Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning DEC 1, 2010 , and ending NOV 30, 2011

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

Name of foundation: CERES FOUNDATION

A Employer identification number: 91-2170962

Number and street (or P O box number if mail is not delivered to street address): 18606 RELIANT DRIVE | Room/suite

B Telephone number: N/A

City or town, state, and ZIP code: GAITHERSBURG, MD 20879

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, col. (c), line 16)* ▶$ 25,790,848.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	118.	118.		STATEMENT 1
	4 Dividends and interest from securities	613,053.	613,053.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	823,193.			
	b Gross sales price for all assets on line 6a 10,969,322.				
	7 Capital gain net income (from Part IV, line 2)		823,193.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	216,907.	216,444.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	1,653,271.	1,652,808.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	126,000.	0.		126,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	45,617.	0.		45,617.
	16a Legal fees				
	b Accounting fees STMT 4	41,372.	0.		20,686.
	c Other professional fees STMT 5	103,027.	92,724.		10,303.
	17 Interest				
	18 Taxes STMT 6	70,430.	0.		0.
	19 Depreciation and depletion	473.	0.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	87,256.	83,197.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	474,175.	175,921.		202,606.
	25 Contributions, gifts, grants paid	933,500.			933,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,407,675.	175,921.		1,136,106.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	245,596.			
	b **Net investment income** (if negative, enter -0-)		1,476,887.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Form **990-PF** (2010)

9

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	26,316.	2,061,009.	2,061,009.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	1,168,710.	3,399,838.	3,898,423.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	22,536,696.	18,499,564.	19,830,707.
	14 Land, buildings, and equipment: basis ▶ 2,955.			
	Less accumulated depreciation STMT 11▶ 2,246.	1,182.	709.	709.
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	23,732,904.	23,961,120.	25,790,848.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	23,732,904.	23,961,120.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	23,732,904.	23,961,120.	
	31 **Total liabilities and net assets/fund balances**	23,732,904.	23,961,120.	

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	23,732,904.
2	Enter amount from Part I, line 27a	2	245,596.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	23,978,500.
5	Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	5	17,380.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	23,961,120.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	10,969,322.		10,265,901.	823,193.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				823,193.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } **2** 823,193.

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

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	1,447,222.	26,505,970.	.054600
2008	1,331,580.	22,973,535.	.057961
2007	1,245,891.	27,501,715.	.045302
2006	1,673,634.	31,862,802.	.052526
2005	1,319,424.	28,998,389.	.045500

2	**Total** of line 1, column (d)	2	.255889
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	.051178
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	27,036,725.
5	Multiply line 4 by line 3	5	1,383,686.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	14,769.
7	Add lines 5 and 6	7	1,398,455.
8	Enter qualifying distributions from Part XII, line 4	8	1,136,106.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	29,538.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	29,538.
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	29,538.
6	Credits/Payments:			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a 57,600.		
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	57,600.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	28,062.
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 28,062. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

		Line	Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *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.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NONE			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ WRIGHT FORD YOUNG & CO. Telephone no. ▶ (949) 910-2727

Located at ▶ 16140 SAND CANYON AVENUE, IRVINE, CA ZIP+4 ▶ 92618

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

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

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

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

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

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

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

			Yes	No
5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DANIEL C. MILDER 18606 RELIANT DRIVE GAITHERSBURG, MD 20879	PRESIDENT 20.00	126,000.	45,617.	0.
DONALD B. MILDER 18606 RELIANT DRIVE GAITHERSBURG, MD 20879	CFO 1.00	0.	0.	0.
TERRI L. MILDER 18606 RELIANT DRIVE GAITHERSBURG, MD 20879	SECRETARY 1.00	0.	0.	0.

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

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

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

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	19,929,828.
b	Average of monthly cash balances		1b	1,017,236.
c	Fair market value of all other assets		1c	6,501,388.
d	**Total** (add lines 1a, b, and c)		1d	27,448,452.
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	27,448,452.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	411,727.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	27,036,725.
6	**Minimum investment return.** Enter 5% of line 5		6	1,351,836.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6		1	1,351,836.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 29,538.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	29,538.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	1,322,298.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	1,322,298.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	1,322,298.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,136,106.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,136,106.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,136,106.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,322,298.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			928,815.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 1,136,106.				
a Applied to 2009, but not more than line 2a			928,815.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				207,291.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				1,115,007.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

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

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

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

1 **Information Regarding Foundation Managers:**

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

DONALD B. MILDER

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE GRANT DETAILS ATTACHED	NONE	501(C)(3)	GEN. OPERATIONS	933,500.
Total			▶ 3a	933,500.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	118.	
4 Dividends and interest from securities			14	613,053.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	216,907.	
8 Gain or (loss) from sales of assets other than inventory			18	823,193.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,653,271.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 1,653,271.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Daniel C. Mulder — 12-17-12 — Executive Director

Signature of officer or trustee — Date — Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CHERYL J. SCHAFFER, C.P.A., M.S.T.		2/6/12		

Firm's name ▶ WRIGHT FORD YOUNG & CO. CPA'S — Firm's EIN ▶

Firm's address ▶ 16140 SAND CANYON AVENUE IRVINE, CA 92618-3715 — Phone no. (949) 910-2727

Form **990-PF** (2010)

023622 04-26-11

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	FIDELITY INVESTMENTS (SHORT-TERM)	P	VARIOUS	VARIOUS
b	FIDELITY INVESTMENTS (LONG-TERM)	P	VARIOUS	VARIOUS
c	ALTERNATIVE INVESTMENT (SHORT-TERM)	P	VARIOUS	VARIOUS
d	ALTERNATIVE INVESTMENT (LONG-TERM)	P	VARIOUS	VARIOUS
e	LITIGATION SETTLEMENT		VARIOUS	02/02/11
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	5,775,864.		5,853,431.	<77,567.>
b	5,030,270.		4,412,470.	617,800.
c				48,374.
d				71,398.
e	27.			27.
f	163,161.			163,161.
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				<77,567.>
b				617,800.
c				48,374.
d				71,398.
e				27.
f				163,161.
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	823,193.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c); If (loss), enter "-0-" in Part I, line 8	3	N/A

023591
05-01-10

2010 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	COMPUTER	01/22/10	200DB	5.00	HY	17	2,955.			1,478.	1,477.	295.		473.	768.
	* TOTAL 990-PF PG 1 DEPR						2,955.			1,478.	1,477.	295.		473.	768.

028111
05-01-10

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

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

SOURCE	AMOUNT
FIDELITY INVESTMENTS	118.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	118.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIDELITY INVESTMENTS	776,214.	163,161.	613,053.
TOTAL TO FM 990-PF, PART I, LN 4	776,214.	163,161.	613,053.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ALTERNATIVE INVESTMENT INCOME	216,907.	216,444.	
TOTAL TO FORM 990-PF, PART I, LINE 11	216,907.	216,444.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING/CONSULTING	41,372.	0.		20,686.
TO FORM 990-PF, PG 1, LN 16B	41,372.	0.		20,686.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FIDELITY INVESTMENTS FEES	103,027.	92,724.		10,303.
TO FORM 990-PF, PG 1, LN 16C	103,027.	92,724.		10,303.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES PAID WITH 2009 RETURN	10,822.	0.		0.
ADDITIONAL EXCISE TAXES PAID	2,008.	0.		0.
ESTIMATED EXCISE TAXES PAID	57,600.	0.		0.
TO FORM 990-PF, PG 1, LN 18	70,430.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYCHEX PAYROLL EXPENSES	1,301.	0.		0.
ALTERNATIVE INVESTMENT EXPENSES	83,794.	83,197.		0.
BANK FEES	135.	0.		0.
LATE PAYMENT PENALTIES & INTEREST	2,026.	0.		0.
TO FORM 990-PF, PG 1, LN 23	87,256.	83,197.		0.

FOOTNOTES STATEMENT 8

CONTROLLED FOREIGN PARTNERSHIP REPORTING

1. THE TAXPAYER IS REQUIRED TO FILE FORM 8865, BUT IS NOT DOING SO UNDER CONSTRUCTIVE OWNERS EXCEPTION.

2. U.S. PERSON WHOSE INTEREST THE TAXPAYER CONSTRUCTIVELY OWNS:

LUMINOUS CAPITAL SPECIAL SITUATIONS FUND, LP
26-3187162
2049 CENTURY PARK EAST, SUITE 320
LOS ANGELES, CA 90067

3. FOREIGN PARTNERSHIP FOR WHICH THE TAXPAYER WOULD HAVE HAD TO FILE FORM 8865 BUT FOR THE EXCEPTION:

MOUNT KELLET CAPITAL PARTNERS (CAYMAN), LP
98-0589736
WALKER HOUSE, 87 MARY STREET
GEORGE TOWN, CAYMAN ISLANDS, KY1-9002

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	3,399,838.	3,898,423.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,399,838.	3,898,423.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	COST	13,702,346.	14,485,445.
ALTERNATIVE INVESTMENTS	COST	4,797,218.	5,345,262.
TOTAL TO FORM 990-PF, PART II, LINE 13		18,499,564.	19,830,707.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER	2,955.	2,246.	709.
TOTAL TO FM 990-PF, PART II, LN 14	2,955.	2,246.	709.

THE CERES FOUNDATION
ATTACHMENT INDEX

Description	Attachment Number
Asset List with Cost Basis and FMV as of 11/30/2011	1
Gain/(Loss) Report for accounts held through Fidelity Investments	2
Details of Grants Paid for the year ended 11/30/2011	3

ATTACHMENT 1
Asset List with Cost Basis and FMV as of 11/30/2011

Luminous Capital

Ceres Foundation

Asset List as of 11/30/2011

	Account #	Cost Basis at 11/30/11	FMV as of 11/30/11
Cash			
		$ -	$ -
Total		*$ -*	*$ -*
Money Market			
Fidelity Treasury Fund (FDUXX)	*74-218642	$ 1,091,678	$ 1,091,678
Fidelity MMKT Portfolio (FMPXX)	*74-218650	$ 100	$ 100
Fidelity Treasury Fund (FDUXX)	*74-218650	$ 969,231	$ 969,231
Total		*$ 2,061,009*	*$ 2,061,009*
Mutual Funds			
DoubleLine Total Return	*74-218642	$ 1,140,018	$ 1,140,913
FPA Crescent	*74-218642	$ 2,144,636	$ 2,183,767
IVA Worldwide	*74-218642	$ 1,476,009	$ 2,146,425
JP Morgan Strategic Income	*74-218642	$ 700,000	$ 615,575
Nuveen Tradewinds Global All Cap	*74-218642	$ 650,000	$ 605,947
PIMCO All Asset All Authority	*74-218642	$ 2,868,901	$ 2,873,057
PIMCO Unconstrained Bond	*74-218642	$ 536,694	$ 536,528
TCW Total Return	*74-218642	$ 1,149,449	$ 1,117,635
Templeton Global Bond	*74-218642	$ 1,121,405	$ 1,238,614
Yacktman Focused	*74-218642	$ 1,915,234	$ 2,026,985
Total		*$ 13,702,346*	*$ 14,485,445*
Stocks			
DJP	*74-218642	$ 499,890	$ 563,911
OEF	*74-218642	$ 1,235,752	$ 1,257,590
SPY	*74-218642	$ 995,375	$ 1,051,666
EEM	*74-218642	$ 668,821	$ 1,025,256
Total		*$ 3,399,838*	*$ 3,898,423*
Alternative Investments(1)			
LC Special Situations Fund ($1mm commitment)	*74-218650	$ 822,305	$ 1,276,783
LC Tradewinds Global Long/Short Fund ($2 5mm commitment)	*74-218650	$ 201,028	$ -
LC Net Lease Income Fund ($1mm commitment)	*74-218650	$ 503,736	$ 520,504
LC Senior Credit Fund ($1 5mm commitment)	*74-218650	$ 1,704,390	$ 1,921,339
LC Distressed Credit Opp Fund ($1mm commitment)	*74-218650	$ 831,965	$ 889,041
US Farming Realty Trust, LP ($1mm commitment)	n/a	$ 733,794	$ 737,595
Total		*$ 4,797,218*	*$ 5,345,262*
TOTAL		**$ 23,960,411**	**$ 25,790,139**

Luminous Capital, LLC

Other Assets (Outside of Luminous Capital, LLC)		
Computer	$ 2,955	$ 2,955
LESS Accumulated Depreciation	$ (2,246)	$ (2,246)
Total	*$ 709*	*$ 709*
GRAND TOTAL	**$ 23,961,120**	**$ 25,790,848**

ATTACHMENT 2
Gain/(Loss) Report for accounts held through Fidelity Investments

Luminous Capital

Ceres Foundation - Realized Gain/(Loss) Report

From 12/1/2010 to 11/30/2011

Symbol	Description	Quantity	Date Acquired	Cost	Date of Sale	Proceeds	Holding Period	Realized Gain/Loss ($)	Realized Gain/Loss (%)
FAIRX	FAIRHOLME FUND	2,084 32	7/2/2008	$ 61,404 19	12/7/2010	$ 73,243 15	Long	$ 11,838 96	19 28%
FAIRX	FAIRHOLME FUND	6,452 96	10/23/2008	$ 147,708 14	12/7/2010	$ 226,756 85	Long	$ 79,048 71	53 52%
		Total		$ 209,112 33		$ 300,000 00		$ 90,887 67	43 46%
FPACX	FPA CRESCENT INSTL	7 00	7/7/2006	$ 182 63	12/7/2010	$ 187 95	Long	$ 5 32	2 91%
FPACX	FPA CRESCENT INSTL	6,745 42	3/28/2006	$ 177,471 95	12/7/2010	$ 181,114 48	Long	$ 3,642 53	2 05%
FPACX	FPA CRESCENT INSTL	415 00	7/7/2006	$ 10,827 35	12/7/2010	$ 11,142 75	Long	$ 315 40	2 91%
FPACX	FPA CRESCENT INSTL	10,115 46	12/15/2006	$ 283,738 57	12/7/2010	$ 271,600 02	Long	$ (12,138 55)	-4 28%
FPACX[1]	FPA CRESCENT INSTL	1,787 27		$ (2,144 72)	12/7/2010	$ -	Long	$ 2,144 72	100 00%
FPACX	FPA CRESCENT INSTL	407 00	7/7/2006	$ 10,618 63	12/7/2010	$ 10,927 95	Long	$ 309 32	2 91%
FPACX	FPA CRESCENT INSTL	1 00	7/10/2006	$ 26 01	12/7/2010	$ 26 85	Long	$ 0 84	3 23%
		Total		$ 480,720 42		$ 475,000 00		$ (5,720 47)	1 19%
FPNIX	FPA NEW INCOME	11,384 34	Various	$ 125,113 84	12/1/2010	$ 125,000 00	Long	$ (113 84)	0 09%
FPNIX[1]	FPA NEW INCOME	11,384 34		$ (113 84)	12/1/2010	$ -	Long	$ 113 84	100 00%
		Total		$ 125,000 00		$ 125,000 00		$ -	0 00%
IVWIX	IVA WORLDWIDE FUND CL I	33,983 45	10/23/2008	$ 377,216 32	12/7/2010	$ 575,000 00	Long	$ 197,783 68	52 43%
JSOSX	JPMORGAN STRATEGIC INCOME OPPS - SELECT	6,355 93	Various	$ 73,792 37	12/13/2010	$ 75,000 00	Short	$ 1,207 63	1 64%
PFATX	PIMCO FUNDMNTL ADV TOTAL RTN STRAT INSL	409,446 05	Various	$ 1,932,121 30	12/17/2010	$ 1,932,585 34	Short	$ 464 04	0 02%
PFATX	PIMCO FUNDMNTL ADV TOTAL RTN STRAT INSL	31,982 94	Various	$ 150,959 49	12/16/2010	$ 150,000 00	Short	$ (959 49)	-0 64%
		Total		$ 2,083,080 79		$ 2,082,585 34		$ (495 45)	-0 02%
DBLTX	DOUBLELINE TOTAL RETURN BOND FD CL I	1,795 33	Various	$ 19,856 37	5/23/2011	$ 20,000 00	Short	$ 143 63	0 72%
EIGMX	EATON VANCE GLOBAL MACRO ABSLTE RT CL I	119,384 50	Various	$ 1,220,109 73	3/21/2011	$ 1,214,140 41	Short	$ (5,969 32)	0 49%
FAIRX	FAIRHOLME FUND	16,140 95	10/23/2008	$ 369,466 36	8/11/2011	$ 435,321 45	Long	$ 65,855 09	17 82%
FAIRX	FAIRHOLME FUND	126 40	12/31/2010	$ 4,497 32	8/11/2011	$ 3,409 01	Short	$ (1 088 31)	-24 20%
FAIRX	FAIRHOLME FUND	519 47	12/17/2008	$ 10,971 30	8/11/2011	$ 14,010 21	Long	$ 3,038 91	27 70%
FAIRX	FAIRHOLME FUND	2,135 91	12/17/2008	$ 45,110 31	8/11/2011	$ 57,605 36	Long	$ 12,495 05	27 70%
FAIRX	FAIRHOLME FUND	581 62	12/16/2009	$ 17,285 75	8/11/2011	$ 15,686 29	Long	$ (1,599 46)	9 25%
FAIRX	FAIRHOLME FUND	372 29	12/16/2010	$ 12,672 76	8/11/2011	$ 10,040 66	Short	$ (2,632 10)	-20 77%
FAIRX	FAIRHOLME FUND	2,009 70	12/16/2010	$ 68,410 16	8/11/2011	$ 54,201 58	Short	$ (14 208 58)	-20 77%
FAIRX	FAIRHOLME FUND	16,880 09	12/17/2010	$ 580,000 00	8/11/2011	$ 455,256 11	Short	$ (124,743 89)	-21 51%
FAIRX	FAIRHOLME FUND	3,921 00	10/23/2008	$ 89,751 67	5/2/2011	$ 135,000 00	Long	$ 45,248 33	50 42%
FAIRX	FAIRHOLME FUND	17,172 30	10/23/2008	$ 393,073 83	3/21/2011	$ 600,000 00	Long	$ 206,926 17	52 64%
		Total		$ 1,591,239 46		$ 1,780,530 67		$ 189,291 21	11 90%
FPACX	FPA CRESCENT INSTL	1,412 43	12/15/2006	$ 39,618 63	5/16/2011	$ 40,000 00	Long	$ 381 37	0 96%
FPNIX	FPA NEW INCOME	1,811 09	Various	$ 19,789 49	3/21/2011	$ 19,795 16	Long	$ 5 67	0 03%
FPNIX	FPA NEW INCOME	91,641 73	Various	$ 1,001,357 25	3/21/2011	$ 1,001,644 11	Short	$ 286 86	0 03%
FPNIX	FPA NEW INCOME	36,630 04	Various	$ 400,000 00	3/2/2011	$ 400,000 00	Long	$ -	0 00%
FPNIX	FPA NEW INCOME	13,786 77	Various	$ 150,551 47	1/24/2011	$ 150,000 00	Long	$ (551 47)	-0 37%
		Total		$ 1,571,698 21		$ 1,571,439 27		$ (258 94)	0 02%
OEF	ISHARES TR S&P 100 INDEX FUND	2,059 00	12/7/2010	$ 114,232 48	5/2/2011	$ 125,149 99	Short	$ 10,917 51	9 56%
JSOSX	JPMORGAN STRATEGIC INCOME OPPS - SELECT	89,657 24	Various	$ 1,041,124 01	8/10/2011	$ 1,032,851 34	Long	$ (8,272 67)	0 79%
JSOSX	JPMORGAN STRATEGIC INCOME OPPS - SELECT	2,989 26	Various	$ 34,712 03	8/10/2011	$ 34,436 22	Short	$ (275 81)	-0 79%
JSOSX	JPMORGAN STRATEGIC INCOME OPPS - SELECT	2,104 38	Various	$ 24,431 82	7/26/2011	$ 25,000 00	Long	$ 568 18	2 33%
JSOSX	JPMORGAN STRATEGIC INCOME OPPS - SELECT	2,527 38	Various	$ 29,342 88	7/19/2011	$ 30,000 00	Long	$ 657 12	2 24%
JSOSX	JPMORGAN STRATEGIC INCOME OPPS - SELECT	4,163 20	Various	$ 48,334 72	5/23/2011	$ 50,000 00	Long	$ 1,665 28	3 45%
		Total		$ 1,177,945 46		$ 1,172,287 56		$ (5 657 90)	0 48%
PFIUX	PIMCO UNCONSTRAINED BD INSTL CLASS	49,594 23	Various	$ 541,568 98	7/29/2011	$ 550,000 00	Long	$ 8,431 02	1 56%
YAFFX	YACKTMAN FOCUSED FD	37,056 64	Various	$ 640,709 37	4/6/2011	$ 700,000 00	Short	$ 59,290 63	9 25%

(1) Wash Sale Disallowed Loss

	Cost	Proceeds	Realized Gain/Loss ($)
SHORT-TERM SUBTOTALS	$ 5,853,430 63	$ 5,775,863 43	$ (77,567 20)
LONG-TERM SUBTOTALS	$ 4,412,470 29	$ 5,030,269.81	$ 617,799 52
GRAND TOTALS	$ 10,265,900 92	$ 10,806,133 24	$ 540,232 32

ATTACHMENT 3
Details of Grants Paid for the year ended 11/30/2011

CERES FOUNDATION

GRANTS PAID FOR THE YEAR ENDED NOVEMBER 30, 2011

RECIPIENTS E. I. N.	GRANT RECIPIENTS NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT	AMOUNT OF CASH GRANT
04-2962882	**COMMUNITY ADOLESCENT RESOURCES AND EDUCATION CENTER, INC.** 247 CABOT STREET, SUITE 1 HOLYOKE MA 01040-3927	509(a)(2) under 501(c)(3)	General Operations	100,000 00
20-2820261	**SOUTH CENTRAL SCHOLARS FOUNDATION** 29000 S WESTERN AVENUE, SUITE 401 RANCHO PALOS VERDES CA 90275-0818	509(a)(1) under 501(c)(3)	General Operations	100,000 00
93-1154323	**NATIONAL ASSOC. FOR THE EDUCATION OF HOMELESS CHILDRENS AND YOUTH** 207 5TH AVENUE, NORTH MINNEAPOLIS MN 55401-1215	509(a)(2) under 501(c)(3)	General Operations	80,000 00
56-0547491	**TRIANGLE FAMILY SERVICES, INC.** 401 HILLSBORO STREET RALEIGH NC 27603-1792	509(a)(1) under 501(c)(3)	General Operations	75,000 00
33-1021736	**SIERRA HOUSE** 11 SOUTH MAPLE AVENUE EAST ORANGE NJ 07018-4010	509(a)(1) under 501(c)(3)	General Operations	70,000 00
33-0329687	**SERVING PEOPLE IN NEED, INC.** 151 KALMUS DRIVE, SUITE H-2 COSTA MESA CA 92626-5988	509(a)(1) under 501(c)(3)	General Operations	60,000 00
53-0196588	**DAVIS MEMORIAL GOODWILL INDUSTRIES** 2200 SOUTH DAKOTA AVENUE, N E WASHINGTON DC 20018-1622	509(a)(2) under 501(c)(3)	General Operations	58,500 00
52-1594479	**J H P, INC.** 1526 PENNSYLVANIA AVENUE, S E WASHINGTON DC 20003-3116	509(a)(1) under 501(c)(3)	General Operations	50,000 00
33-0086043	**FAMILIES FORWARD** 9221 IRVINE BOULEVARD IRVINE CA 92618-1645	509(a)(1) under 501(c)(3)	General Operations	50,000 00
95-3953979	**LOS ANGELES YOUTH NETWORK** 1550 NORTH GOWER STREET HOLLYWOOD CA 90028-6425	509(a)(1) under 501(c)(3)	General Operations	50,000 00
20-5508155	**COLLEGE TRIBE** 1629 "K" STREET, N W , SUITE 300 WASHINGTON DC 20006-1602	509(a)(1) under 501(c)(3)	General Operations	40,000 00
94-3187806	**EASTSIDE COLLEGE PREPARATORY SCHOOL, INC.** 1041 MYRTLE STREET EAST PALO ALTO CA 94303-2013	School under 501(c)(3)	General Operations	40,000 00
91-2154198	**SANCTUARY ART CENTER** 1604 N E 50TH STREET SEATTLE WA 98105-4223	509(a)(1) under 501(c)(3)	General Operations	30,000 00
94-3146280	**HOMELESS PRENATAL PROGRAM, INC.** 2500 18TH STREET SAN FRANCISCO CA 94110-2109	509(a)(1) under 501(c)(3)	General Operations	30,000 00
34-1621291	**PLANNED LIFE ASSISTANCE NETWORK OF NORTHEAST OHIO** 5010 MAYFIELD ROAD, SUITE 304 LYNDHURST OH 44124-2697	509(a)(2) under 501(c)(3)	General Operations	30,000 00
94-3203203	**JUMA VENTURES** 131 STEUART STREET, SUITE 201 SAN FRANCISCO CA 94105-1230	509(a)(1) under 501(c)(3)	General Operations	25,000 00
95-4515019	**NEW VISIONS FOUNDATION** 3131 OLYMPIC BOULEVARD SANTA MONICA CA 90404-5002	School under 501(c)(3)	General Operations	25,000 00
68-0247988	**LINKAGE TO EDUCATION** P O BOX 161732 SACRAMENTO CA 95816-1732	509(a)(1) under 501(c)(3)	General Operations	20,000 00
			TOTAL	933,500 00