washington, DC 20001-3753 | 1,000.00 |
| THE NATURE CONSERVANCY<br>201 Mission Street, 4th Floor<br>San Francisco, CA 94105 | 150.00 |
| NEW YORK UNIVERSITY SCHOOL OF LAW<br>110 West 3rd Street, 2nd Floor<br>New York, NY 10012 | 5,000.00 |
| NEW YORK HISTORICAL SOCIETY<br>170 Central Park West<br>New York, NY 10024 | 1,000.00 |
| NFTE BAY AREA<br>(Network for Teaching Entrepreneurship)<br>USF-School of Management<br>2130 Fulton Street<br>San Francisco, CA 94117 | 10,000.00 |
| OAKLAND MILITARY INSTITUTE<br>2269 Chestnut Street, Suite 500<br>San Francisco, CA 94123 | 5,000 00 |
| OAKLAND SCHOOL FOR THE ARTS<br>2269 Chestnut Street, Suite 500<br>San Francisco, CA 94123 | 5,000 00 |
| ODC DANCE-Oberlin Dance Collective<br>351 Shotwell Street<br>San Francisco, CA 94110 | 2,500 00 |

**Form 990-PF -- 2010 Grants and Contributions** **Schedule A-1**

| Recipient | Amount |
|---|---|
| OPPORTUNITY INTERNATIONAL<br>2122 York Road, Suite 340<br>Oak Brook, IL 60523 | 10,000.00 |
| PACIFIC CREST TRAIL ASSOC<br>P.O. Box 39000<br>Dept 134137<br>San Francisco, CA 94139-0001 | 500 00 |
| PACIFIC LEGAL FOUNDATION<br>3900 Lennane Drive, Suite 200<br>Sacramento, CA 95834 | 500 00 |
| PLANNED PARENTHOOD FEDERATION OF AMERICA<br>434 W 33rd Street<br>New York, NY 10001 | 1,000 00 |
| PLANNED PARENTHOOD Golden Gate Community Health<br>815 Eddy Street, Suite 100<br>San Francisco, CA 94109 | 1,000 00 |
| PRESIDIO GRADUATE SCHOOL<br>(Presidio World College)<br>36 Lincoln Blvd.<br>San Francisco, CA 94129 | 75,000.00 |
| PROJECT OPEN HAND<br>730 Polk Street<br>San Francisco, CA 94109 | 1,000 00 |
| PROJECT READ<br>100 Larkin<br>San Francisco, CA 94102 | 250.00 |
| PROJECT VOTE SMART<br>One Common Ground<br>Phillipsburg, MT 59858 | 45 00 |
| RAILS-TO-TRAILS CONSERVANCY<br>1100 Seventeenth Street NW, 10th Floor<br>Washington, DC 20036 | 200.00 |

## Form 990-PF -- 2010 Grants and Contributions — Schedule A-1

| Recipient | Amount |
|---|---|
| REBUILDING TOGETHER (Christmas in April)<br>(Rebuilding Together San Francisco)<br>Pier 28<br>San Francisco, CA 94105 | 5,000.00 |
| ROARING FORK OUTDOOR VOLUNTEERS TODAY<br>P O Box 1341<br>Basalt, CO 81621 | 750.00 |
| SALVATION ARMY<br>P O Box 193465<br>San Francisco, CA 94119-3465 | 10,000 00 |
| SF BALLET<br>455 Franklin Street<br>San Francisco, CA 94102 | 28,600.00 |
| SF CASA - SF Court Appointed Special Adv Program<br>100 Bush Street, Suite 650<br>San Francisco, CA 94104 | 500 00 |
| SF FREE CLINIC<br>4900 California Street<br>San Francisco, CA 94118 | 10,000.00 |
| SF MOMA<br>151 Third Street<br>San Francisco, CA 94103 | 25,000 00 |
| SF MUSEUM AND HISTORICAL SOCIETY<br>P O. Box 420470<br>San Francisco, CA 94142-0470 | 100.00 |
| SF OPERA ASSOCIATION<br>301 Van Ness<br>San Francisco, CA 94102-9954 | 100,000 00 |
| SF PARKS TRUST<br>McLaren Lodge in Golden Gate Park<br>San Francisco, CA 94117-1898 | 1,000.00 |
| SF PERFORMANCES<br>500 Sutter Street, Suite 710<br>San Francisco, CA 94102 | 1,000.00 |

**Form 990-PF -- 2010 Grants and Contributions** **Schedule A-1**

| Recipient | Amount |
|---|---|
| SFPAL-San Francisco Police Activities League<br>350 Amber Drive<br>San Francisco, CA 94131 | 200.00 |
| SF SCHOOL VOLUNTEERS<br>(San Francisco Education Fund)<br>727 Golden Gate Ave., 2nd Floor<br>San Francisco, CA 94102 | 10,000.00 |
| SF SYMPHONY<br>Davies Symphony Hall<br>San Francisco, CA 94102 | 35,000 00 |
| SF VILLAGE<br>(Aging in Place--San Francisco)<br>3330 Geary Blvd., 3 East<br>San Francisco, CA 94118 | 250.00 |
| SIGMA ALPHA MU FOUNDATION<br>9245 N Meridian, Suite 105<br>Indianapolis, IN 46260-1812 | 100 00 |
| SILICON VALLEY FACES (SV Conf. for Comm. & Justice)<br>2735 Sand Hill Road<br>Menlo Park, CA 94025 | 1,000 00 |
| SMITHSONIAN INSTITUTION (Adopt-a-Library)<br>P O Box 420319<br>Palm Coast, FL 32142-9156 | 500 00 |
| SMITHSONIAN INSTITUTION (James Smithson Society)<br>P.O Box 420319<br>Palm Coast, FL 32142-9156 | 2,500.00 |
| SOUTHERN POVERTY LAW CENTER<br>400 Washington Avenue<br>Montgomery, AL 36104 | 100 00 |
| SPECIAL OLYMPICS NO CALIFORNIA<br>3480 Buskirk Avenue, Suite 340<br>Pleasant Hill, CA 94523 | 1,000 00 |
| STANFORD JAZZ WORKSHOP<br>P.O Box 20454<br>Stanford, CA 94309 | 500.00 |

## Form 990-PF -- 2010 Grants and Contributions — Schedule A-1

| Recipient | Amount |
|---|---|
| STEADMAN PHILIPPON RESEARCH INSTITUTE<br>(Steadman Hawkins Research Foundation)<br>181 West Meadow Drive, Suite 1000<br>Vail, CO 81657 | 10,000 00 |
| STUDENT CONSERVATION ASSOC<br>P.O. Box 550<br>Charlestown, NH 03603-0550 | 1,000.00 |
| SUNDANCE INSTITUTE<br>P O. Box 684429<br>Park City, UT 84068 | 1,000.00 |
| SYRACUSE UNIVERSITY<br>820 Comstock Avenue<br>Syracuse, NY 13244-5040 | 50,000.00 |
| TEACH FOR AMERICA<br>315 W 36th Street, 7th Floor<br>New York, NY 10018 | 256,807 00 |
| TENDERLOIN NEIGHBORHOOD DEV. CENTER<br>201 Eddy Street<br>San Francisco, CA 94102-2715 | 2,500.00 |
| THAT MAN MAY SEE (Beckman Vision UCSF)<br>10 Koret Way/Box 0352<br>San Francisco, CA 94143-0352 | 2,500.00 |
| THEATRE ASPEN<br>110 E Hallam Street, Suite 103<br>Aspen, CO 81611 | 250 00 |
| UCSF FOUNDATION<br>(University of California San Francisco Foundation)<br>Box 45339<br>San Francisco, CA 94145 | 10,000.00 |
| UNICEF<br>(United States Fund for UNICEF)<br>125 Maiden Lane<br>New York, NY 10038 | 1,000.00 |
| UNITED FOR A FAIR ECONOMY/RESPONSIBLE WEALTH<br>29 Winter Street<br>Boston, MA 02108-4703 | 1,000 00 |

**Form 990-PF -- 2010 Grants and Contributions** **Schedule A-1**

| Recipient | Amount |
|---|---|
| UNITED WAY OF THE BAY AREA<br>221 Main Street, Suite 300<br>San Francisco, CA 94105 | 100,000.00 |
| UNIVERSITY OF WASHINGTON LAW SCHOOL<br>Box 353020<br>Seattle, WA 98195 | 15,000.00 |
| URBANED SOLUTIONS-Great Oakland Public Schools<br>427 Water Street<br>Oakland, CA 94607 | 5,000.00 |
| US ENGLISH FOUNDATION<br>1747 Pennsylvania Avenue, NW<br>Washington, DC 20006 | 1,000.00 |
| UNITED STATES HOLOCAUST MEMORIAL MUSEUM<br>100 Raoul Wallenberg Place, NW<br>Washington, DC 20024-2126 | 10,000.00 |
| US SKI & SNOWBOARD TEAM FOUNDATION<br>(United States Skiing Foundation)<br>Box 100, 1500 Kearns Blvd<br>Park City, UT 84060 | 500 00 |
| US TERM LIMITS FOUNDATION<br>9900 Main Street, Suite 303<br>Fairfax, VA 22031 | 1,000 00 |
| WHEELER ASSOCIATES<br>(Wheeler Opera House Association)<br>P.O Box 10750<br>Aspen, CO 81612 | 250 00 |
| WILDERNESS LAND TRUST<br>P O Box 1420<br>Carbondale, CO 81623 | 1,000.00 |
| WORLD AFFAIRS COUNCIL OF NORTHERN CALIFORNIA<br>of Northern California<br>312 Sutter Street, Suite 200<br>San Francisco, CA 94108 | 1,000 00 |

**Form 990-PF -- 2010 Grants and Contributions** **Schedule A-1**

| Recipient | Amount |
|---|---|
| WORLD JEWISH CONGRESS FOUNDATION<br>P.O Box 90400<br>Washington, DC 10090-0400 | 1,000.00 |
| *TOTAL* | **1,495,652.00** |

Form **8868** (Rev. January 2011) 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.

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

## Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

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

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

- The books are in the care of ▶ ARTHUR ROCK - ONE MARITIME PLAZA, STE. 1220, SAN FRANCISCO, CA - 94111

  Telephone No. ▶ 415/981-3921  FAX No. ▶ 415/981-3924
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2011 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 2010 or

▶ [ ] tax year beginning ______, and ending ______.

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

| | | | |
|---|---|---|---|
| **3a** If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 3a | $ | 5,400. |
| **b** If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. | 3b | $ | 24,611. |
| **c** **Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. | 3c | $ | 0. |

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

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

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

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

- The books are in the care of ▶ ARTHUR ROCK - ONE MARITIME PLAZA, STE. 1220, SAN FRANCISCO, CA - 94111

Telephone No. ▶ 415/981-3921 FAX No. ▶ 415/981-3924

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2011.

5 For calendar year 2010, or other tax year beginning ____ , and ending ____ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
THE TAXPAYER HAS NOT RECEIVED THE 2010 SCHEDULES K-1 FROM ITS PARTNERSHIP INVESTMENTS. ADDITIONAL TIME IS NEEDED TO FILE A COMPLETE RETURN.

| | | | |
|---|---|---|---|
| 8a | If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 8a | $ 5,400. |
| 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 | $ 24,611. |
| c | **Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. | 8c | $ 0. |

## Signature and Verification

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

Signature ▶ J. Arlene Stratford Title ▶ CPA Date ▶ 8-12-11

Form **8868** (Rev. 1-2011)

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01-24-11