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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.

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation

BARBARA AND GERSON BAKAR FOUNDATION
DBA THE ACHIEVE FOUNDATION

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

ONE LOMBARD STREET

Room/suite

202

A Employer identification number

20-5691977

B Telephone number

(415) 576-8100

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► Foreign organizations meeting the 85% test, ► 2. 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 ►

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

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 **J Accounting method:** Cash Accrual
 (from Part II, col. (c), line 16) Other (specify) **► \$ 24,078,256.** (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		441,198.		N/A	
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments					
3 Dividends and interest from securities		76,703.	76,703.	STATEMENT 1	
5a Gross rents		266,315.	266,315.	STATEMENT 2	
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications Gross sales less returns and allowances					
10a b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income		340,119.	215,555.	STATEMENT 3	
12 Total Add lines 1 through 11	DISC	1,124,335.	558,573.		
13 Compensation of officers, directors, trustees, etc.	STMT 4	0.	0.	0.	
14 Other employee salaries and wages	STMT 5				
15 Pension plans, employee benefits					
16a Legal fees	STMT 4	3,325.	1,663.	1,662.	
b Accounting fees	STMT 5	15,800.	7,900.	7,900.	
c Other professional fees					
17 Interest	STMT 6				
18 Taxes	STMT 6	3,149.	149.	0.	
19 Depreciation and depletion		317.	0.		
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 7	840,384.	59,748.	780,636.	
24 Total operating and administrative expenses. Add lines 13 through 23		862,975.	69,460.	790,198.	
25 Contributions, gifts, grants paid		429,154.		429,154.	
26 Total expenses and disbursements. Add lines 24 and 25		1,292,129.	69,460.	1,219,352.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-167,794.			
b Net investment income (if negative, enter -0-)			489,113.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED
REVENUE
2012 NOV 10 2012
RECEIVED
LOGGED IN
Taxes

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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing		239,416.	293,736.	293,736.
	2 Savings and temporary cash investments		1,310,300.	51,516.	51,516.
	3 Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
	5 Grants receivable			331,975.	331,975.
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ►				
	Less: allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock	STMT 9	19,267,155.	16,639,542.	16,639,542.
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 10	5,338,625.	6,755,289.	6,755,289.
	14 Land, buildings, and equipment: basis ►	STMT 11	7,195.		
	Less accumulated depreciation	STMT 11	997.	6,516.	6,198.
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers)		26,162,012.	24,078,256.	24,078,256.
	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)		0.	0.	
	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted		26,162,012.	24,078,256.	
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check 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		26,162,012.	24,078,256.	
	31 Total liabilities and net assets/fund balances		26,162,012.	24,078,256.	

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 26,162,012.
2 Enter amount from Part I, line 27a	2 -167,794.
3 Other increases not included in line 2 (itemize) ► <u>PRIOR PERIOD AUDIT RESTATEMENT</u>	3 431,200.
4 Add lines 1, 2, and 3	4 26,425,418.
5 Decreases not included in line 2 (itemize) ►	5 2,347,162.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 24,078,256.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b	NONE				
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				(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 of col. (i) over col. (j), if any		
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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8				3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	965,463.	24,205,869.	.039885
2009	1,331,120.	21,466,553.	.062009
2008	789,740.	24,583,501.	.032125
2007	139,424.	21,118,768.	.006602
2006	0.	168,919.	.000000

2 Total of line 1, column (d)	2	.140621
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	.028124
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	24,228,728.
5 Multiply line 4 by line 3	5	681,409.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,891.
7 Add lines 5 and 6	7	686,300.
8 Enter qualifying distributions from Part XII, line 4	8	1,219,352.

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

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2011 estimated tax payments and 2010 overpayment credited to 2011

6a 9,172.

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

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ►

4,281. | Refunded ►

12 Total tax due. Add lines 9 and 11

13 Total tax paid. Add lines 7 and 12

14 Total tax withheld. Add lines 10 and 13

15 Total tax paid. Add lines 12 and 14

16 Total tax due. Add lines 13 and 15

17 Total tax paid. Add lines 10 and 16

18 Total tax withheld. Add lines 12 and 17

19 Total tax paid. Add lines 14 and 18

20 Total tax due. Add lines 15 and 19

21 Total tax paid. Add lines 16 and 20

22 Total tax withheld. Add lines 18 and 21

23 Total tax paid. Add lines 19 and 22

24 Total tax due. Add lines 20 and 23

25 Total tax paid. Add lines 21 and 24

26 Total tax withheld. Add lines 23 and 25

27 Total tax paid. Add lines 24 and 26

28 Total tax due. Add lines 25 and 27

29 Total tax paid. Add lines 26 and 28

30 Total tax withheld. Add lines 28 and 29

31 Total tax paid. Add lines 29 and 30

32 Total tax due. Add lines 30 and 31

33 Total tax paid. Add lines 31 and 32

34 Total tax withheld. Add lines 32 and 33

35 Total tax paid. Add lines 33 and 34

36 Total tax due. Add lines 34 and 35

37 Total tax paid. Add lines 35 and 36

38 Total tax withheld. Add lines 36 and 37

39 Total tax paid. Add lines 37 and 38

40 Total tax due. Add lines 38 and 39

41 Total tax paid. Add lines 39 and 40

42 Total tax withheld. Add lines 39 and 41

43 Total tax paid. Add lines 40 and 42

44 Total tax due. Add lines 41 and 43

45 Total tax paid. Add lines 42 and 44

46 Total tax withheld. Add lines 44 and 45

47 Total tax paid. Add lines 45 and 46

48 Total tax due. Add lines 46 and 47

49 Total tax paid. Add lines 47 and 48

50 Total tax withheld. Add lines 48 and 49

51 Total tax paid. Add lines 49 and 50

52 Total tax due. Add lines 50 and 51

53 Total tax paid. Add lines 51 and 52

54 Total tax withheld. Add lines 52 and 53

55 Total tax paid. Add lines 53 and 54

56 Total tax due. Add lines 54 and 55

57 Total tax paid. Add lines 55 and 56

58 Total tax withheld. Add lines 56 and 57

59 Total tax paid. Add lines 57 and 58

60 Total tax due. Add lines 58 and 59

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98 Total tax withheld. Add lines 96 and 97

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102 Total tax withheld. Add lines 100 and 101

103 Total tax paid. Add lines 101 and 102

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129 Total tax paid. Add lines 127 and 128

130 Total tax withheld. Add lines 128 and 129

131 Total tax paid. Add lines 129 and 130

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142 Total tax withheld. Add lines 140 and 141

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156 Total tax due. Add lines 154 and 155

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163 Total tax paid. Add lines 161 and 162

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174 Total tax withheld. Add lines 172 and 173

175 Total tax paid. Add lines 173 and 174

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178 Total tax withheld. Add lines 176 and 177

179 Total tax paid. Add lines 177 and 178

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182 Total tax withheld. Add lines 180 and 181

183 Total tax paid. Add lines 181 and 182

184 Total tax due. Add lines 182 and 183

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186 Total tax withheld. Add lines 184 and 185

187 Total tax paid. Add lines 185 and 186

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190 Total tax withheld. Add lines 188 and 189

191 Total tax paid. Add lines 189 and 190

192 Total tax due. Add lines 190 and 191

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194 Total tax withheld. Add lines 192 and 193

195 Total tax paid. Add lines 193 and 194

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197 Total tax paid. Add lines 195 and 196

198 Total tax withheld. Add lines 196 and 197

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200 Total tax due. Add lines 198 and 199

201 Total tax paid. Add lines 199 and 200

202 Total tax withheld. Add lines 200 and 201

203 Total tax paid. Add lines 201 and 202

204 Total tax due. Add lines 202 and 203

205 Total tax paid. Add lines 203 and 204

206 Total tax withheld. Add lines 204 and 205

207 Total tax paid. Add lines 205 and 206

208 Total tax due. Add lines 206 and 207

209 Total tax paid. Add lines 207 and 208

210 Total tax withheld. Add lines 208 and 209

211 Total tax paid. Add lines 209 and 210

212 Total tax due. Add lines 210 and 211

213 Total tax paid. Add lines 211 and 212

214 Total tax withheld. Add lines 212 and 213

215 Total tax paid. Add lines 213 and 214

216 Total tax due. Add lines 214 and 215

217 Total tax paid. Add lines 215 and 216

218 Total tax withheld. Add lines 216 and 217

219 Total tax paid. Add lines 217 and 218

220 Total tax due. Add lines 218 and 219

221 Total tax paid. Add lines 219 and 220

222 Total tax withheld. Add lines 220 and 221

223 Total tax paid. Add lines 221 and 222

224 Total tax due. Add lines 222 and 223

225 Total tax paid. Add lines 223 and 224

226 Total tax withheld. Add lines 224 and 225

227 Total tax paid. Add lines 225 and 226

228 Total tax due

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Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 X
 12 Did the foundation 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? 13 X

Website address ► **N/A**

14 The books are in care of ► **BARBARA BASS BAKAR** Telephone no. ► **(415) 576-8100**
 Located at ► **ONE LOMBARD STREET, #202, SAN FRANCISCO, CA** ZIP+4 ► **94111**
 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► **15** N/A
 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.

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 X No
 (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
 (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
 (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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 X 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 X 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)?

Organizations relying on a current notice regarding disaster assistance check here

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?

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? Yes X No

If "Yes," list the years ►

b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)

N/A

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.

►

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?

Yes X 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.)

N/A

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

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?

3b

4a

4b

X

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (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

Yes No

Yes No

Yes No

Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

►

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?

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?

Yes No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		0.	0.	0.

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

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

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

►

0

Form 990-PF (2011)

123551
12-02-11

**BARBARA AND GERSON BAKAR FOUNDATION
DBA THE ACHIEVE FOUNDATION**

Form 990-PF (2011)

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	0.
b Average of monthly cash balances	1b	864,689.
c Fair market value of all other assets	1c	23,733,004.
d Total (add lines 1a, b, and c)	1d	24,597,693.
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	24,597,693.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	368,965.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	24,228,728.
6 Minimum investment return. Enter 5% of line 5	6	1,211,436.

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

1 Minimum investment return from Part X, line 6	1	1,211,436.
2a Tax on investment income for 2011 from Part VI, line 5	2a	4,891.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	4,891.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,206,545.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	1,206,545.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,206,545.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,219,352.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,219,352.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	4,891.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,214,461.

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.

Form 990-PF (2011)

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BARBARA AND GERSON BAKAR FOUNDATION
DBA THE ACHIEVE FOUNDATION

Form 990-PF (2011)

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,206,545.
2 Undistributed income, if any, as of the end of 2011			1,114,397.	
a Enter amount for 2010 only				
b Total for prior years:		0.		
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: ► \$ 1,219,352.			1,114,397.	
a Applied to 2010, but not more than line 2a				
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 2011 distributable amount		0.		104,955.
e Remaining amount distributed out of corpus		0.		
5 Excess distributions carryover applied to 2011 (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:		0.		
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				1,101,590.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.		
8 Excess distributions carryover from 2006 not applied on line 5 or line 7		0.		
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a		0.		
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				

**BARBARA AND GERSON BAKAR FOUNDATION
DBA THE ACHIEVE FOUNDATION**

Form 990-PF (2011)

DBA THE ACHIEVE FOUNDATION

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

N/A

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

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

		Prior 3 years				(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2	a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
	b 85% of line 2a					
	c Qualifying distributions from Part XII, line 4 for each year listed					
	d Amounts included in line 2c not used directly for active conduct of exempt activities					
	e Qualifying distributions made directly for active conduct of exempt activities.					
	Subtract line 2d from line 2c					
3	3 Complete 3a, b, or c for the alternative test relied upon:					
	a "Assets" alternative test - enter:					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
	b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
	c "Support" alternative test - enter:					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

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

BARBARA BASS BAKAR

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

NONE

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

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

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

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

6 Any submission deadlines:

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

BARBARA AND GERSON BAKAR FOUNDATION
DBA THE ACHIEVE FOUNDATION

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Form 990-PF (2011) 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 ATTACHED				429,154.
Total			► 3a	429,154.
b Approved for future payment NONE				
Total			► 3b	0.

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Form 990-PF (2011)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		(e) Related or exempt function income
	(a) Business code	(b) Amount	
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	76,703.
4 Dividends and interest from securities		14	266,315.
5 Net rental income or (loss) from real estate:			
a Debt-financed property			
b Not debt-financed property			
6 Net rental income or (loss) from personal property			
7 Other investment income		14	340,119.
8 Gain or (loss) from sales of assets other than inventory			
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.		683,137.
13 Total. Add line 12, columns (b), (d), and (e)	13		683,137.
(See worksheet in line 13 instructions to verify calculations.)			

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).
NOT APPLICABLE	

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No. 1545-0047

2011**Name of the organization****BARBARA AND GERSON BAKAR FOUNDATION
DBA THE ACHIEVE FOUNDATION****Employer identification number****20-5691977****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, total 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 total 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 its Form 990; or check the box on line H of its Form 990-EZ or on Part I, 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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

BARBARA AND GERSON BAKAR FOUNDATION
DBA THE ACHIEVE FOUNDATION

Employer identification number

20-5691977

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	J E DOUGLAS JR 600 EL CAMINO DEL MAR SAN FRANCISCO , CA 94121	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	LBA REALTY LLC 17901 VON KARMAN AVENUE STE 950 IRVINE , CA 92614	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	HELLMAN FAMILY FOUNDATION ONE MARITIME PLAZA STE 1200 SAN FRANCISCO , CA 94111	\$ 200,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	HERRINGER FAMILY FOUNDATION 90 SEA VIEW AVENUE PIEDMONT , CA 94611-3519	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	KATHLEEN MCCORMICK 201 FILBERT STREET SAN FRANCISCO , CA 94133	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	NANCY & GEOFFREY STACK FOUNDATION 18802 BARDEEN AVENUE IRVINE , CA 92612-1521	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

BARBARA AND GERSON BAKAR FOUNDATION
DBA THE ACHIEVE FOUNDATION

Employer identification number

20-5691977

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	R ROSENBERG 955 GREEN STREET #5 SAN FRANCISCO , CA 94133	\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
8	BAKER AVENUE ASSET MANAGEMENT 301 BATTERY STREET 2ND FLOOR SAN FRANCISCO , CA 94111	\$ 9,506.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
9	MICHAEL PODELL FUND 2200 RALSTON AVENUE HILLSBOROUGH, CA 94010-6462	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
10	BERNARD A OSHER TRUST 1 FERRY BUILDING STE 255 SAN FRANCISCO , CA 94111-4243	\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
11	BARBARA BASS 2310 HYDE STREET #3 SAN FRANCISCO , CA 94109	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

BARBARA AND GERSON BAKAR FOUNDATION
DBA THE ACHIEVE FOUNDATION

Employer identification number

20-5691977

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

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

Name of organization

Employer identification number

BARBARA AND GERSON BAKAR FOUNDATION
DBA THE ACHIEVE FOUNDATION

20-5691977

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ► \$ _____
Use duplicate copies of Part III if additional space is needed

Use duplicate copies of Part III if additional space is needed

(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
			(b) Purpose of gift
		(e) Transfer of gift	
		Relationship of transferor to transferee	
		(e) Transfer of gift	
		Relationship of transferor to transferee	
		(e) Transfer of gift	
		Relationship of transferor to transferee	
		(e) Transfer of gift	
		Relationship of transferor to transferee	
		(e) Transfer of gift	
		Relationship of transferor to transferee	
		(e) Transfer of gift	
		Relationship of transferor to transferee	

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

SOURCE	AMOUNT
BANK OF AMERICA	675.
CREDIT SUISSE	207.
GOLDMAN SACHS	30.
PIMCO	75,791.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	76,703.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ARTISIAN FUNDS	50,341.	0.	50,341.
DODGE & COX	113,434.	0.	113,434.
HARBOR GLOBAL VALUE FUND	102,540.	0.	102,540.
TOTAL TO FM 990-PF, PART I, LN 4	266,315.	0.	266,315.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INCOME	340,119.	215,555.	
TOTAL TO FORM 990-PF, PART I, LINE 11	340,119.	215,555.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	3,325.	1,663.		1,662.
TO FM 990-PF, PG 1, LN 16A	3,325.	1,663.		1,662.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	15,800.	7,900.		7,900.
TO FORM 990-PF, PG 1, LN 16B	15,800.	7,900.		7,900.

FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PARTNERSHIP FOREIGN TAX	149.	149.		0.
FEDERAL EXCISE TAX	3,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	3,149.	149.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONTINUING EDUCATION	1,180.	0.		1,180.
OFFICE SUPPLIES	1,179.	0.		1,179.
OFFICE EQUIPMENT	143.	0.		143.
INVESTMENT INTEREST EXPENSE	11,548.	11,548.		0.
PORTFOLIO MANAGEMENT FEES	48,200.	48,200.		0.
ACHIEVE PROGRAM EXPENSES	766,400.	0.		766,400.
POSTAGE AND SHIPPING	341.	0.		341.
INSURANCE	11,393.	0.		11,393.
TO FORM 990-PF, PG 1, LN 23	840,384.	59,748.		780,636.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
UNREALIZED LOSS	2,246,939.
ACCUAL TO CASH ADJUSTMENT	100,223.
TOTAL TO FORM 990-PF, PART III, LINE 5	2,347,162.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
HARBOR GLOBAL VALUE INSTITUTIONAL FUND	3,857,480.	3,857,480.
PIMCO TOTAL RETURN FUND	1,329,828.	1,329,828.
TACONIC OPPORTUNITIES FUND OFFSHORE	2,572,732.	2,572,732.
DODGE & COX GLOBAL FUND	4,406,583.	4,406,583.
EATON PARK OVERSEAS FUND	2,320,434.	2,320,434.
ROYAL CAPITAL VALUE FUND	1,036,575.	1,036,575.
STEADFAST INTERNATIONAL LTD	1,115,910.	1,115,910.
TOTAL TO FORM 990-PF, PART II, LINE 10B	16,639,542.	16,639,542.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN PARTNERSHIPS	COST	6,755,289.	6,755,289.
TOTAL TO FORM 990-PF, PART II, LINE 13		6,755,289.	6,755,289.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	11
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER EQUIPMENT	1,701.	340.	1,361.
	5,495.	1,099.	4,396.
TOTAL TO FM 990-PF, PART II, LN 14	7,196.	1,439.	5,757.

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 12

NAME OF CONTRIBUTOR

ADDRESS

HELLMAN FAMILY FOUNDATION

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BARBARA BASS BAKAR ONE LOMBARD STREET SAN FRANCISCO, CA 94111	CHAIRMAN 1.00	0.	0.	0.
BARBARA BASS BAKAR ONE LOMBARD STREET SAN FRANCISCO, CA 94111	PRESIDENT & EXECUTIVE DIRE 1.00	0.	0.	0.
NALRAJ GOUNDAR ONE LOMBARD STREET SAN FRANCISCO, CA 94111	TREASURER 1.00	0.	0.	0.
RICHARD L. GREENE ONE LOMBARD STREET SAN FRANCISCO, CA 94111	SECRETARY 1.00	0.	0.	0.
GERSON BAKAR ONE LOMBARD STREET SAN FRANCISCO, CA 94111	CHIEF EXECUTIVE OFFICER (H 1.00	0.	0.	0.
KATHLEEN MCCORMICK ONE LOMBARD STREET SAN FRANCISCO, CA 94111	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

990-PF RETURN OF PRIVATE FOUNDATION 2011

The Achieve Foundation- EIN 20-5691977

Part XVI - Item 3a, Contributions Paid

12/13/2011

Recipient

Morehouse College 5000.00

Ms. Kathleen Johnson

Gloster #305

830 Westview Dr. SW

Atlanta, GA 30314

Pediatric Aids Coalition 2011 100.00

308 Westwood Plaza

Kerckhoff Hall 419

Los Angeles CA 90095

UCSF Foundation 1000.00

220 Montgomery, 5th Floor

UCSF Box 0402 SF CA 94104

(Sandy Robertson 80th)

First Giving/SRA (Vivian San) 53.85

PO Box 29174

San Francisco, CA 94129

UCSF Foundation 1000.00

220 Montgomery, 5th Floor

UCSF Box 0402 SF CA 94104

UCSF Foundation (Donald Magnin) 1000.00

220 Montgomery, 5th Floor

San Francisco, CA 94104

UCSF Foundation (W Newman) 500.00

220 Montgomery 5th Floor

UCSF Box 0248

San Francisco, CA 94143-0402

990- PF RETURN OF PRIVATE FOUNDATION 2011

The Achieve Foundation- EIN 20-5691977

Part XVI - Item 3a, Contributions Paid

12/13/2011

Recipient

Global Brigades 500.00

1099 E. Champlain Drive Ste A176

Fresno, CA 93720

Ms. Lynette Yeomans

UCSF Foundation Mission Bay BE 420000.00

Dr. Susan Desmond-Hellman

UCSF 0402

San Francisco, CA 94143-0402

GRAND TOTAL \$429,153.85

Application for Extension of Time To File an Exempt Organization Return

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

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Part I: Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions BARBARA AND GERSON BAKAR FOUNDATION FORMERLY AND DBA THE ACHIEVE FOUNDATION	Employer identification number (EIN) or <input checked="" type="checkbox"/> 20-5691977
	Number, street, and room or suite no. If a P.O. box, see instructions. ONE LOMBARD STREET, NO. 202	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAN FRANCISCO, CA 94111	

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

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

BARBARA BASS BAKAR

- The books are in the care of ► **ONE LOMBARD STREET, #202 - SAN FRANCISCO, CA 94111**
Telephone No ► (415) 576-8100 FAX No. ►
- If the organization does not have an office or place of business in the United States, check this box ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ► . If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until
AUGUST 15, 2012, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

► calendar year 2011 or
► tax year beginning _____, and ending _____

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	14,172.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	9,172.
c	Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	5,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2012)