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Form **990-PF****Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation**

OMB No 1545-0052

**2010**Department of the Treasury  
Internal Revenue Service**Note.** The foundation may be able to use a copy of this return to satisfy state reporting requirements.**For calendar year 2010, or tax year beginning** 12/01 , **2010, and ending** 11/30 , **2011****G** Check all that apply. ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return  
☐ Amended return ☐ Address change ☐ Name changeGEM FOUNDATION  
117 SIXTH STREET  
DEL MAR, CA 92014**A** Employer identification number

20-2016199

**B** Telephone number (see the instructions)

(858) 720-0723

**C** If exemption application is pending, check here ☐**D 1** Foreign organizations, check here ☐**2** Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**H** Check type of organization ☒ Section 501(c)(3) exempt private foundation  
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation**I** Fair market value of all assets at end of year (from Part II, column (c), line 16) **J** Accounting method ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_  
▶ \$ 924,086. (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)

**1** Contributions, gifts, grants, etc., received (att sch)

610,696.

**2** Ck ☐ if the foundn is not req to att Sch B**3** Interest on savings and temporary cash investments**4** Dividends and interest from securities**5a** Gross rents**b** Net rental income or (loss)**6a** Net gain/(loss) from sale of assets not on line 10

29,208.

**b** Gross sales price for all assets on line 6a**7** Capital gain net income (from Part IV line 2)

29,208.

**8** Net short-term capital gain

0.

**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

15.

**12 Total.** Add lines 1 through 11

639,919.

29,208.

0.

**13** Compensation of officers, directors, trustees, etc

0.

**14** Other employee salaries and wages**15** Pension plans, employee benefits**16a** Legal fees (attach schedule)**b** Accounting fees (attach sch) SEE ST 2

2,708.

2,708.

**c** Other prof fees (attach sch)**17** Interest**18** Taxes (attach schedule)(see instr) SEE STM 3

55.

55.

**19** Depreciation (attach sch) and depletion

367.

**20** Occupancy**21** Travel, conferences, and meetings

26,260.

26,260.

**22** Printing and publications**23** Other expenses (attach schedule)

SEE STATEMENT 4

3,923.

3,923.

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

33,313.

2,708.

30,238.

**25** Contributions, gifts, grants paid PART XV

115,000.

115,000.

**26 Total expenses and disbursements.** Add lines 24 and 25

148,313.

2,708.

0.

145,238.

**27** Subtract line 26 from line 12:**a Excess of revenue over expenses and disbursements**

491,606.

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

26,500.

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

0.

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ADMINISTRATIVE EXPENSES

17

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
ASSETS	1	Cash — non-interest-bearing		1,448.	2.	2.	
	2	Savings and temporary cash investments		2,687.	7,177.	7,177.	
	3	Accounts receivable					
		Less: allowance for doubtful accounts					
	4	Pledges receivable					
		Less: allowance for doubtful accounts					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)					
	7	Other notes and loans receivable (attach sch)					
		Less: allowance for doubtful accounts					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments — U S and state government obligations (attach schedule)					
	b	Investments — corporate stock (attach schedule)	638,471.	916,356.	916,356.		
	c	Investments — corporate bonds (attach schedule)					
	LIABILITIES	11	Investments — land, buildings, and equipment basis				
		Less: accumulated depreciation (attach schedule)					
12		Investments — mortgage loans					
13		Investments — other (attach schedule)					
14		Land, buildings, and equipment basis	1,913.				
		Less: accumulated depreciation (attach schedule) SEE STMT 5	1,362.	918.	551.	551.	
15		Other assets (describe )					
16		Total assets (to be completed by all filers — see instructions Also, see page 1, item I)	643,524.	924,086.	924,086.		
17		Accounts payable and accrued expenses					
18		Grants payable					
FUND ASSETS	19	Deferred revenue					
	20	Loans from officers, directors, trustees, & other disqualified persons ST 6		5,000.			
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe )					
	23	Total liabilities (add lines 17 through 22)	0.	5,000.			
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.		<input type="checkbox"/>				
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.		<input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, building, and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds	643,524.	919,086.			
	30	Total net assets or fund balances (see the instructions)	643,524.	919,086.			
31	Total liabilities and net assets/fund balances (see the instructions)	643,524.	924,086.				

## 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	643,524.
2	Enter amount from Part I, line 27a	2	491,606.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	1,135,130.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 7	5	216,044.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	919,086.

**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 SEE STATEMENT 8				
b				
c				
d				
e				

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

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

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	29,208.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div> <div>If gain, also enter in Part I, line 8, column (c) (see the instructions)</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	3	-9,014.

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

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

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

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

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009	163,573.	702,425.	0.232869
2008	180,505.	627,394.	0.287706
2007	257,219.	1,102,625.	0.233279
2006	221,375.	1,166,243.	0.189819
2005	265,454.	1,424,724.	0.186320

2 Total of line 1, column (d)	2	1.129993
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	0.225999
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,130,219.
5 Multiply line 4 by line 3	5	255,428.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	265.
7 Add lines 5 and 6	7	255,693.
8 Enter qualifying distributions from Part XII, line 4	8	145,238.

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.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	530.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	530.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-		5	530.
6 Credits/Payments			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	1,561.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,561.	
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	0.	
10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	1,031.	
11 Enter the amount of line 10 to be <b>Credited to 2011 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
c Did the foundation file <b>Form 1120-POL</b> for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on <b>Form 990-T</b> for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a 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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>	X	
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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**Part VII-A Statements Regarding Activities (Continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>WWW.THEGEMFOUNDATION.ORG</u>	13	X	
14	The books are in care of <u>KAREN MERCALDO</u> Telephone no <u>(858) 720-0723</u> Located at <u>117 SIXTH STREET DEL MAR CA</u> ZIP + 4 <u>92014</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>	15		N/A
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country	16	Yes	No
				X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required****File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.**

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

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required** (continued)**5a** During the year did the foundation pay or incur any amount to**(1)** Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?☐ Yes ☒ No**(2)** Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?☐ Yes ☒ No**(3)** Provide a grant to an individual for travel, study, or other similar purposes?☐ Yes ☒ No**(4)** Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)☐ Yes ☒ No**(5)** Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**5b**

N/A

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

X

If 'Yes' to 6b, file Form 8870

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

N/A

**7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		0.	0.	0.

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services 0**Part IX-A** Summary of Direct Charitable Activities

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

	Expenses
1 SEE STATEMENT 10	
	16,290.
2 SEE STATEMENT 11	
	1,067.
3 SEE STATEMENT 12	
	8,903.
4	

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

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

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**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	1,131,358.
b	Average of monthly cash balances	1b	16,072.
c	Fair market value of all other assets (see instructions)	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	1,147,430.
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	1,147,430.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	17,211.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,130,219.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	56,511.

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

**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	145,238.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	145,238.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	145,238.

**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)

N/A

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
<b>1</b> Distributable amount for 2010 from Part XI, line 7				
<b>2</b> Undistributed income, if any, as of the end of 2010				
<b>a</b> Enter amount for 2009 only				
<b>b</b> Total for prior years: 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2010:				
<b>a</b> From 2005				
<b>b</b> From 2006				
<b>c</b> From 2007				
<b>d</b> From 2008				
<b>e</b> From 2009				
<b>f</b> Total of lines 3a through e				
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ _____				
<b>a</b> Applied to 2009, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required — see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required — see instructions)				
<b>d</b> Applied to 2010 distributable amount				
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b				
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b. Taxable amount — see instructions				
<b>e</b> Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount — see instructions				
<b>f</b> Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2006				
<b>b</b> Excess from 2007				
<b>c</b> Excess from 2008				
<b>d</b> Excess from 2009				
<b>e</b> Excess from 2010				

BAA

Form 990-PF (2010)

**(4) Gross investment income**

Form 990-PF (2010)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> Paid during the year SEE STATEMENT 14				
<b>Total</b>			<b>3a</b>	115,000.
<b>b</b> Approved for future payment				
<b>Total</b>			<b>3b</b>	





**Schedule B**  
**(Form 990, 990-EZ,**  
**or 990-PF)**

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

► **Attach to Form 990, 990-EZ, or 990-PF**

OMB No 1545-0047

**2010**

Name of the organization

GEM FOUNDATION

Employer identification number

20-2016199

**Organization type** (check one):

**Filers of:**

Form 990 or 990-EZ

**Section:**

- ☐ 501(c)(\_\_\_\_) (enter number) organization  
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation  
☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation  
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation  
☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor (Complete Parts I and II)

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not aggregate to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year ► \$ \_\_\_\_\_

**Caution:** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2 of their Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

**BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.**

**Schedule B** (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

Employer identification number

GEM FOUNDATION

20-2016199

**Part I Contributors** (see instructions)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	EDWARD L & KAREN A MERCALDO 117 SIXTH STREET DEL MAR, CA 92014	\$ 610,696.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)



Name of organization

Employer identification number

GEM FOUNDATION

20-2016199

**Part II** Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	40000 ATAC RESOURCES LTD WITH VALUE OF \$250,488.00		
	42000 ATAC RESOURCES LTD WITH VALUE OF \$266,226.66		
	66666 WESTERN LITHIUM USA CORP WITH VALUE OF \$83,981.83	\$ 600,696.	12/31/10
		\$	
		\$	
		\$	
		\$	
		\$	

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

Employer identification number

GEM FOUNDATION

20-2016199

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete cols (a) through (e) and the following line entry

For organizations completing Part III, enter total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once See instructions )

► \$ N/A

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

BAA

## GEM FOUNDATION

20-2016199

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

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	\$ 15.		
<b>TOTAL</b>	<b>\$ 15.</b>	<b>\$ 0.</b>	<b>\$ 0.</b>

**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
ACCOUNTING	\$ 2,708.	\$ 2,708.		
<b>TOTAL</b>	<b>\$ 2,708.</b>	<b>\$ 2,708.</b>	<b>\$ 0.</b>	<b>\$ 0.</b>

**STATEMENT 3**  
**FORM 990-PF, PART I, LINE 18**  
**TAXES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FORM 199 STATE TAX	\$ 30.			\$ 30.
REGISTRY OF CHARITABLE TRUSTS	25.			25.
<b>TOTAL</b>	<b>\$ 55.</b>	<b>\$ 0.</b>	<b>\$ 0.</b>	<b>\$ 55.</b>

**STATEMENT 4**  
**FORM 990-PF, PART I, LINE 23**  
**OTHER EXPENSES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	\$ 244.			\$ 244.
BOOKS, SUBSCRIPTIONS	497.			497.
CONFERENCE CALLS	114.			114.
INSURANCE	747.			747.
MEMBERSHIP DUES	2,125.			2,125.
POSTAGE	19.			19.
WEBSITE MAINTENANCE	177.			177.
<b>TOTAL</b>	<b>\$ 3,923.</b>	<b>\$ 0.</b>	<b>\$ 0.</b>	<b>\$ 3,923.</b>

## GEM FOUNDATION

20-2016199

**STATEMENT 5**  
**FORM 990-PF, PART II, LINE 14**  
**LAND, BUILDINGS, AND EQUIPMENT**

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
MACHINERY AND EQUIPMENT	\$ 1,913.	\$ 1,362.	\$ 551.	\$ 551.
TOTAL	\$ 1,913.	\$ 1,362.	\$ 551.	\$ 551.

**STATEMENT 6**  
**FORM 990-PF, PART II, LINE 20**  
**LOANS FROM OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES**

			BALANCE DUE
LENDER'S NAME:	EDWARD MERCALDO		
LENDER'S TITLE:	DIRECTOR		
DATE OF NOTE:			
MATURITY DATE:			
REPAYMENT TERMS:			
INTEREST RATE:			
SECURITY PROVIDED:			
PURPOSE OF LOAN:	OPERATIONS		
DESC. OF CONSIDERATION:			
FMV OF CONSIDERATION:	0.		
ORIGINAL AMOUNT:	50,000.		
BALANCE DUE:			\$ 5,000.
TOTAL			\$ 5,000.

**STATEMENT 7**  
**FORM 990-PF, PART III, LINE 5**  
**OTHER DECREASES**

DECREASE IN FMV OF INVESTMENTS	\$ 216,044.
TOTAL	\$ 216,044.

**STATEMENT 8**  
**FORM 990-PF, PART IV, LINE 1**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	23 CALL HALO 01/22/11 7.50	PURCHASED	12/08/2010	12/08/2010
2	54 CALL HALO 01/22/11 7.50	PURCHASED	12/08/2010	12/08/2010
3	23 CALL HALO 01/22/11 7.50	PURCHASED	12/08/2010	12/08/2010
4	1000 TARGA RESOURCES	PURCHASED	6/08/2009	3/01/2011
5	10000 IVANHOE ENERGY INC	PURCHASED	3/11/2010	12/09/2010
6	6666 WESTERN LITHIUM USA CORP	PURCHASED	6/01/2005	1/14/2011
7	20 CALL HALO 09/17/11	PURCHASED	2/07/2011	2/07/2011
8	80 CALL HALO 09/17/11	PURCHASED	2/08/2011	2/08/2011
9	15000 POLARIS MINERALS CORP	PURCHASED	6/01/2000	3/03/2011
10	20000 WESTERN LITHIUM USA CORP	PURCHASED	6/01/2005	3/03/2011

GEM FOUNDATION

20-2016199

**STATEMENT 8 (CONTINUED)**  
**FORM 990-PF, PART IV, LINE 1**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	1,230.		482.	748.				\$ 748.
2	2,889.		1,131.	1,758.				1,758.
3	1,230.		482.	748.				748.
4	34,139.		14,261.	19,878.				19,878.
5	23,942.		36,200.	-12,258.				-12,258.
6	9,432.		8,937.	495.				495.
7	2,170.		2,713.	-543.				-543.
8	8,670.		8,137.	533.				533.
9	21,337.		6,750.	14,587.				14,587.
10	28,457.		25,195.	3,262.				3,262.
							TOTAL	\$ 29,208.

**STATEMENT 9**  
**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
EDWARD L MERCADO 117 SIXTH STREET DEL MAR, CA 92014	PRESIDENT 5	\$ 0.	\$ 0.	\$ 0.
KAREN A MERCALDO 117 SIXTH STREET DEL MAR, CA 92014	SEC./TREASURER 10	0.	0.	0.
DOMINIC MERCALDO 117 SIXTH STREET DEL MAR, CA 92014	DIRECTOR 5	0.	0.	0.
GIANNA MERCALDO 117 SIXTH STREET DEL MAR, CA 92014	DIRECTOR 5	0.	0.	0.
ARTHUR R RULE 7540 NAVIGATOR CIRCLE CARLSBAD, CA 92011	DIRECTOR 5	0.	0.	0.
	TOTAL	\$ 0.	\$ 0.	\$ 0.

**STATEMENT 10**  
**FORM 990-PF, PART IX-A, LINE 1**  
**SUMMARY OF DIRECT CHARITABLE ACTIVITIES**

<u>DIRECT CHARITABLE ACTIVITIES</u>	<u>EXPENSES</u>
THE SOCIAL ENTREPRENEURSHIP FORUM, CONVENED IN SAN DIEGO IN OCTOBER, 2010, BROUGHT TOGETHER A DIVERSE GROUP OF 50 SOCIAL ENTREPRENEURS, 50 BUSINESS ENTREPRENEURS AND 50 STUDENTS COMMITTED TO SOCIAL AND ENVIRONMENTAL BENEFIT TO EXPLORE WAYS TO WORK TOGETHER. SPONSORED BY QUALCOMM WIRELESS REACH AND IN COLLABORATION WITH ASHOKA AND PCI, THE FORUM WAS DESIGNED TO FOSTER A COMMUNITY OF ENTREPRENEURS INTERESTED IN SOCIAL CHANGE. PARTICIPANTS SHARED THEIR ENERGY, EXPERIENCE AND EXPERTISE, EXPLORED ELEMENTS OF INFRASTRUCTURE FOR SOCIAL INNOVATION AND IDENTIFIED OPPORTUNITIES FOR BOLD COLLECTIVE ACTION. VIDEO FROM THE FORUM WILL BE POSTED ON THE GEM WEBSITE, AND THE CONVERSATIONS WILL FRAME AND FOCUS FUTURE CONVENINGS.	\$ 16,290.

**STATEMENT 11**  
**FORM 990-PF, PART IX-A, LINE 2**  
**SUMMARY OF DIRECT CHARITABLE ACTIVITIES**

<u>DIRECT CHARITABLE ACTIVITIES</u>	<u>EXPENSES</u>
THE CENTER ON GLOBAL JUSTICE AT UCSD WAS FOUNDED IN 2011 TO CONNECT RESEARCH TO PRACTICE AND THE UNIVERSITY TO THE COMMUNITY IN WAYS THAT ENHANCE LEARNING AND IMPROVE GLOBAL IMPACT. GEM IS COMMITTED TO CREATING AND SUPPORTING WAYS FOR THE CENTER TO CONNECT WITH PRACTITIONERS, PRIMARILY NGO'S, AND ENGAGE IN CONVERSATIONS AND COMMUNICATIONS THAT ENLIGHTEN AND BENEFIT BOTH. WE CONTINUE TO SEARCH FOR OPPORTUNITIES FOR ON-THE GROUND COLLABORATIONS BETWEEN RESEARCHERS AND PRACTITIONERS THAT WILL ENHANCE AND EFFECTIVELY MEASURE PROGRAM IMPACTS ACROSS THE SPECTRUM OF HUMAN DEVELOPMENT AND SOCIAL CHANGE AND CONTRIBUTE TO ONGOING LEARNING.	\$ 1,067.

**STATEMENT 12**  
**FORM 990-PF, PART IX-A, LINE 3**  
**SUMMARY OF DIRECT CHARITABLE ACTIVITIES**

<u>DIRECT CHARITABLE ACTIVITIES</u>	<u>EXPENSES</u>
THE EAST AFRICA VISION TRIP WAS TO SEE AND UNDERSTAND THE IMPACT OF SAVINGS-LED MICROFINANCE PROGRAMS IN ETHIOPIA AND TO ASSESS THE POTENTIAL FOR EXPANDING THE PROGRAM GLOBALLY. IN MEETINGS WITH PASTORAL COMMUNITIES IN AFAR AND URBAN COMMUNITIES IN ADDIS ABABA WE WERE IMPRESSED BY THE SOCIAL AS WELL AS FINANCIAL IMPACT OF THE SAVINGS GROUPS AND ENCOURAGED THAT THE PROGRAM CAN BE ADAPTED GLOBALLY. THE PROGRAM TRAINS WOMEN (PRIMARILY) TO ORGANIZE THEMSELVES TO SAVE THEIR OWN RESOURCES AND MAKE THEIR OWN DECISIONS ABOUT HOW BEST TO IMPROVE THEIR MEMBERS' AND COMMUNITIES' LIVES. THE SAVINGS GROUPS HAVE DEMONSTRATED THEIR ABILITY TO BE SELF-SUSTAINING IN AS LITTLE AS 18 MONTHS. GEM HAS CO-INVESTED STARTUP CAPITAL TO ADAPT AND EXPAND THE PROGRAM GLOBALLY OVER THE NEXT THREE YEARS.	\$ 8,903.

**STATEMENT 13**  
**FORM 990-PF, PART XV, LINE 1A**  
**FOUNDATION MANAGERS - 2% OR MORE CONTRIBUTORS**

EDWARD L MERCADO  
KAREN A MERCALDO

**STATEMENT 14**  
**FORM 990-PF, PART XV, LINE 3A**  
**RECIPIENT PAID DURING THE YEAR**

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
PROJECT CONCERN INTERNATIONAL 5151 MURPHY CANYON RD 320 SAN DIEGO, CA 92123	NONE	EXEMPT	CHARITABLE	\$ 110,000.
PROJECT RESPONSIBILITY PO BOX 433199 SAN YSIDRO, CA 92143	NONE	EXEMPT	CHARITABLE	1,000.
UNITED THROUGH READING 11555 SORRENTO VALLEY RD SAN DIEGO, CA 92121	NONE	EXEMPT	EDUCATIONAL	2,500.
THE CHILDREN'S INITIATIVE 4438 INGRAHAM STREET SAN DIEGO, CA 92109	NONE	EXEMPT	EDUCATIONAL	1,000.
ALZHEIMER'S ASSOCIATION 322 EIGHTH AVE., 7TH FLOOR NEW YORK, NY 10001	NONE			100.
CARR EDUCATIONAL FOUNDATION PO BOX 4333 SAN RAFAEL, CA 94913	NONE			400.
TOTAL				\$ 115,000.