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 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

THE SKYSCRAPE FOUNDATION
FORMERLY THE MARIE D. JEFFREY FOUNDATION
1823 VINEYARD AVENUE
ST. HELENA, CA 94574

A Employer identification number: 94-3037301

B Telephone number (see the instructions): (310) 481-0040

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 5,009,075.

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

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

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)	30,000.			
	2 Ck ► ☐ if the foundn is **not** req to att Sch B				
	3 Interest on savings and temporary cash investments	5,284.	5,284.	5,284.	
	4 Dividends and interest from securities	158,178.	158,178.	158,178.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	119,166.			
	b Gross sales price for all assets on line 6a 1,398,896.				
	7 Capital gain net income (from Part IV, line 2)		119,166.		
	8 Net short-term capital gain			62,054.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule) SEE STATEMENT 1	1,078.			
	12 **Total.** Add lines 1 through 11	313,706.	282,628.	225,516.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) SEE ST 2	15,008.	7,504.		7,504.
	c Other prof fees (attach sch) SEE ST 3	51,418.	25,709.		25,709.
	17 Interest				
	18 Taxes (attach schedule)(see instr) SEE STM 4	-18.	-9.		-9.
	19 Depreciation (attach sch) and depletion	5,208.			
	20 Occupancy				
	21 Travel, conferences, and meetings	1,570.			1,570.
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 5	11,146.	5,573.		5,573.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	84,332.	38,777.		40,347.
	25 Contributions, gifts, grants paid PART XV	238,885.			238,885.
	26 **Total expenses and disbursements.** Add lines 24 and 25	323,217.	38,777.	0.	279,232.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-9,511.			
	b **Net investment income** (if negative, enter -0-)		243,851.		
	c **Adjusted net income** (if negative, enter -0-)			225,516.	

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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 (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	39,582.	49,623.	49,623.
	3 Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less: allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) STATEMENT 6	1,543,347.	1,683,386.	2,046,803.
	c Investments – corporate bonds (attach schedule) STATEMENT 7	826,731.	1,077,947.	1,079,526.
	11 Investments – land, buildings, and equipment: basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) STATEMENT 8	1,639,479.	1,140,020.	1,211,244.
	14 Land, buildings, and equipment: basis ► 557,815.			
	Less accumulated depreciation (attach schedule) SEE STMT 9 ► 50,935.	418,228.	506,880.	506,880.
	15 Other assets (describe ► SEE STATEMENT 10)	114,999.	114,999.	114,999.
	16 Total assets (to be completed by all filers – see instructions. Also, see page 1, item I)	4,582,366.	4,572,855.	5,009,075.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► [ ] 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 ► [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	4,582,366.	4,572,855.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see the instructions)	4,582,366.	4,572,855.	
	31 **Total liabilities and net assets/fund balances** (see the instructions)	4,582,366.	4,572,855.	

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	4,582,366.
2	Enter amount from Part I, line 27a	2	-9,511.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	4,572,855.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	4,572,855.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	SEE STATEMENT 11			
b				
c				
d				
e				

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

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	119,166.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8	3	62,054.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009	272,369.	4,956,948.	0.054947
2008	239,954.	4,287,466.	0.055966
2007	367,709.	4,867,507.	0.075544
2006	286,412.	5,629,434.	0.050878
2005	253,132.	5,345,979.	0.047350

2	**Total** of line 1, column (d)	2	0.284685
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	0.056937
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	5,045,274.
5	Multiply line 4 by line 3	5	287,263.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,439.
7	Add lines 5 and 6	7	289,702.
8	Enter qualifying distributions from Part XII, line 4	8	279,232.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary – see instr.)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b		1	4,877.
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	4,877.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	4,877.
6	Credits/Payments:			
a	2010 estimated tax pmts and 2009 overpayment credited to 2010	6a 1,760.		
b	Exempt foreign organizations – tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 679.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	2,439.
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	2,438.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ►	**Refunded** ►	11	

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
	*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see the instructions) ► CA			
b	If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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* SEE STATEMENT 12	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 ► MCGINITY NODAR & DALEY LLP Telephone no. ► 310-481-0040

Located at ► 11300 W. OLYMPIC BLVD. SUITE 620 ZIP + 4 ► 90064

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

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

			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 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 the instructions)?		1b	N/A	
	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 ► 20__ , 20__ , 20__ , 20__ .				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see the instructions.)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ► 20__ , 20__ , 20__ , 20__ .				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)*		3b	N/A	
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)? (see instructions) ☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**	N/A	
Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		X
If 'Yes' to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes: a Average monthly fair market value of securities		1a	4,237,558.
b Average of monthly cash balances		1b	210,318.
c Fair market value of all other assets (see instructions)		1c	674,230.
d **Total** (add lines 1a, b, and c)		1d	5,122,106.
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	5,122,106.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	76,832.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	5,045,274.
6 **Minimum investment return.** Enter 5% of line 5		6	252,264.

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	252,264.
2a Tax on investment income for 2010 from Part VI, line 5	2a 4,877.		
b Income tax for 2010. (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	4,877.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	247,387.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	247,387.
6 Deduction from distributable amount (see instructions)		6	
7 **Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	247,387.

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	279,232.
b Program-related investments – total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the: a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 **Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	279,232.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	279,232.

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					247,387.
2 Undistributed income, if any, as of the end of 2010:					
a Enter amount for 2009 only				0.	
b Total for prior years: 20___, 20___, 20___			0.		
3 Excess distributions carryover, if any, to 2010.					
a From 2005					
b From 2006	12,579.				
c From 2007	126,342.				
d From 2008	26,531.				
e From 2009	26,116.				
f Total of lines 3a through e		191,568.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► $ 279,232.					
a Applied to 2009, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required – see instructions)			0.		
c Treated as distributions out of corpus (Election required – see instructions)		0.			
d Applied to 2010 distributable amount					247,387.
e Remaining amount distributed out of corpus		31,845.			
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		223,413.			
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 instructions				0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)		0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a		223,413.			
10 Analysis of line 9:					
a Excess from 2006	12,579.				
b Excess from 2007	126,342.				
c Excess from 2008	26,531.				
d Excess from 2009	26,116.				
e Excess from 2010	31,845.				

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 14				
Total			► **3a**	238,885.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (see the instructions)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	5,284.	
4 Dividends and interest from securities			14	158,178.	
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			41	1,078.	
8 Gain or (loss) from sales of assets other than inventory					119,166.
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)				164,540.	119,166.
13 Total. Add line 12, columns (b), (d), and (e)				13	283,706.

(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) (See the instructions)
N/A	

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

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

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

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

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

b If 'Yes,' complete the following schedule.

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

Sign Here

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

Richard L. Martin — Signature of officer or trustee | 5/8/12 — Date | PRESIDENT — Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check if ☐ if self-employed	PTIN
CATHY KINDER	Cathy Kinder	4/25/12		N/A
Firm's name ▶ MCGINITY NODAR & DALEY LLP			Firm's EIN ▶ N/A	
Firm's address ▶ 11300 OLYMPIC BLVD. SUITE 620 LOS ANGELES, CA 90064			Phone no (310) 481-0040	

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2010

Name of the organization	Employer identification number
THE SKYSCRAPE FOUNDATION FORMERLY THE MARIE D. JEFFREY FOUNDATION	94-3037301

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)(____) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not aggregate to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of $5,000 or more during the year ► $ ____________

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

Name of organization: THE SKYSCRAPE FOUNDATION

Employer identification number: 94-3037301

Part I **Contributors** (see instructions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	LYNDA J. MARTIN 11300 W. OLYMPIC BLVD. #620 LOS ANGELES, CA 90064	$ 30,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
THE SKYSCRAPE FOUNDATION	94-3037301

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	N/A	$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization: THE SKYSCRAPE FOUNDATION

Employer identification number: 94-3037301

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

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

THE SKYSCRAPE FOUNDATION

GRANT AGREEMENT

This Grant Agreement is entered into between the Skyscrape Foundation ("Grantor") and Ateliers Fourwinds ("Grantee").

RECITALS

A. Grantee is a French organization organized and operated exclusively to further the arts and education by providing facilities, equipment, and supplies free of charge to artists for use in creating art and teaching art classes. No part of the net earnings of Grantee inure to the benefit of any private individual, and Grantee does not carry on propaganda or otherwise attempt to influence, or participate or intervene in legislation or political campaigns.

B. Grantor is a private foundation within the meaning of Internal Revenue Code Section 509(a) and desires to make a grant to Grantee and to exercise expenditure responsibility with respect to such grant within the meaning of Internal Revenue Code Sections 4945(d)(4) and (h).

AGREEMENT

1. PURPOSE: Grantee agrees to use the funds only for the purposes described in Exhibit A attached and to so designate the funds in the Grantee's records. Grantee further agrees to use the funds only for charitable purposes as described in Section 170(c)(2)(B) of the Internal Revenue Code of 1986 (the "Code"), or any successor provision thereto, and equivalent provisions of applicable state law, and not to use the funds in violation of the provisions of the Code governing grantees of private foundations.

2. FUND RAISING: No funds awarded through this grant are to be shared with or used to pay fees or wages for the services of fund raising or consulting firms.

3. EVALUATION: Grantor may, at its expense, conduct an evaluation of operations under this grant, which may include visits by representatives of Grantor to observe Grantee's program procedures and operations and to discuss the grant with Grantee's personnel.

4. ACCOUNTING AND FINANCIAL REVIEW: A complete and accurate record of the funds received and expenses incurred under this grant must be maintained by Grantee and submitted to Grantor in accordance with the Report Schedule described in Paragraph 7 below. Grantor may, at its expense and on reasonable notice to Grantee, audit or have audited the records of Grantee insofar as they relate to the activities funded by this grant.

5. EXPENDITURE RESPONSIBILITY REQUIREMENTS: Grantor acknowledges that as of the date of this grant agreement, Grantee is a French organization organized and operated exclusively to further the arts and education by providing facilities, equipment, and supplies free of charge to artists for use in creating art and teaching art classes, that no part of the net earnings of Grantee inure to the benefit of any private individual, and that Grantee does not

carry on propaganda or otherwise attempt to influence, or participate or intervene in legislation or political campaigns. Grantee shall immediately give written notice to Grantor if, prior to receipt of all or any portion of the grant, or before all or any portion of the funds are expended, Grantee ceases in any way to be as described herein.

Notwithstanding any other provision of this grant agreement, Grantee will comply with the following requirements to enable Grantor to meet its expenditure responsibility requirements under Code Section 4945 and the regulations thereunder:

(a) To repay any portion of the amount granted to Grantor that is not used for the purposes described in this grant agreement;

(b) To submit full and complete reports to Grantor as described herein;

(c) To maintain records of receipts and expenditures and to make its books and records available to Grantor at reasonable times; and

(d) Not to use any of the funds:

(i) To carry on propaganda, or otherwise to attempt to influence legislation (within the meaning of Code Section 4945(d)(1));

(ii) To influence the outcome of any specific public election, or to carry on directly or indirectly, any voter registration drive (within the meaning of Code Section 4945(d)(2));

(iii) To make any grant that does not comply with the requirements of Code Section 4945(d)(3) or (4); or

(iv) To undertake any activity for any purpose other than one specified in Code Section 170(c)(2)(B).

Grantee's compliance with the foregoing requirements shall be a condition precedent to the disbursement of any funds under this grant agreement.

6. ADDITIONAL SUPPORT: By making this grant, Grantor assumes no obligation to provide other or additional support for Grantee. This grant is not to be construed as establishing a precedent for further support of Grantee.

7. REPORTING: Grantee shall furnish to Grantor a written Report Schedule on the use of the grant, including a complete financial accounting of the grant, no later than 60 days following the payment of the grant.

8. FAILURE TO PERFORM: Grantee recognizes and agrees that in the event that any of the terms of this agreement were not performed in accordance with their specific terms or were otherwise breached, immediate irreparable injury would be caused. It is accordingly agreed that in the event of a failure by Grantee to perform its obligations hereunder, at its sole election, Grantor will be entitled to either (i) a return of the entire grant amount, or (ii) specific

performance through injunctive relief to prevent breaches of the terms of this agreement, in an action instituted in the Superior Court, County of Los Angeles, State of California.

9. REVERSION OF GRANT: All or any portion of the amount granted shall be returned to Grantor in the event such portion of the grant is not expended or committed for the purposes authorized by Grantor. By written instrument only, Grantor may, upon written request from Grantee, authorize a modification in the disbursement of funds.

10. ENTIRE AGREEMENT/MODIFICATION: This agreement constitutes the entire agreement between Grantor and Grantee. This agreement may be modified only by written agreement of Grantor and Grantee.

11. APPLICABLE LAW: The agreement will be construed and governed by the laws of the State of California.

12. BINDING AGREEMENT: This agreement shall be binding and conclusive on the parties and their respective successors in interest and assigns.

13. COUNTERPARTS: This agreement may be executed in counterparts. All executed counterparts shall constitute one instrument. Any counterpart that has attached to it separate signature pages, which together contain the signatures of all persons signing this agreement, shall for all purposes be deemed a fully executed instrument.

Executed by or on behalf of Grantor and Grantee as follows:

GRANTOR:

SKYSCRAPE FOUNDATION

By: Richard L. Martin
Mr. Richard L. Martin
Its: President

Address of Grantor:

Skyscrape Foundation
1683 Sage Canyon Road
St. Helena, CA 94574

GRANTEE:

ATELIERS FOURWINDS

By: Ursula Hanes
Ursula Hanes
Its: Co-Founder

Address of Grantee:

Ateliers Fourwinds
La Juliere 13930
Aureille, France
Tel 0490 599 342
Association Loi 1901

EXHIBIT A

The Ateliers Fourwinds (Ateliers) to cover operating expenses used portion of the grant of $77,435. The Skyscrape Foundation was responsible for the Donation of $77,435. This donation was the largest receipt of the Ateliers to cover its expenses for 2011. A summary of the expenses incurred by the Atelier follows.

Art Supplies	$1,478
Equipment	7,395
Maintenance and repairs	71,447
Insurance	4,282
Publicity/Social Events	53
Miscellaneous	1,563
Utilities	12,483
Total operating expenses for 2011	$ 98,701

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

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	$ 1,078.		
TOTAL	$ 1,078.	$ 0.	$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MCGINITY, NODAR & DALEY	$ 15,008.	$ 7,504.		$ 7,504.
TOTAL	$ 15,008.	$ 7,504.	$ 0.	$ 7,504.

STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
JP MORGAN INVESTMENT MGMT FEES	$ 2.	$ 1.		$ 1.
MARQUAD INVESTMENT MANAGEMENT FEES	51,416.	25,708.		25,708.
TOTAL	$ 51,418.	$ 25,709.	$ 0.	$ 25,709.

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD	$ -18.	$ -9.		$ -9.
TOTAL	$ -18.	$ -9.	$ 0.	$ -9.

STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	$ 116.	$ 58.		$ 58.
LICENSES & FEES	105.	53.		52.
MISC EXPENSE	315.	157.		158.
PORTFOLIO INCOME DEDUCTION	10,610.	5,305.		5,305.
TOTAL	$ 11,146.	$ 5,573.	$ 0.	$ 5,573.

STATEMENT 6
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
JP MORGAN #73775	COST	$ 1,183,102.	$ 1,322,680.
FIDELITY ULTRA SVC ACCT	COST	500,284.	724,123.
	TOTAL	$ 1,683,386.	$ 2,046,803.

STATEMENT 7
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
JP MORGAN #73775	COST	$ 1,077,947.	$ 1,079,526.
	TOTAL	$ 1,077,947.	$ 1,079,526.

STATEMENT 8
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER SECURITIES			
CAPITAL MANAGEMENT FUNDS	COST	$ 1,140,020.	$ 1,211,244.
JP MORGAN #73775 - HEDGEFUND	COST	0.	0.
	TOTAL	$ 1,140,020.	$ 1,211,244.

STATEMENT 9
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
MACHINERY AND EQUIPMENT	$ 2,666.	$ 2,202.	$ 464.	$ 464.
BUILDINGS	29,093.	7,876.	21,217.	21,217.
IMPROVEMENTS	264,218.	40,857.	223,361.	223,361.
LAND	261,838.		261,838.	261,838.
TOTAL	$ 557,815.	$ 50,935.	$ 506,880.	$ 506,880.

STATEMENT 10
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
SCULPTURE	$ 114,999.	$ 114,999.
TOTAL	$ 114,999.	$ 114,999.

STATEMENT 11
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	468.000 BROADCOM CORP	PURCHASED	11/17/2010	12/14/2010
2	479.000 BROADCOM CORP	PURCHASED	3/30/2011	4/27/2011
3	718.000 CENOVOUS ENERGY INC	PURCHASED	1/27/2011	3/11/2011
4	283.000 CLIFFS NATURAL RESOURCE INC	PURCHASED	11/17/2010	1/12/2011
5	402.000 ECOLAB INC	PURCHASED	12/10/2010	3/30/2011
6	514.000 EDISON INTL	PURCHASED	11/17/2010	12/14/2010
7	5176.000 ENBRIDGE ENERGY MGMT LLC	PURCHASED	9/07/2005	7/05/2011
8	592.000 GENERAL MOTORS CO	PURCHASED	1/12/2011	3/11/2011
9	609.000 HOME DEPOT INC	PURCHASED	11/17/2010	3/30/2011
10	874.000 INVESCO LTD	PURCHASED	11/17/2010	3/02/2011
11	64.000 KINDER MORGAN MGMT LLC	PURCHASED	VARIOUS	2/07/2011
12	342.000 MEAD JOHNSON NUTRITION CO	PURCHASED	3/30/2011	9/28/2011
13	1536.000 PEOPLES UNITED FINANCIAL INC	PURCHASED	11/17/2010	9/28/2011
14	700.000 ROBERT HALF INTL INC	PURCHASED	11/17/2010	1/27/2011
15	1162.000 YAHOO INC	PURCHASED	11/17/2010	3/30/2011
16	5000.000 JPM CHASE CAPITAL XXVI	PURCHASED	5/14/2008	10/24/2011
17	3117.155 JPM SHORT DURATION BOND FUND	PURCHASED	6/05/2009	12/08/2010
18	9610.311 PIMCO LOW DURATION FUND	PURCHASED	VARIOUS	VARIOUS
19	500000 JPM GLOBAL ACCESS PORTFOLIO HEDGE FUND	PURCHASED	7/01/2009	2/15/2011
20	CASH IN LIEU	PURCHASED	VARIOUS	VARIOUS
21	JPM GLOBAL ACCESS PORTFOLIO HEDGE FUND	PURCHASED	VARIOUS	11/30/2011
22	JPM GLOBAL ACCESS PORTFOLIO HEDGE FUND	PURCHASED	VARIOUS	11/30/2011

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
1	21,444.		19,363.	2,081.				$ 2,081.

STATEMENT 11 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
2	17,205.		19,673.	-2,468.				$ -2,468.
3	27,598.		23,393.	4,205.				4,205.
4	22,967.		19,347.	3,620.				3,620.
5	19,896.		19,236.	660.				660.
6	19,228.		19,365.	-137.				-137.
7	158,903.		112,991.	45,912.				45,912.
8	19,183.		23,041.	-3,858.				-3,858.
9	22,752.		19,344.	3,408.				3,408.
10	22,861.		19,363.	3,498.				3,498.
11	4,137.		2,244.	1,893.				1,893.
12	25,117.		20,132.	4,985.				4,985.
13	17,443.		19,361.	-1,918.				-1,918.
14	23,237.		19,339.	3,898.				3,898.
15	19,591.		19,343.	248.				248.
16	127,597.		125,000.	2,597.				2,597.
17	34,289.		33,463.	826.				826.
18	100,000.		94,608.	5,392.				5,392.
19	587,239.		651,124.	-63,885.				-63,885.
20	422.		0.	422.				422.
21	38,018.		0.	38,018.				38,018.
22	69,769.		0.	69,769.				69,769.
							TOTAL	$ 119,166.

STATEMENT 12
FORM 990-PF, PART VII-A, LINE 10
SUBSTANTIAL CONTRIBUTORS DURING THE TAX YEAR

NAME OF SUBSTANTIAL CONTRIBUTOR	ADDRESS OF SUBSTANTIAL CONTRIBUTOR
LYNDA J. MARTIN	11300 W. OLYMPIC BLVD. #620 LOS ANGELES, CA 90064

STATEMENT 13
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
MR. RICHARD L. MARTIN 1823 VINEYARD AVENUE ST. HELENA, CA 94574	PRESIDENT 0	$ 0.	$ 0.	$ 0.

STATEMENT 13 (CONTINUED)
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
LYNDA J. MARTIN 131 KNOLL PLACE ST. HELENA, CA 94574	DIRECTOR 0	$ 0.	$ 0.	$ 0.
ANNE MARIE MARTIN 435 MONTANA AVENUE, UNIT C SANTA MONICA, CA 90403	DIRECTOR 0	0.	0.	0.
JEFFREY S. MARTIN 2790 LAUREL CANYON BLVD. LOS ANGELES, CA 90046	DIRECTOR 0	0.	0.	0.
MARK CAPPELLANO 435 MONTANA AVE. UNIT C SANTA MONICA, CA 90403	DIRECTOR 0	0.	0.	0.
	TOTAL	$ 0.	$ 0.	$ 0.

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

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
AFRICAN MILLENIUM FOUNDATION 468 NORTH CAMDEN DRIVE BEVERLY HILLS, CA 90210	NONE	N/A	OPERATIONS	$ 2,000.
ATELIERS FOURWINDS DEPARTEMENTAL RD 24A AUREILLE, FRANCE 13930,	NONE	N/A	OPERATIONS	77,435.
AMRITA PERFORMING ARTS 10824 OLSON DRIVE C-123 RANCHO CORDOVA, CA 95670	NONE	N/A	OPERATIONS	7,500.
EARTHWATCH INSTITUTE 3 CLOCKTOWER PL STE 100 BOX 75 MAYNARD, MA 01754	NONE	N/A	OPERATIONS	24,468.
UNIVERSITY OF SANTA MONICA 2107 WILSHIRE BLVD SANTA MONICA, CA 90403	NONE	N/A	OPERATIONS	3,000.

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

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
AUDOBON CALIFORNIA 4225 HOLLIS STREET EMERYVILLE, CA 94608	NONE	N/A	OPERATIONS	$ 2,000.
FINE ARTS MUSEUM OF SF 50 HAGIWARA TEA GARDEN DR. SAN FRANCISCO, CA 94118	NONE	N/A	OPERATIONS	1,000.
ST. HELENA HOSPITAL FOUNDATION 10 WOODLAND RD. ST. HELENA, CA 94574	NONE	N/A	OPERATIONS	1,000.
BOYS & GIRLS CLUBS 1420 TAINTER STREET ST. HELENA, CA 94574	NONE	N/A	OPERATIONS	1,000.
CALIFORNIA JAZZ FOUNDATION 14156 MAGNOLIA BLVD. #200 SHERMAN OAKS, CA 91423	NONE	N/A	OPERATIONS	4,000.
GLEN CANYON INSTITUTE 1526 SUNNYDALE LANE SALT LAKE CITY, UT 84108	NONE	N/A	OPERATIONS	10,000.
CARE FOUNDATION 4609 WEST PONKAN ROAD APOPKA, FL 32712	NONE	N/A	OPERATIONS	12,500.
KQED 2601 MARIPOSA STREET SAN FRANCISCO, CA 94110	NONE	N/A	OPERATIONS	950.
NATURAL RESOURCES DEFENSE COUNCIL 1314 SECOND STREET SANTA MONICA, CA 90401	NONE	N/A	OPERATIONS	1,000.
FRIENDS OF WONDERLAND 8510 OLYMPIC BLVD. LOS ANGELES, CA 90046	NONE	N/A	OPERATIONS	3,000.
CROSSROADS SCHOOL 1714 21ST STREET SANTA MONICA, CA 90404	NONE	N/A	OPERATIONS	4,000.
MSIA 3500 W. ADAMS BLVD. LOS ANGELES, CA 90018	NONE	N/A	OPERATIONS	5,000.
JOYFUL HEART FOUNDATION NEW YORK, NY	NONE	N/A	OPERATIONS	3,000.

STATEMENT 14 (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
NAPA VALLEY ART MUSEUM 55 PRESIDENTS CIRCLE YOUNTVILLE, CA 94599	NONE	N/A	OPERATIONS	$ 1,000.
FRIENDS OF TIBETAN WOMEN'S ASSOCIATION P.O. BOX 31307 SANTA FE, NM 87594	NONE	N/A	OPERATIONS	5,100.
FRACTURED ATLAS 248 WEST 35TH STREET NEW YORK, NY 10010	NONE	N/A	OPERATIONS	35,000.
SFMOMA 151 THIRD STREET SAN FRANCISCO, CA 94103	NONE	N/A	OPERATIONS	1,500.
INSIGHT SEMINARS 411 ST. MICHAELS DRIVE #2 SANTA FE, NM 87505	NONE	N/A	OPERATIONS	5,000.
KCRW 1900 PICO BLVD. SANTA MONICA, CA 90405	NONE	N/A	OPERATIONS	1,000.
CLINIC OLE FOUNDATION 1141 PEAR TREE LANE #100 NAPA, CA 94558	NONE	N/A	OPERATIONS	5,000.
THE NEIGHBORHOOD YOUTH ASSOCIATION 1016 PLEASANT VIEW AVENUE VENICE, CA 90291	NONE	N/A	OPERATIONS	2,500.
VALENTINO ACHAK DENG FOUNDATION 849 VALENCIA STREET SAN FRANCISCO, CA 94110	NONE	N/A	OPERATIONS	1,000.
EARTH WAYS - WILD RESCUE 20178 ROCKPORT WAY MALIBU, CA 90265	NONE	N/A	OPERATIONS	3,000.
VARIOUS MISCELLANEOUS DONATIONS VARIOUS VARIOUS,	NONE	N/A	OPERATIONS	15,932.
			TOTAL	$ 238,885.