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

**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 change

**Winifred Johnson Clive Foundation**  
1660 Bush Street #300  
San Francisco, CA 94109

**A** Employer identification number  
25-6277031  
**B** Telephone number (see the instructions)  
415-561-6540  
**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)  
**\$** 15,328,772.  
**J** Accounting method  Cash  Accrual  
 Other (specify) Modified Cash  
*(Part I, column (d) must be on cash basis)*

| <b>Part I Analysis of Revenue and Expenses</b> (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) |
|---|---|------------------------------------|---------------------------|-------------------------|---|
| <b>REVENUE</b>  | <b>1</b> Contributions, gifts, grants, etc. received (att sch)                        |                                    |                           |                         |   |
|   | <b>2</b> Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B |                                    |                           |                         |   |
|   | <b>3</b> Interest on savings and temporary cash investments                           | 198.                               | 198.                      | N/A                     |   |
|   | <b>4</b> Dividends and interest from securities                                       | 404,101.                           | 404,101.                  |                         |   |
|   | <b>5a</b> Gross rents   |                                    |                           |                         |   |
|   | <b>b</b> Net rental income or (loss)  |                                    |                           |                         |   |
|   | <b>6a</b> Net gain/(loss) from sale of assets not on line 10                          | 90,886.                            |                           |                         |   |
|   | <b>b</b> Gross sales price for all assets on line 6a                                  | 3,548,701.                         |                           |                         |   |
|   | <b>7</b> Capital gain net income (from Part IV, line 2)                               |                                    | 90,886.                   |                         |   |
|   | <b>8</b> Net short-term capital gain  |                                    |                           |                         |   |
|   | <b>9</b> Income modifications   |                                    |                           |                         |   |
|   | <b>10a</b> Gross sales less returns and allowances                                    |                                    |                           |                         |   |
| <b>b</b> Less: Cost of goods sold   |   |                                    |                           |                         |   |
| <b>c</b> Gross profit/(loss) (att sch)  |   |                                    |                           |                         |   |
| <b>11</b> Other income (attach schedule)  | 29,843.   | 231.                               |                           |                         |   |
| <b>12 Total.</b> Add lines 1 through 11   | 525,028.  | 495,416.                           |                           |                         |   |
| <b>ADMINISTRATIVE AND EXPENSES</b>  | <b>13</b> Compensation of officers, directors, trustees, etc                          | 0.                                 |                           |                         |   |
|   | <b>14</b> Other employee salaries and wages   |                                    |                           |                         |   |
|   | <b>15</b> Pension plans, employee benefits  |                                    |                           |                         |   |
|   | <b>16a</b> Legal fees (attach schedule)   |                                    |                           |                         |   |
|   | <b>b</b> Accounting fees (attach sch) See St 2  | 4,095.                             |                           |                         | 4,095.  |
|   | <b>c</b> Other prof fees (attach sch) See St 3  | 153,332.                           | 66,238.                   |                         | 87,094.   |
|   | <b>17</b> Interest  |                                    |                           |                         |   |
|   | <b>18</b> Taxes (attach schedule)(see instr) See Stm 4                                | 321.                               |                           |                         |   |
|   | <b>19</b> Depreciation (attach sch) and depletion                                     |                                    |                           |                         |   |
|   | <b>20</b> Occupancy   |                                    |                           |                         |   |
|   | <b>21</b> Travel, conferences, and meetings   | 12,869.                            |                           |                         | 12,869.   |
|   | <b>22</b> Printing and publications   |                                    |                           |                         |   |
|   | <b>23</b> Other expenses (attach schedule) See Statement 5                            | 21,167.                            | 3,241.                    |                         | 17,926.   |
|   | <b>24 Total operating and administrative expenses.</b> Add lines 13 through 23        | 191,784.                           | 69,479.                   |                         | 121,984.  |
|   | <b>25</b> Contributions, gifts, grants paid Part XV                                   | 637,044.                           |                           |                         | 637,044.  |
| <b>26 Total expenses and disbursements.</b> Add lines 24 and 25   | 828,828.  | 69,479.                            |                           | 759,028.                |   |
| <b>27 Subtract line 26 from line 12:</b>  |   |                                    |                           |                         |   |
| <b>a Excess of revenue over expenses and disbursements</b>  | -303,800.   |                                    |                           |                         |   |
| <b>b Net investment income</b> (if negative, enter -0-)   |   | 425,937.                           |                           |                         |   |
| <b>c Adjusted net income</b> (if negative, enter -0-)   |   |                                    |                           |                         |   |

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| Part II Balance Sheets      |   | Attached schedules and amounts in the description column should be for end of year amounts only (See instructions)          |                | Beginning of year     | End of year |            |
|-----------------------------|---|---|----------------|-----------------------|-------------|------------|
|                             |   | (a) Book Value  | (b) Book Value | (c) Fair Market Value |             |            |
| ASSETS                      | 1   | Cash — non-interest-bearing   |                | 286,509.              | 1,355,328.  | 1,355,328. |
|                             | 2   | Savings and temporary cash investments  |                |                       |             |            |
|                             | 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>Statement 6</b>                                    |                | 1,750,114.            | 969,164.    | 969,164.   |
|                             | b   | Investments — corporate stock (attach schedule) <b>Statement 7</b>  |                | 9,084,831.            | 9,310,517.  | 9,310,517. |
|                             | c   | Investments — corporate bonds (attach schedule) <b>Statement 8</b>  |                | 2,294,603.            | 2,421,586.  | 2,421,586. |
|                             | 11  | Investments — land, buildings, and equipment, basis   |                |                       |             |            |
|                             | Less: accumulated depreciation (attach schedule)  |   |                |                       |             |            |
| 12                          | Investments — mortgage loans  |   |                |                       |             |            |
| 13                          | Investments — other (attach schedule) <b>Statement 9</b>  |   | 1,416,396.     | 1,109,527.            | 1,109,527.  |            |
| 14                          | Land, buildings, and equipment basis  |   |                |                       |             |            |
|                             | Less: accumulated depreciation (attach schedule)  |   |                |                       |             |            |
| 15                          | Other assets (describe <b>See Statement 10</b> )  |   | 111,790.       | 162,650.              | 162,650.    |            |
| 16                          | <b>Total assets</b> (to be completed by all filers — see instructions. Also, see page 1, item I)  |   | 14,944,243.    | 15,328,772.           | 15,328,772. |            |
| LIABILITIES                 | 17  | Accounts payable and accrued expenses   |                |                       |             |            |
|                             | 18  | Grants payable  |                |                       |             |            |
|                             | 19  | Deferred revenue  |                |                       |             |            |
|                             | 20  | Loans from officers, directors, trustees, & other disqualified persons  |                |                       |             |            |
|                             | 21  | Mortgages and other notes payable (attach schedule)   |                |                       |             |            |
|                             | 22  | Other liabilities (describe )   |                |                       |             |            |
|                             | 23  | <b>Total liabilities</b> (add lines 17 through 22)  |                | 0.                    | 0.          |            |
| NET ASSETS OR FUND BALANCES | <b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> <input checked="" type="checkbox"/> |   |                |                       |             |            |
|                             | 24  | Unrestricted  |                | 14,944,243.           | 15,328,772. |            |
|                             | 25  | Temporarily restricted  |                |                       |             |            |
|                             | 26  | Permanently restricted  |                |                       |             |            |
|                             | <b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input 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  |                |                       |             |            |
|                             | 30  | <b>Total net assets or fund balances</b> (see the instructions)   |                | 14,944,243.           | 15,328,772. |            |
|                             | 31  | <b>Total liabilities and net assets/fund balances</b> (see the instructions)  |                | 14,944,243.           | 15,328,772. |            |

**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 | 14,944,243. |
| 2 | Enter amount from Part I, line 27a   | 2 | -303,800.   |
| 3 | Other increases not included in line 2 (itemize) <b>See Statement 11</b>   | 3 | 688,329.    |
| 4 | Add lines 1, 2, and 3  | 4 | 15,328,772. |
| 5 | Decreases not included in line 2 (itemize)   | 5 |             |
| 6 | <b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) — Part II, column (b), line 30   | 6 | 15,328,772. |

**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<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(month, day, year) | (d) Date sold<br>(month, day, year) |
|--|--|---|-------------------------------------|
| 1a Capital Gain Distribution   | P  | Various                                 | Various                             |
| b Sale of Publicly Traded Securities   | P  | Various                                 | Various                             |
| c Liquidation of Partnership Interest  | P  | 1/01/02                                 | 12/31/10                            |
| d Proceeds Art Auction   | P  | Various                                 | Various                             |
| e  |  |   |                                     |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--|---|--|
| a 28,131.             |  |   | 28,131.                                      |
| b 3,494,248.          |  | 3,453,819.                                      | 40,429.                                      |
| c 20,455.             |  | 3,996.  | 16,459.                                      |
| d 5,867.              |  |   | 5,867.                                       |
| e                     |  |   |  |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                      |   | (l) Gains (Column (h)<br>gain minus column (k), but not less<br>than -0-) or Losses (from column (h)) |
|---|--------------------------------------|---|---|
| (i) Fair Market Value<br>as of 12/31/69   | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of column (i)<br>over column (j), if any |   |
| a   |                                      |   | 28,131.   |
| b   |                                      |   | 40,429.   |
| c   |                                      |   | 16,459.   |
| d   |                                      |   | 5,867.  |
| e   |                                      |   |   |

|   |   |         |
|---|---|---------|
| 2 Capital gain net income or (net capital loss). <span style="float: right;">[ If gain, also enter in Part I, line 7<br/>If (loss), enter -0- in Part I, line 7 ]</span>  | 2 | 90,886. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br><br>If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0-<br>in Part I, line 8 <span style="float: right;">]</span> | 3 | 0.      |

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

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

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

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

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

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

| (a) Base period years<br>Calendar year (or tax year<br>beginning in) | (b) Adjusted qualifying distributions | (c) Net value of<br>noncharitable-use assets | (d) Distribution ratio<br>(column (b) divided by column (c)) |
|--|---------------------------------------|--|--|
| 2009   | 849,933.                              | 14,579,036.                                  | 0.058298   |
| 2008   | 942,069.                              | 13,729,675.                                  | 0.068616   |
| 2007   | 1,017,554.                            | 17,328,726.                                  | 0.058721   |
| 2006   | 821,588.                              | 19,305,087.                                  | 0.042558   |
| 2005   | 918,551.                              | 18,345,037.                                  | 0.050071   |

|  |   |             |
|--|---|-------------|
| 2 Total of line 1, column (d)  | 2 | 0.278264    |
| 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 | 0.055653    |
| 4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5   | 4 | 15,476,648. |
| 5 Multiply line 4 by line 3  | 5 | 861,322.    |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)   | 6 | 4,259.      |
| 7 Add lines 5 and 6  | 7 | 865,581.    |
| 8 Enter qualifying distributions from Part XII, line 4   | 8 | 759,028.    |

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

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

|   |    |         |        |
|---|----|---------|--------|
| 1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1.<br>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       | 8,519. |
| 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       | 8,519. |
| 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       | 8,519. |
| 6 Credits/Payments.   |    |         |        |
| a 2010 estimated tax pmts and 2009 overpayment credited to 2010   | 6a | 5,589.  |        |
| b Exempt foreign organizations – tax withheld at source   | 6b |         |        |
| c Tax paid with application for extension of time to file (Form 8868)   | 6c | 5,200.  |        |
| d Backup withholding erroneously withheld   | 6d |         |        |
| 7 Total credits and payments. Add lines 6a through 6d   | 7  | 10,789. |        |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached  | 8  | 21.     |        |
| 9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed  | 9  | 0.      |        |
| 10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid   | 10 | 2,249.  |        |
| 11 Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> 2,249.   Refunded <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)?<br><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 Form 1120-POL for this year?   |     | X  |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year.<br>(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?<br><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 Form 990-T for this year?   | X   |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br><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:<br>• By language in the governing instrument, or<br>• 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) <input type="checkbox"/><br>FL 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? <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><br>See Statement 12   | X   |    |

BAA

Form 990-PF (2010)



**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

6b X

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

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

7b N/A

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

**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 13     |  | 0.  | 0.  | 0.                                    |
|                      |  |   |   |                                       |
|                      |  |   |   |                                       |
|                      |  |   |   |                                       |
|                      |  |   |   |                                       |

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

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

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

| (a) Name and address of each person paid more than \$50,000                                | (b) Type of service  | (c) Compensation |
|--|----------------------|------------------|
| Petersen, Flynn & Dinsmore, Inc.<br>One Market St., Ste 1208<br>San Francisco, CA 94105    | Invstmnt Fees/Plan   | 66,664.          |
| Pacific Foundation Services, LLC<br>1660 Bush Street, Suite 300<br>San Francisco, CA 94109 | Grant Administration | 70,894.          |
| -----  |                      |                  |
| -----  |                      |                  |
| -----  |                      |                  |
| 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<br>-----   |          |
| 2<br>-----   |          |
| 3<br>-----   |          |
| 4<br>-----   |          |

**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<br>-----  |        |    |
| 2<br>-----  |        |    |
| All other program-related investments. See instructions.<br>3<br>-----  |        |    |
| Total. Add lines 1 through 3  |        | 0. |

BAA

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

|   |           |             |
|---|-----------|-------------|
| <b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes. |           |             |
| <b>a</b> Average monthly fair market value of securities  | <b>1a</b> | 14,579,154. |
| <b>b</b> Average of monthly cash balances   | <b>1b</b> | 710,237.    |
| <b>c</b> Fair market value of all other assets (see instructions)   | <b>1c</b> | 422,942.    |
| <b>d Total</b> (add lines 1a, b, and c)   | <b>1d</b> | 15,712,333. |
| <b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)  | <b>1e</b> | 0.          |
| <b>2</b> Acquisition indebtedness applicable to line 1 assets   | <b>2</b>  | 0.          |
| <b>3</b> Subtract line 2 from line 1d   | <b>3</b>  | 15,712,333. |
| <b>4</b> Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)  | <b>4</b>  | 235,685.    |
| <b>5 Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4       | <b>5</b>  | 15,476,648. |
| <b>6 Minimum investment return.</b> Enter 5% of line 5  | <b>6</b>  | 773,832.    |

**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.)

|   |           |          |
|---|-----------|----------|
| <b>1</b> Minimum investment return from Part X, line 6  | <b>1</b>  | 773,832. |
| <b>2a</b> Tax on investment income for 2010 from Part VI, line 5  | <b>2a</b> | 8,519.   |
| <b>b</b> Income tax for 2010. (This does not include the tax from Part VI.)                                 | <b>2b</b> |          |
| <b>c</b> Add lines 2a and 2b  | <b>2c</b> | 8,519.   |
| <b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1                              | <b>3</b>  | 765,313. |
| <b>4</b> Recoveries of amounts treated as qualifying distributions  | <b>4</b>  |          |
| <b>5</b> Add lines 3 and 4  | <b>5</b>  | 765,313. |
| <b>6</b> Deduction from distributable amount (see instructions)   | <b>6</b>  |          |
| <b>7 Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | 765,313. |

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

|   |           |          |
|---|-----------|----------|
| <b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes.  |           |          |
| <b>a</b> Expenses, contributions, gifts, etc -- total from Part I, column (d), line 26  | <b>1a</b> | 759,028. |
| <b>b</b> Program-related investments -- total from Part IX-B  | <b>1b</b> |          |
| <b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes   | <b>2</b>  |          |
| <b>3</b> Amounts set aside for specific charitable projects that satisfy the.   |           |          |
| <b>a</b> Suitability test (prior IRS approval required)   | <b>3a</b> |          |
| <b>b</b> Cash distribution test (attach the required schedule)  | <b>3b</b> |          |
| <b>4 Qualifying distributions</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4  | <b>4</b>  | 759,028. |
| <b>5</b> 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) | <b>5</b>  |          |
| <b>6 Adjusted qualifying distributions.</b> Subtract line 5 from line 4   | <b>6</b>  | 759,028. |

**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)<br>Corpus | (b)<br>Years prior to 2009 | (c)<br>2009 | (d)<br>2010 |
|---|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2010 from Part XI, line 7   |               |                            |             | 765,313.    |
| <b>2</b> Undistributed income, if any, as of the end of 2010  |               |                            |             |             |
| <b>a</b> Enter amount for 2009 only   |               |                            | 385,351.    |             |
| <b>b</b> Total for prior years 20____, 20____, 20____   |               | 0.                         |             |             |
| <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  | 0.            |                            |             |             |
| <b>4</b> Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ <u>759,028.</u>   |               |                            |             |             |
| <b>a</b> Applied to 2009, but not more than line 2a   |               |                            | 385,351.    |             |
| <b>b</b> Applied to undistributed income of prior years (Election required — see instructions)  |               | 0.                         |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required — see instructions)  | 0.            |                            |             |             |
| <b>d</b> Applied to 2010 distributable amount   |               |                            |             | 373,677.    |
| <b>e</b> Remaining amount distributed out of corpus   | 0.            |                            |             |             |
| <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).)                                       | 0.            |                            |             | 0.          |
| <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  | 0.            |                            |             |             |
| <b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b   |               | 0.                         |             |             |
| <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 |               | 0.                         |             |             |
| <b>d</b> Subtract line 6c from line 6b. Taxable amount — see instructions   |               | 0.                         |             |             |
| <b>e</b> Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount — see instructions  |               |                            | 0.          |             |
| <b>f</b> Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011  |               |                            |             | 391,636.    |
| <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)                                  | 0.            |                            |             |             |
| <b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)  | 0.            |                            |             |             |
| <b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a  | 0.            |                            |             |             |
| <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   |               |                            |             |             |

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

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

**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2) )  
None

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.  
None

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

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

a The name, address, and telephone number of the person to whom applications should be addressed.  
  
See Statement 14

b The form in which applications should be submitted and information and materials they should include.  
  
See Statement for Line 2a

c Any submission deadlines.  
  
See Statement for Line 2a

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors.  
  
See Statement for Line 2a

**Part XV** Supplementary Information (continued)

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

| Recipient<br>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<br>See Statement 15       |   |                                |                                  |               |
| <b>Total</b>                                     |   |                                |                                  | ▶ 3a 637,044. |
| b Approved for future payment                    |   |                                |                                  |               |
| <b>Total</b>                                     |   |                                |                                  | ▶ 3b          |





# Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury  
Internal Revenue Service

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- 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](http://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

|  |   |   |
|--|---|---|
| <b>Type or print</b><br><br><small>File by the due date for filing your return. See instructions</small> | Name of exempt organization<br><b>Winifred Johnson Clive Foundation</b>   | Employer identification number<br><b>25-6277031</b> |
|  | Number, street, and room or suite number. If a P O box, see instructions<br><b>1660 Bush Street #300</b>                  |   |
|  | City, town or post office, state, and ZIP code. For a foreign address, see instructions<br><b>San Francisco, CA 94109</b> |   |
|  | COPY  |   |

Enter the Return code for the return that this application is for (file a separate application for each return) 04

| 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 (section 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 ► Pacific Foundation Svcs LLC -----

Telephone No. ► 415-561-6540 ----- FAX No ► -----

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

**1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 7/15, 20 12, to file the exempt organization return for the organization named above.  
The extension is for the organization's return for

- calendar year 20 \_\_\_\_ or
- tax year beginning 12/01, 20 10, and ending 11/30, 20 11.

**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

|   |                      |
|---|----------------------|
| <b>3a</b> 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                                   | <b>3a</b> \$ 15,998. |
| <b>b</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 | <b>3b</b> \$ 10,798. |
| <b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions             | <b>3c</b> \$ 5,200.  |

**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.

## Winifred Johnson Clive Foundation

25-6277031

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

|                           | (a)<br>Revenue<br>per Books | (b) Net<br>Investment<br>Income | (c)<br>Adjusted<br>Net Income |
|---------------------------|-----------------------------|---------------------------------|-------------------------------|
| Income fm Investment Psps | \$ 29,843.                  | \$ 231.                         |                               |
| <b>Total</b>              | <b>\$ 29,843.</b>           | <b>\$ 231.</b>                  | <b>0.</b>                     |

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

|                 | (a)<br>Expenses<br>per Books | (b) Net<br>Investment<br>Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |
|-----------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| Accounting Fees | \$ 4,095.                    |                                 |                               | \$ 4,095.                     |
| <b>Total</b>    | <b>\$ 4,095.</b>             | <b>\$ 0.</b>                    |                               | <b>\$ 4,095.</b>              |

**Statement 3**  
**Form 990-PF, Part I, Line 16c**  
**Other Professional Fees**

|                            | (a)<br>Expenses<br>per Books | (b) Net<br>Investment<br>Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |
|----------------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| Consultants                | \$ 16,200.                   |                                 |                               | \$ 16,200.                    |
| Grant Administration       | 70,894.                      |                                 |                               | 70,894.                       |
| Investment Management Fees | 66,238.                      | \$ 66,238.                      |                               |                               |
| <b>Total</b>               | <b>\$ 153,332.</b>           | <b>\$ 66,238.</b>               |                               | <b>\$ 87,094.</b>             |

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

|              | (a)<br>Expenses<br>per Books | (b) Net<br>Investment<br>Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |
|--------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| UBI Tax      | \$ 321.                      |                                 |                               |                               |
| <b>Total</b> | <b>\$ 321.</b>               | <b>\$ 0.</b>                    |                               | <b>0.</b>                     |

## Winifred Johnson Clive Foundation

25-6277031

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

|                       | (a)<br>Expenses<br>per Books | (b) Net<br>Investment<br>Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |
|-----------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| Art Appraisal         | \$ 3,186.                    | \$ 3,186.                       |                               |                               |
| Bank Fees             | 55.                          | 55.                             |                               |                               |
| Board Meeting Expense | 15,098.                      |                                 |                               | \$ 15,098.                    |
| Dues & Subscriptions  | 2,195.                       |                                 |                               | 2,195.                        |
| Filing Fees           | 85.                          |                                 |                               | 85.                           |
| Office Supplies       | 68.                          |                                 |                               | 68.                           |
| Website               | 480.                         |                                 |                               | 480.                          |
| <b>Total</b>          | <u>\$ 21,167.</u>            | <u>\$ 3,241.</u>                |                               | <u>\$ 17,926.</u>             |

**Statement 6**  
**Form 990-PF, Part II, Line 10a**  
**Investments - U.S. and State Government Obligations**

| <u>U.S. Government Obligations</u> | <u>Valuation<br/>Method</u> | <u>Book<br/>Value</u> | <u>Fair Market<br/>Value</u> |
|------------------------------------|-----------------------------|-----------------------|------------------------------|
| US Infl Index 1.875% Due 07/15/13  | Mkt Val                     | \$ 969,164.           | \$ 969,164.                  |
|                                    |                             | \$ 969,164.           | \$ 969,164.                  |
|                                    | <b>Total</b>                | <u>\$ 969,164.</u>    | <u>\$ 969,164.</u>           |

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

| <u>Corporate Stocks</u>               | <u>Valuation<br/>Method</u> | <u>Book<br/>Value</u> | <u>Fair Market<br/>Value</u> |
|---------------------------------------|-----------------------------|-----------------------|------------------------------|
| Bristol-Myers Squibb, 14,300 Sh.      | Mkt Val                     | \$ 467,896.           | \$ 467,896.                  |
| Molex Inc., 16,400 Sh.                | Mkt Val                     | 343,416.              | 343,416.                     |
| Weatherford International, 19,500 Sh. | Mkt Val                     | 295,620.              | 295,620.                     |
| Gallagher, Arthur & Co., 14,000 Sh.   | Mkt Val                     | 433,720.              | 433,720.                     |
| Abbott Laboratories, 8,500 Sh.        | Mkt Val                     | 463,675.              | 463,675.                     |
| Verizon Communications, 12,500 Sh.    | Mkt Val                     | 471,625.              | 471,625.                     |
| Tyco Intl Ltd, 7,925 Sh.              | Mkt Val                     | 380,083.              | 380,083.                     |
| Reliance Stl & Aluminum, 7,000 Sh.    | Mkt Val                     | 343,770.              | 343,770.                     |
| Fiserv Inc, 6,350 Sh.                 | Mkt Val                     | 366,141.              | 366,141.                     |
| Simpson Manufacturing Co, 11,700 Sh.  | Mkt Val                     | 387,270.              | 387,270.                     |
| Amgen Inc, 6,000 Sh.                  | Mkt Val                     | 347,460.              | 347,460.                     |
| Aptargroup Inc, 7,650 Sh.             | Mkt Val                     | 388,543.              | 388,543.                     |
| Clicksoftware Tech Ltd, 44,500 Sh.    | Mkt Val                     | 402,725.              | 402,725.                     |
| ConocoPhillips 5,300 Sh.              | Mkt Val                     | 377,996.              | 377,996.                     |
| Electronics Arts Inc, 12,800 Sh.      | Mkt Val                     | 296,832.              | 296,832.                     |
| Kimberly-Clark Corp 4,800 Sh.         | Mkt Val                     | 343,056.              | 343,056.                     |
| Microsoft Corp, 11,800 Sh.            | Mkt Val                     | 301,844.              | 301,844.                     |
| Mosaic Company, 4,190 Sh.             | Mkt Val                     | 221,064.              | 221,064.                     |
| PNC Finl Services GP Inc, 1,470 Sh.   | Mkt Val                     | 79,689.               | 79,689.                      |
| Thermo Fisher Scientific, 7,600 Sh.   | Mkt Val                     | 359,100.              | 359,100.                     |
| Transocean Inc New, 3,400 Sh.         | Mkt Val                     | 145,690.              | 145,690.                     |

## Winifred Johnson Clive Foundation

25-6277031

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

| <u>Corporate Stocks</u>          | <u>Valuation Method</u> | <u>Book Value</u>    | <u>Fair Market Value</u> |
|----------------------------------|-------------------------|----------------------|--------------------------|
| Validus Holdings Ltd, 11,380 Sh. | Mkt Val                 | \$ 342,424.          | \$ 342,424.              |
| Waste Management Inc. 8,400 Sh.  | Mkt Val                 | 262,920.             | 262,920.                 |
| Disney Walt Co, 7,000 Sh.        | Mkt Val                 | 250,950.             | 250,950.                 |
| Kraft Foods, 10,000 Sh.          | Mkt Val                 | 361,500.             | 361,500.                 |
| Johnson & Johnson, 4,900 Sh.     | Mkt Val                 | 317,128.             | 317,128.                 |
| Pepsico Inc, 5,000 Sh.           | Mkt Val                 | 320,000.             | 320,000.                 |
| Qualcomm Inc, 4,350 Sh.          | Mkt Val                 | 238,380.             | 238,380.                 |
|                                  | Total                   | <u>\$ 9,310,517.</u> | <u>\$ 9,310,517.</u>     |

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

| <u>Corporate Bonds</u>                | <u>Valuation Method</u> | <u>Book Value</u>    | <u>Fair Market Value</u> |
|---------------------------------------|-------------------------|----------------------|--------------------------|
| General Electric 5% Due 02/01/13      | Mkt Val                 | \$ 756,184.          | \$ 756,184.              |
| Wal-Mart 4.5% Due 07/01/15            | Mkt Val                 | 419,276.             | 419,276.                 |
| Pfizer 4.5% Due 02/15/14              | Mkt Val                 | 810,370.             | 810,370.                 |
| AT&T 5.875% Due 08/15/12              | Mkt Val                 | 103,490.             | 103,490.                 |
| Berkshire Hathaway 2.45% Due 12/15/15 | Mkt Val                 | 201,122.             | 201,122.                 |
| BP Cap Mkts 3.625% Due 05/08/14       | Mkt Val                 | 131,144.             | 131,144.                 |
|                                       | Total                   | <u>\$ 2,421,586.</u> | <u>\$ 2,421,586.</u>     |

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

| <u>Other Investments</u>                | <u>Valuation Method</u>                | <u>Book Value</u>    | <u>Fair Market Value</u> |
|---|--|----------------------|--------------------------|
| Allegheny Manor Associates              | Mkt Val                                | \$ 11,047.           | \$ 11,047.               |
| PC Exploration Inc. Ltd 1984            | Mkt Val                                | 75,000.              | 75,000.                  |
| PC Exploration Inc. Ltd 1985            | Mkt Val                                | 75,000.              | 75,000.                  |
| PC Exploration Inc. Ltd 1986            | Mkt Val                                | 75,000.              | 75,000.                  |
| PC Exploration Inc. Ltd 1988            | Mkt Val                                | 100,000.             | 100,000.                 |
|   | Total Other Investments                | <u>\$ 336,047.</u>   | <u>\$ 336,047.</u>       |
| <u>Other Publicly Traded Securities</u> |  |                      |                          |
| Morgan Stanley Asia Pac Fd, 22,800 Sh.  | Mkt Val                                | 332,880.             | 332,880.                 |
| Templeton Dragon Fund, 16,000 Sh.       | Mkt Val                                | 409,600.             | 409,600.                 |
|   | Total Other Publicly Traded Securities | <u>\$ 742,480.</u>   | <u>\$ 742,480.</u>       |
| <u>Other Securities</u>                 |  |                      |                          |
| Blair Strip Steel, 5 Sh.                | Mkt Val                                | 31,000.              | 31,000.                  |
|   | Total Other Securities                 | <u>\$ 31,000.</u>    | <u>\$ 31,000.</u>        |
|   | Total                                  | <u>\$ 1,109,527.</u> | <u>\$ 1,109,527.</u>     |

Winifred Johnson Clive Foundation

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**Statement 10**  
**Form 990-PF, Part II, Line 15**  
**Other Assets**

|                  | <u>Book Value</u>  | <u>Fair Market Value</u> |
|------------------|--------------------|--------------------------|
| Art Work on Loan | \$ 162,650.        | \$ 162,650.              |
| Total            | <u>\$ 162,650.</u> | <u>\$ 162,650.</u>       |

**Statement 11**  
**Form 990-PF, Part III, Line 3**  
**Other Increases**

|                               |                    |
|-------------------------------|--------------------|
| Appraisal of Donated Artwork  | \$ 114,122.        |
| FMV Adjustment of Investments | 574,207.           |
| Total                         | <u>\$ 688,329.</u> |

**Statement 12**  
**Form 990-PF, Part VII-A, Line 10**  
**Substantial Contributors During the Tax Year**

| <u>Name of Substantial Contributor</u> | <u>Address of Substantial Contributor</u>       |
|--|---|
| Estate of Winifred Clive               | c/o 1660 Bush Street<br>San Francisco, CA 94109 |

**Statement 13**  
**Form 990-PF, Part VIII, Line 1**  
**List of Officers, Directors, Trustees, and Key Employees**

| <u>Name and Address</u>  | <u>Title and Average Hours Per Week Devoted</u> | <u>Compensation</u> | <u>Contribution to EBP &amp; DC</u> | <u>Expense Account/ Other</u> |
|--|---|---------------------|-------------------------------------|-------------------------------|
| Grace J. Perkins<br>1660 Bush St, Ste 300<br>San Francisco, CA 94109-5308      | Trustee<br>5                                    | \$ 0.               | \$ 0.                               | \$ 0.                         |
| Lisa J. Lunday<br>1660 Bush St, Ste 300<br>San Francisco, CA 94109-5308        | Sec'y/Trustee<br>5                              | 0.                  | 0.                                  | 0.                            |
| Winifred J. Sharp<br>1660 Bush St, Ste 300<br>San Francisco, CA 94109-5308     | Chair<br>5                                      | 0.                  | 0.                                  | 0.                            |
| Stephanie J. Kiewlich<br>1660 Bush St, Ste 300<br>San Francisco, CA 94109-5308 | Trustee<br>5                                    | 0.                  | 0.                                  | 0.                            |

Winifred Johnson Clive Foundation

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**Statement 13 (continued)**  
**Form 990-PF, Part VIII, Line 1**  
**List of Officers, Directors, Trustees, and Key Employees**

| Name and Address   | Title and<br>Average Hours<br>Per Week Devoted | Compen-<br>sation | Contri-<br>bution to<br>EBP & DC | Expense<br>Account/<br>Other |
|--|--|-------------------|----------------------------------|------------------------------|
| Elizabeth Stewart<br>1660 Bush St, Ste 300<br>San Francisco, CA 94109-5308   | Trustee<br>5                                   | \$ 0.             | \$ 0.                            | \$ 0.                        |
| Gaelyn J. Sharp<br>1660 Bush St, Ste 300<br>San Francisco, CA 94109-5308     | Trustee<br>5                                   |                   | 0.                               | 0.                           |
| Jonathan C. Perkins<br>1660 Bush St, Ste 300<br>San Francisco, CA 94109-5308 | Trustee<br>5                                   |                   | 0.                               | 0.                           |
| Steger Johnson<br>1660 Bush St, Ste 300<br>San Francisco, CA 94109-5308      | President<br>5                                 |                   | 0.                               | 0.                           |
| <b>Total</b>   |  | <u>\$ 0.</u>      | <u>\$ 0.</u>                     | <u>\$ 0.</u>                 |

**Statement 14**  
**Form 990-PF, Part XV, Line 2a-d**  
**Application Submission Information**

Name of Grant Program: Fiona Barrett

Name: Fiona Barrett

Care Of:

Street Address: 1660 Bush Street, Ste 300

City, State, Zip Code: San Francisco, CA 94109-5308

Telephone: 415-561-6540

Form and Content: Brief resume of purpose, planned use of funds, and a copy of the exemption letter.

Submission Deadlines: None

Restrictions on Awards: Preference is given to charitable organizations operating for religious, charitable, scientific, artistic, literary, and educational purposes, societies to prevent cruelty to animals and preservation of wildlife, and organizations addressing the problem of aging and the aging needy.

## Winifred Johnson Clive Foundation

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**Statement 15**  
**Form 990-PF, Part XV, Line 3a**  
**Recipient Paid During the Year**

| <u>Name and Address</u>   | <u>Donee Relationship</u> | <u>Found-<br/>ation<br/>Status</u> | <u>Purpose of<br/>Grant</u>   | <u>Amount</u> |
|---|---------------------------|------------------------------------|---|---------------|
| Cornell Fine Arts Museum<br>1000 Holt Ave<br>Winter Park, FL 32789                          | N/A                       | 509(a) (1)                         | General Support   | \$ 55,350.    |
| Groundswell Comm. Mural<br>Prjct<br>540 President Street, Suite<br>1A<br>Brooklyn, NY 11215 | N/A                       | 509(a) (1)                         | Transforming and<br>Greening Urban<br>Spaces  | 10,000.       |
| Orlando Museum of Art, Inc.<br>2416 N. Mills Avenue<br>Orlando, FL 32803                    | N/A                       | 509(a) (1)                         | School Learning<br>Trips and<br>Professional<br>Development<br>Workshop Program                         | 20,000.       |
| Fine Arts Museums of SF<br>50 Hagiwara Tea Garden Dr.<br>San Francisco, CA 94118            | N/A                       | 509(a) (1)                         | Friday Nights at<br>the de Young  | 50,000.       |
| Institute on Aging<br>3575 Geary Blvd<br>San Francisco, CA 94118                            | N/A                       | 509(a) (1)                         | Center for<br>Elders and Youth<br>in the Arts<br>Program and<br>Corporate Art<br>Lending Program        | 25,000.       |
| Richmond Dist. Neighborhood<br>Ctr<br>741 30th Ave<br>San Francisco, CA 94121               | N/A                       | 509(a) (1)                         | Multicultural<br>Children's Art<br>Program  | 15,000.       |
| SF Art Institute<br>800 Chestnut Street<br>San Francisco, CA 94133                          | N/A                       | 509(a) (1)                         | 2010-2011<br>Distinguished<br>Visiting<br>Fellowship for<br>Interdisciplinar<br>y Painting<br>Practices | 30,000.       |
| Southwest Indian Foundation<br>201 East Highway 66<br>Gallup, NM 87301                      | N/A                       | 509(a) (1)                         | Children's Art<br>Scholarship and<br>Art Outreach<br>Programs   | 25,000.       |
| Unity Care Group, Inc<br>237 Race Street<br>San Jose, CA 95126                              | N/A                       | 509(a) (1)                         | Unity Care<br>Summer of<br>Learning   | 25,000.       |

## Winifred Johnson Clive Foundation

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Statement 15 (continued)  
Form 990-PF, Part XV, Line 3a  
Recipient Paid During the Year

| Name and Address   | Donee Relationship | Found-ation Status | Purpose of Grant  | Amount     |
|--|--------------------|--------------------|---|------------|
| Center for Great Apes<br>PO Box 488<br>Wauchula, FL 33873                              | N/A                | 509(a) (1)         | Construction of new indoor and outdoor facilities         | \$ 50,000. |
| A Gift for Teaching, Inc.<br>6501 Magic Way Bldg 400 C<br>Orlando, FL 32908            | N/A                | 509(a) (1)         | School SmARTS and A Gift for Music                        | 7,912.     |
| Child Advocacy Ctr of the Ninth Judicial<br>P O Box 928<br>Lenoir City, TN 37771       | N/A                | 509(a) (1)         | SCAN Program and Teen Mom Support and Education Group     | 10,000.    |
| Medicine Horse Center<br>P O Box 1074<br>Mancos, CO 81328                              | N/A                | 509(a) (1)         | AWARE Prevention and Intervention Programs                | 15,000.    |
| Siena Heights University<br>1247 E Siena Heights Drive<br>Adrian, MI 49221             | N/A                | 509(a) (1)         | Nursing Scholarship Program                               | 20,000.    |
| The Nueva School<br>6565 Skyline Blvd<br>Hillsborough, CA 94010                        | N/A                | 509(a) (1)         | Social and Emotional Learning Teaching Training Institute | 6,000.     |
| Boy Scouts of America<br>1001 Davis Street<br>San Leandro, CA 94578                    | N/A                | 509(a) (1)         | Tres Ranchos Cub Scout Day Camp                           | 300.       |
| Brooklyn Kindergarten Society<br>57 Willoughby Street, 4th Floor<br>Brooklyn, NY 11201 | N/A                | 509(a) (1)         | Music Program   | 12,500.    |
| The Gabriel Foundation<br>1025 Acoma Street<br>Denver, CO 80204                        | N/A                | 509(a) (1)         | Educational Outreach Program                              | 5,000.     |
| Triskeles Foundation<br>707 Eagleview Blvd, Suite 105<br>Exton, PA 19341               | N/A                | 509(a) (1)         | Sustainable Directions Internship Program                 | 15,000.    |
| United Religions Initiative<br>PO Box 29242<br>San Francisco, CA 94129                 | N/A                | 509(a) (1)         | Bay Area Youth Network                                    | 25,000.    |

## Winifred Johnson Clive Foundation

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Statement 15 (continued)  
Form 990-PF, Part XV, Line 3a  
Recipient Paid During the Year

| Name and Address   | Donee Relationship | Found-ation Status | Purpose of Grant                          | Amount     |
|--|--------------------|--------------------|---|------------|
| Brooklyn Kindergarten Society<br>57 Willoughby Street, 4th Floor<br>Brooklyn, NY 11201 | N/A                | 509(a) (1)         | Music Program                             | \$ 15,000. |
| Medicine Horse Center<br>PO Box 1074<br>Mancos, CO 81328                               | N/A                | 509(a) (1)         | AWARE Growth and Learning Programs        | 35,000.    |
| Buck Institute for Age Research<br>8001 Redwood Blvd<br>Novato, CA 94945               | N/A                | 509(a) (1)         | Summer Scholars Program                   | 25,000.    |
| Castro Valley High School<br>19400 Santa Maria Ave<br>Castro Valley, CA 94546          | N/A                | 509(a) (1)         | General Support                           | 900.       |
| City of Dreams<br>PO Box 77007<br>San Francisco, CA 94107                              | N/A                | 509(a) (1)         | Transforming Urban Neighborhoods          | 9,082.     |
| My New Red Shoes<br>111 Anza Blvd, Ste 110<br>Burlingame, CA 94010                     | N/A                | 509(a) (1)         | General Operating Support                 | 10,000.    |
| Oakland Nature Preserve<br>PO Box 841<br>Oakland, FL 34760                             | N/A                | 509(a) (1)         | Environmental Education Programs          | 10,000.    |
| Oakland Nature Preserve<br>PO Box 841<br>Oakland, FL 34760                             | N/A                | 509(a) (1)         | Environmental Education Programs          | 15,000.    |
| Project Hope<br>550 Dudley Street<br>Boston, MA 02119                                  | N/A                | 509(a) (1)         | Children's Center                         | 50,000.    |
| StreetSquash Inc<br>40 West 116th Street<br>New York, NY 10026                         | N/A                | 509(a) (1)         | College Access and Beyond Program         | 35,000.    |
| The Nueva School<br>6565 Skyline Blvd<br>Hillsborough, CA 94010                        | N/A                | 509(a) (1)         | Innovation Learning Conference            | 5,000.     |
| Triskeles Foundation<br>707 Eagleview Blvd, Suite 105<br>Exton, PA 19341               | N/A                | 509(a) (1)         | Sustainable Directions Internship Program | 5,000.     |

Total \$ 637,044.

Statement 16  
Form 990-PF  
Part VII-B, Statements Regarding Activities for Which Form 4720 May Be Required  
Question 1a(4)

The Trustees are reimbursed for out of pocket expenses incurred in attending the various Board meetings which are held at venues within the United States to accommodate the different home states of the various trustees. The total amount reimbursed was \$7,461.13 which included airfare, lodging and conference room rentals.