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

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning JANUARY 01

, 2011, and ending DECEMBER 31, 20 11

Name of foundation

Imagination Foundation - For the Arts, Education a

A Employer identification number

20-1867951

Number and street (or P O box number if mail is not delivered to street address)

3160 Lewiston Avenue

Room/suite

B Telephone number (see instructions)

(510) 665-5565

City or town, state, and ZIP code

Berkeley CA 94705

C If exempt application is pending, check here ☐

G Check all that apply

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

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 ☐

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)

\$ 337,459

J Accounting method

☐ Cash☒ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses**

(The total of amounts in columns (b), (c), & (d) may not necessarily equal the amounts in column (a) (see instructions))

(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 (attach schedule)				
	2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3	Interest on savings and temp cash investments				
	4	Dividends and interest from securities	172	172	172	
	5 a	Gross rents				
	b	Net rental income or (loss)				
	6 a	Net gain/(loss) from sale of assets not on line 10	24,369			
	b	Gross sales price for all assets on line 6a	219,893			
	7	Capital gain net income (from Part IV, line 2)		24,369		
	8	Net short-term capital gain			0	
OPERATING & ADMINISTRATIVE EXPENSES	9	Income modifications			0	
	10 a	Gross sales less rtns & allowances	0			
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	Total. Add lines 1 through 11	24,541	24,541	172	
	13	Compensation of officers, directors, trustees, etc.	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16 a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)					
c	Other professional fees (attach schedule)					
17	Interest	3	3	3		
18	Taxes (attach schedule) (see instructions)	785		785		
19	Depreciation (attach sch) and depletion	73				
20	Occupancy					
21	Travel, conferences, and meetings...					
22	Printing and publications					
23	Other expenses (attach schedule)					
24	Total operating and administrative expenses. Add lines 13 through 23	861	3	788	0	
25	Contributions, gifts, grants paid	41,410			41,410	
26	Total exp & disbursements. Add lines 24 and 25	42,271	3	788	41,410	
27	Subtract line 26 from line 12					
a	Excess of revenue over expenses and disbursements	-17,730				
b	Net investment income (if neg, enter -0-)		24,538			
c	Adjusted net income (if neg, enter -0-)					

For Paperwork Reduction Act Notice, see the Instructions.

Form 990-PF (2011)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See inst.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash -- non-interest-bearing				
	2	Savings and temporary cash investments	21,256	144,036	144,036	
	3	Accounts receivable ▶				
		Less allowance for doubtful accts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accts. ▶				
	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 schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments -- U.S. and state govt obligations (attach schedule)				
	b	Investments -- corporate stock (attach schedule) #2.	377,200	239,806	81,173	
	c	Investments -- corporate bonds (attach schedule) . .				
	LIABILITIES	11	Investments -- land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶				
12		Investments -- mortgage loans				
13		Investments -- other (attach schedule)				
14		Land, buildings, and equipment basis ▶ 1,841	#3			
		Less accumulated depreciation (attach schedule) ▶ 1,841	73			
15		Other assets (describe ▶ See attachment #4)	112,250	112,250	112,250	
16		Total assets (to be completed by all filers -- see the instructions. Also, see page 1, item I)	510,779	496,092	337,459	
17		Accounts payable and accrued expenses				
18		Grants payable				
FUNDS	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and 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		
		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
		and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	510,779	496,092		
	25	Temporarily restricted				
	26	Permanently restricted				
NET ASSETS OR FUND BALANCES		Foundations that do not follow SFAS 117, ck. here ▶ <input type="checkbox"/>				
		and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see the instructions)	510,779	496,092		
31	Total liabilities and net assets/fund balances (see the inst.)	510,779	496,092			

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	510,779
2	Enter amount from Part I, line 27a	2	-17,730
3	Other increases not included in line 2 (itemize) ▶ See attachment #5	3	3,043
4	Add lines 1, 2, and 3	4	496,092
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	496,092

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 See attachment #6			
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			

(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			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px; display: inline-block;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	24,369
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	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

☐ Yes ☒ No

(a) Base period years Calendar year (or tax year beg. in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	91,050	229,910	0.396025
2009	228,799	647,590	0.353308
2008	29,000	961,514	0.030161
2007	96,655	994,269	0.097212
2006	75,685	804,121	0.094121

2 Total of line 1, column (d)	2	0.970827
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	0.194165
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	150,893
5 Multiply line 4 by line 3	5	29,298
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	245
7 Add lines 5 and 6	7	29,543
8 Enter qualifying distributions from Part XII, line 4	8	41,410

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary -- see Inst.)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	245
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	245
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	245
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	
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	0
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	245
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 2012 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (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		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.		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	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		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the yr? If "Yes," complete Part II, col (c), & Part XV		X
8 a Enter the states to which the foundation reports or with which it is registered (see the 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		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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV	X	
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► See attachment #7 Telephone no ► Located at ► ZIP+4 ►			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 -- Check here	15		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 instructions)?		N/A
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 2011?		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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2011 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 2011)		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2011?		X

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

5a During the year did the foundation pay or incur any amount to:				
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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		<input checked="" type="checkbox"/>		
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		
If "Yes," attach the statement required by Regulations section 53.4945–5(d)		<input type="checkbox"/> Yes	<input type="checkbox"/> No	
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?				6b
If "Yes" to 6b, file Form 8870				X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 avg hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred comp	(e) Expense account, other allowances
See attachment #8				

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 avg 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 the 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 ▶

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 See attachment #9	
2 See attachment #10	18,555
3	12,500
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1	
2	
All other program-related investments See the instructions	
3	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see the 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	81,173
b	Average of monthly cash balances	1b	72,018
c	Fair market value of all other assets (see the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	153,191
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	153,191
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see the instructions)	4	2,298
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	150,893
6	Minimum investment return. Enter 5% of line 5	6	7,545

Part XI Distributable Amount (see the 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	7,545
2a	Tax on investment income for 2011 from Part VI, line 5	2a	245
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	245
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	7,300
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	7,300
6	Deduction from distributable amount (see the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	7,300

Part XII Qualifying Distributions (see the 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	41,410
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	41,410
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 the instructions)	5	245
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	41,165

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 the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				7,300
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>41,410</u>				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required -- see the instructions) . . .				
c Treated as distributions out of corpus (Election required -- see the instructions)				
d Applied to 2011 distributable amount				
e Remaining amount distributed out of corpus . . .				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b. Taxable amount -- see the instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount -- see the instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				7,300
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see the instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see the instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶ 11-08-2004

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

	Tax year				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	10,847	11,496			22,343
b 85% of line 2a	9,220	9,772			18,992
c Qualifying distributions from Part XII, line 4 for each year listed	41,410	19,050	228,799	29,000	318,259
d Amounts included in line 2c not used directly for active conduct exempt act					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	41,410	19,050	228,799	29,000	318,259
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test -- enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test -- enter 2/3 of min. investment return shown in Part X, line 6 for each year listed	7,231	7,664	21,587	32,051	68,533
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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))
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 ☒ 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 the 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	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
Name and address (home or business)				
a Paid during the year See attachment #11				
Total			▶ 3a	41,410
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions)
	(a) Business code	(b) Amount	(c) Excl code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees & contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	172	
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					
8 Gain or (loss) from sales of assets other than inventory			18	24,369	
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		24,541	0
13 Total. Add line 12, columns (b), (d), and (e)			13	24,541	

(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)

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.		

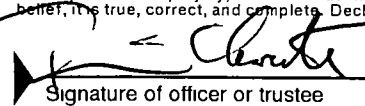
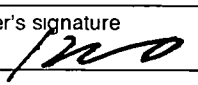
(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2 a 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

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) is based on all information of which preparer has any knowledge.			
	 Signature of officer or trustee		15/12/12 Date	
Paid Preparer Use Only	Print/Type preparer's name Ken Sun		Preparer's signature 	
	Date 5-9-12		Check <input checked="" type="checkbox"/> if self-employed	
	Firm's name ▶ KEN SUN CPA		PTIN P00355249	
	Firm's address ▶ 111 JACKSON ST		Firm's EIN ▶ 20-2064262 Phone no (510) 886-7680	

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☒ No

Depreciation and Amortization

(Including Information on Listed Property)

OMB No 1545-0172

2011

Attachment
Sequence No 179Department of the Treasury
Internal Revenue Service (99)

▶ See separate instructions.

▶ Attach to your tax return.

Name(s) shown on return

Business or activity to which this form relates

Identifying number

Imagination Foundation - For t FOR FORM 990-PF

20-1867951

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	500,000
6	(a) Description of property	(b) Cost (busn use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7.	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2010 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	500,000
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2012 Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property) (See instructions)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2011	17	73
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B -- Assets Placed In Service During 2011 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depr (business/investment use only -- see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C -- Assets Placed In Service During 2011 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year			40 yrs.	MM	S/L	

Part IV Summary (See instructions)

21	Listed property Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations -- see instructions	22	73
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

For Paperwork Reduction Act Notice, see separate instructions.

Form 4562 (2011)

990 SCHEDULE OF TAXES PAID

Attachment 1: page 1 - 990- PF Page 1, Part I, Line 18

Open to Public

Inspection

For calendar year 2011, or tax period beginning

01-01-2011, and ending

12-31-2011

Name of Organization

Employer Identification Number

Imagination Foundation - For the Arts, Education and Th20-1867951

[illegible]

990 SCHEDULE OF INVESTMENTS – CORPORATE STOCKS

Attachment 2: page 1 - 990-PF Page 2, Part II, Line 10b

Open to Public

Inspection

For calendar year 2011, or tax period beginning 01-01-2011, and ending 12-31-2011

Name of Organization

Employer Identification Number

Imagination Foundation - For the Arts, Education and Th20-1867951

Description of Property	Cost	FMV at Year End	Book Value	Fair Market Value
Equities			239,806	81,173
Total:			239,806	81,173

990 SCHEDULE OF LAND, BUILDING & EQUIPMENT

Attachment 3: page 1 - 990-PF Page 2, Part II, Line 14

Open to Public
Inspection

For Calendar year 2011, or tax year period beginning 01-01-2011

and ending 12-31-2011

Name of Organization

Employer Identification Number

Imagination Foundation - For the Arts, Education and The Environment20-1867951

Category or Description of Property	Cost or Other Basis	Accumulated Depreciation	End of Year Book Value	Ending FML (990-PF Only)
Office computer	1,841	1,841		
Total:	1,841	1,841		

Attachment 4: page 1 - 990-PF Page 2, Part II, Line 15

Inspection

For calendar year 2011, or tax period beginning

01-01-2011, and ending

12-31-2011

Name of Organization

Employer Identification Number

Imagination Foundation - For the Arts, Education and Th20-1867951

Totals:

990 SCHEDULE OF OTHER INCREASES

Attachment 5: page 1 - 990- PF Page 2, Part III, Line 3

Open to Public Inspection	For calendar year 2011, or tax period beginning 01-01-2011, and ending 12-31-2011
Name of Organization	Employer Identification Number
Imagination Foundation - For the Arts, Education and Th	20-1867951

Description of Increase	Total Amount
Unrealized gain on securities	3,043
Total:	3,043

990 PART IV CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Attachment 6: page 1 - 990-PF Page 3, Part IV, line 1

Open to Public Inspection		For calendar year 2011 or tax period beginning 01-01-2011, and ending 12-31-2011	
Name of Organization Imagination Foundation - For the Arts, Education and Th			Employer Identification Number 20-1867951
(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)
1 Chevron Corp New Com	P	12-22-2010	02-02-2011
2 Sunpower Corp Com CL A C/A EFF 11/17/2011	P	02-03-2009	06-21-2011
3 Sunpower Corp Com CL A C/A EFF 11/17/2011	P	02-09-2009	06-21-2011
4 Sunpower Corp Com CL A C/A EFF 11/17/2011	P	04-30-2009	06-21-2011
5 Sunpower Corp Com CL A C/A EFF 11/17/2011	P	05-12-2010	06-21-2011
(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)
1 1,110		1,110	
2 465		656	-191
3 23,250		36,168	-12,918
4 69,750		81,570	-11,820
5 125,318		76,020	49,298
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) Gain Minus Col (k), But Not Less Than -0-) or Losses (from col (h))
(i) F.M V as of 12/31/69	(j) Adjusted Basis as of 12/31/69	(k) Excess if Col (i) Over Col (j), if Any	
1			
2			-191
3			-12,918
4			-11,820
5			49,298

990 BOOKS ARE IN CARE OF

Attachment 7 - 990-PF Page 5, Part VII-A, Line 14

Open to Public Inspection	For calendar year 2011, or tax period beginning 01-01, and ending 12-31-2011
Name of Organization	Employer Identification Number
Imagination Foundation - For the Arts, Education and Th	20-1867951
Part VII-A - Line 14	

Individual Name Timothy Choate
or
Business Name

Street Address 2640 College Aveue

U S Address.

Zip code 94704 City Berkeley State CA
or
Foreign Address

City

Province or State

Country

Postal code

Phone Number (510) 665-5565

Fax Number

990 CURRENT OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

Attachment 8: page 1 - 990-PF Page 6, Part VIII

Open to Public		
Inspection	For calendar year 2011, or tax period beginning	01-01-2011, and ending 12-31-2011
Name of Organization	Imagination Foundation - For the Arts, Education and Th	
	Employer Identification Number 20-1867951	

(A) Name and Address	(B) Title and Average Hrs. per Week	(C) Compensation (If not paid, enter 0)	(D) Cont to Employee Ben. Plans & Def Comp	(E) Expense Account & Other Allowances
Timothy Choate 3160 Lewiston Avenue Berkeley, CA 94705	Secretary	0	0	0
Elizabeth McKoy 3160 Lewiston Avenue Berkeley, CA 94705	President	0	0	0
Judith McKoy 3160 Lewiston Avenue Berkeley, CA 94705	Director	0	0	0

990 SUMMARY OF DIRECT CHARITABLE ACTIVITIES

Attachment 9: page 1 - 990-PF Page 7, Part IX-A, Line 1

Open to Public			
Inspection	For calendar year 2011, or tax period beginning	01-01-2011, and ending	12-31-2011
Name of Organization	Imagination Foundation - For the Arts, Education and Th		Employer Identification Number 20-1867951

Charitable Activity

Julia Morgan Center is the organization which now has Berkely Playhouse arts education programs.

990 SUMMARY OF DIRECT CHARITABLE ACTIVITIES

Attachment 10: page 1 - 990-PF Page 7, Part IX-A, Line 2

Open to Public			
Inspection	For calendar year 2011, or tax period beginning	01-01-2011, and ending	12-31-2011
Name of Organization	Imagination Foundation - For the Arts, Education and Th		Employer Identification Number 20-1867951

Charitable Activity

Park Day School is a school that focuses on progressive education, incorporating the arts and environmental issues.

990 GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Attachment 11: page 1 990-PF Page 11, Part XV Line 3a

Open to Public Inspection

For calendar year 2011, or tax period beginning 01-01-2011, and ending 12-31-2011

Name of Organization

Employer Identification Number

Imagination Foundation - For the Arts, Education and Theater 20-1867951

Recipient	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
Name and Address (home or business)				
Julia Morgan Center for the Arts 2640 College Avenue Berkeley, CA 94704 Park Day School 370 43rd Street Oakland, CA 94609			Support in Arts Education Programs	18,555
Bentley School 1 Hiller Drive Oakland, CA 94618			Support in Progressive Education, incorporating the arts and environmental issues	12,500
Temple Sinai 2808 Summit Street Oakland, CA 94609			Charity	3,000
CA State Parks Foundation 50 Francisco Street, Suite 110 San Francisco, CA 94133			Charity	1,385
Oakland Youth Chorus 685 14th Street Oakland, CA 94612			Charity	125
Shotgun Players 1901 Ashby Avenue Berkeley, CA 94703			Charity	250
Mosai Project 580 Grand Avenue, Suite 303 Oakland, CA 94610			Charity	2,500
Save the Bay 1330 Broadway, Suite 1800 Oakland, CA 94612			Charity	100
Bay Area Ridge Trail 1007 General Kennedy Ave #3 San Francisco, CA 94129			Charity	250
Sonoma Land Trust 966 Sonoma Avenue Santa Rosa, CA 95404			Charity	125
Berkeley Public Federation FDN 2530 San Pablo Avenue Berkeley, CA 94702			Charity	250
SPCA 410 Hegenberger Loop Oakland, CA 94621			Charity	100
				920
Total:				40,060

990 GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Attachment 11: page 2 990-PF Page 11, Part XV Line 3a

Open to Public

Inspection For calendar year 2011, or tax period beginning 01-01-2011, and ending 12-31-2011.

Name of Organization

Employer Identification Number

Imagination Foundation - For the Arts, Education and Theater 20-1867951

Recipient	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
Name and Address (home or business)				
Legal Aid Sonoma 1105 N Dutton Ave #B Santa Rosa, CA 95401			Charity	500
Boost Oakland 1700 Market Street Oakland, CA 94607			Charity	250
Destiny Arts Center 1000 42nd Street Oakland, CA 94608			Charity	500
Berkeley Public Ed FDN 183.5 Allston Way Berkeley, CA 94703			Charity	100
Total:				1,350