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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 , 2011, and endingClovis Foundation
650 Dundee Road #456
Northbrook, IL 60062**A** Employer identification number
36-7214742**B** Telephone number (see the instructions)
847-412-1300**C** If exemption application is pending, check here ☐**D 1** Foreign organizations, check here ☐**2** Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**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 (from Part II, column (c), line 16)
\$ 1,290,495.
J Accounting method. ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)**Part I Analysis of Revenue and Expenses**

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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 (att sch)**2** Ck ☒ if the foundn is not req to att Sch B**3** Interest on savings and temporary cash investments**4** Dividends and interest from securities**5a** Gross rents**b** Net rental income or (loss)**6a** Net gain/(loss) from sale of assets not on line 10**b** Gross sales price for all assets on line 6a 469,333.**7** Capital gain net income (from Part IV, line 2)**8** Net short-term capital gain**9** Income modifications**10a** Gross sales less returns and allowances**b** Less: Cost of goods sold**c** Gross profit/(loss) (att sch)**11** Other income (attach schedule).**12** Total. Add lines 1 through 11**13** Compensation of officers, directors, trustees, etc**14** Other employee salaries and wages**15** Pension plans, employee benefits**16a** Legal fees (attach schedule) See St 1**b** Accounting fees (attach sch)**c** Other prof fees (attach sch) See St 2**17** Interest**18** Taxes (attach schedule)(see instrs) See Stm 3**19** Depreciation (attach sch) and depletion**20** Occupancy**21** Travel, conferences, and meetings**22** Printing and publications**23** Other expenses (attach schedule)

See Statement 4

24 Total operating and administrative expenses. Add lines 13 through 23**25** Contributions, gifts, grants paid Stmt 5**26** Total expenses and disbursements. Add lines 24 and 25**27** Subtract line 26 from line 12:**a** Excess of revenue over expenses and disbursements**b** Net investment income (if negative, enter 0)**c** Adjusted net income (if negative, enter 0)

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ADMINISTRATIVE EXPENSES

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end of year amounts only (See instructions)

Beginning of year

End of year

(a) Book Value

(b) Book Value

(c) Fair Market Value

ASSETS	1	Cash — non-interest-bearing			
	2	Savings and temporary cash investments	45,111.	60,793.	60,793.
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments — U.S. and state government obligations (attach schedule)			
	b	Investments — corporate stock (attach schedule) Statement 6	971,239.	852,527.	977,293.
	c	Investments — corporate bonds (attach schedule) Statement 7	135,415.	263,081.	250,017.
	LIABILITIES	11	Investments — land, buildings, and equipment, basis		
		Less: accumulated depreciation (attach schedule)			
12		Investments — mortgage loans			
13		Investments — other (attach schedule)	111,363.		
14		Land, buildings, and equipment, basis			
		Less: accumulated depreciation (attach schedule)			
15		Other assets (describe See Statement 8)	2,639.	2,392.	2,392.
16		Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	1,265,767.	1,178,793.	1,290,495.
17		Accounts payable and accrued expenses			
18		Grants payable			
19	Deferred revenue				
20	Loans from officers, directors, trustees, & other disqualified persons				
21	Mortgages and other notes payable (attach schedule)				
22	Other liabilities (describe)				
23	Total liabilities (add lines 17 through 22)	0.	0.		
FUND ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.		☐		
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.		☒		
	27	Capital stock, trust principal, or current funds	1,231,749.	1,160,733.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	34,018.	18,060.	
	30	Total net assets or fund balances (see instructions)	1,265,767.	1,178,793.	
31	Total liabilities and net assets/fund balances (see instructions)	1,265,767.	1,178,793.		

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	1,265,767.
2	Enter amount from Part I, line 27a	2	-86,974.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	1,178,793.
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	1,178,793.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a See Statement 9				
b				
c				
d				
e				

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
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	-15,080.
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 instructions). If (loss), enter -0- in Part I, line 8		3	-4,026.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	90,758.	1,350,364.	0.067210
2009	94,508.	1,270,076.	0.074411
2008	125,295.	1,827,696.	0.068554
2007	136,959.	2,119,534.	0.064618
2006	101,625.	1,888,597.	0.053810

2 Total of line 1, column (d)	2	0.328603
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	0.065721
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,385,069.
5 Multiply line 4 by line 3	5	91,028.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	152.
7 Add lines 5 and 6	7	91,180.
8 Enter qualifying distributions from Part XII, line 4	8	87,065.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary — see instrs)		1	303.
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, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	303.
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	303.
6 Credits/Payments.			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	2,392.	
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	2,392.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,089.	
11 Enter the amount of line 10 to be. Credited to 2012 estimated tax ☐ 2,089. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (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? <i>If 'Yes,' attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws; or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • 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 year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) IL		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>Michael E. Braude</u> Telephone no. <u>847-412-1300</u> Located at <u>650 Dundee Road #456 Northbrook IL</u> ZIP + 4 <u>60062</u>			
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 <u>N/A</u>	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?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u>N/A</u>				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly).		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <u>N/A</u>	1b	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?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>	☐ Yes ☒ 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.).	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__ , 20__ , 20__ , 20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If 'Yes,' did it have excess business holdings in 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.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	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))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Jonathan Green 650 Dundee Road #456 Northbrook, IL 60062	Trustee 0	0.	0.	0.
Brenda Berry Green 650 Dundee Road #456 Northbrook, IL 60062	Trustee 0	0.	0.	0.

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

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

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Form 990-PF (2011)

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	1,326,445.
b Average of monthly cash balances	1b	79,716.
c Fair market value of all other assets (see instructions).	1c	
d Total (add lines 1a, b, and c)	1d	1,406,161.
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	1,406,161.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	21,092.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,385,069.
6 Minimum investment return. Enter 5% of line 5	6	69,253.

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	69,253.
2a Tax on investment income for 2011 from Part VI, line 5	2a	303.	
b Income tax for 2011 (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b	2c	303.	
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	68,950.	
4 Recoveries of amounts treated as qualifying distributions	4		
5 Add lines 3 and 4	5	68,950.	
6 Deduction from distributable amount (see instructions)	6		
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	68,950.	

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	87,065.
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	87,065.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	87,065.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				68,950.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	8,973.			
b From 2007	37,084.			
c From 2008	34,240.			
d From 2009	31,498.			
e From 2010	23,734.			
f Total of lines 3a through e	135,529.			
4 Qualifying distributions for 2011 from Part XII, line 4. ► \$ 87,065.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2011 distributable amount				68,950.
e Remaining amount distributed out of corpus	18,115.			
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:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	153,644.			
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 instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	8,973.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	144,671.			
10 Analysis of line 9.				
a Excess from 2007	37,084.			
b Excess from 2008	34,240.			
c Excess from 2009	31,498.			
d Excess from 2010	23,734.			
e Excess from 2011	18,115.			

N/A

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

(4) Gross investment income

[illegible]

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

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).)

Jonathan Green

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

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

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

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business) a Paid during the year	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
See Statement 5.				
Total			► 3a	84,500.
b Approved for future payment				
Total			► 3b	

Part XVI-A. Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) 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	2.	
4	Dividends and interest from securities			14	28,402.	
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	-15,080.	
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)				13,324.	
13	Total. Add line 12, columns (b), (d), and (e)				13	13,324.

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

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

[illegible]

2011

Federal Statements

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Client CLOVISFD

Clovis Foundation

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Statement 1
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Berlin & Braude	\$ 6,405.	\$ 3,895.		\$ 2,510.
Total	<u>\$ 6,405.</u>	<u>\$ 3,895.</u>		<u>\$ 2,510.</u>

Statement 2
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Gofen & Glossberg invest advis fee	\$ 4,237.	\$ 4,237.		
Total	<u>\$ 4,237.</u>	<u>\$ 4,237.</u>		<u>\$ 0.</u>

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
10 excise tax paid in 11	\$ 247.	\$ 247.		
Foreign tax withheld	568.	568.		
Total	<u>\$ 815.</u>	<u>\$ 815.</u>		<u>\$ 0.</u>

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank custody fees	\$ 3,951.	\$ 3,951.		
Bank fee for annual tax info report	300.	300.		
Delivery service	40.			\$ 40.
Depository fee	1.	1.		
IL Charity Bureau Fund	15.			15.
Misc. bank fees	34.	34.		
Total	<u>\$ 4,341.</u>	<u>\$ 4,286.</u>		<u>\$ 55.</u>

Client CLOVISFD

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Statement 5
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Cash Grants and Allocations

Class of Activity:

Donee's Name:

Donee's Address:

One Call for All

P.O. Box 10487

Bainbridge Island, WA 98110

Relationship of Donee:

Organizational Status of Donee:

Amount Given:

\$ 2,500.

Class of Activity:

Donee's Name:

Donee's Address:

Bainbridge Island Land Trust

P.O. Box 10144

Bainbridge Island, WA 98110

Relationship of Donee:

Organizational Status of Donee:

Amount Given:

5,000.

Class of Activity:

Donee's Name:

Donee's Address:

Bainbridge Public Library

1270 Madison Ave. N

Bainbridge Island, WA 98110

Relationship of Donee:

Organizational Status of Donee:

Amount Given:

1,000.

Class of Activity:

Donee's Name:

Donee's Address:

Doctors Without Borders

333 7th Ave.

New York, NY 10001

Relationship of Donee:

Organizational Status of Donee:

Amount Given:

5,000.

Class of Activity:

Donee's Name:

Donee's Address:

Fred Hutchinson Cnrc Rsch Ctr

P.O. Box 19024

Seattle, WA 98109

Relationship of Donee:

Organizational Status of Donee:

Amount Given:

5,000.

Class of Activity:

Donee's Name:

Donee's Address:

Global Source Education

Box 11316

Bainbridge Island, WA 98110

Relationship of Donee:

Organizational Status of Donee:

Amount Given:

1,000.

Class of Activity:

Donee's Name:

Donee's Address:

Housing Resources Board

PO Box 11391

Bainbridge Island, WA 98110

Relationship of Donee:

Organizational Status of Donee:

Amount Given:

7,500.

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Statement 5 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Class of Activity:		
Donee's Name:	Island School	
Donee's Address:	8553 NE Day Road Bainbridge Island, WA 98110	
Relationship of Donee:		
Organizational Status of Donee:		
Amount Given:		\$ 7,500.
Class of Activity:		
Donee's Name:	Nature Conservancy	
Donee's Address:	4245 N. Fairfax Dr. Arlington, VA 22203	
Relationship of Donee:		
Organizational Status of Donee:		
Amount Given:		5,000.
Class of Activity:		
Donee's Name:	Northwest Harvest	
Donee's Address:	P.O. Box 12272 Seattle, WA 98102	
Relationship of Donee:		
Organizational Status of Donee:		
Amount Given:		5,000.
Class of Activity:		
Donee's Name:	Planned Parenthood Fed'n Amer	
Donee's Address:	434 W. 33rd St New York, NY 10001	
Relationship of Donee:		
Organizational Status of Donee:		
Amount Given:		2,500.
Class of Activity:		
Donee's Name:	USA for UNHCR	
Donee's Address:	1775 K St. NW Washington, DC 20006	
Relationship of Donee:		
Organizational Status of Donee:		
Amount Given:		2,500.
Class of Activity:		
Donee's Name:	Washington University	
Donee's Address:	One Brookings Dr. St. Louis, MO 63130	
Relationship of Donee:		
Organizational Status of Donee:		
Amount Given:		5,000.
Class of Activity:		
Donee's Name:	Partners in Health	
Donee's Address:	641 Huntington Ave. Boston, MA 02115	
Relationship of Donee:		
Organizational Status of Donee:		
Amount Given:		2,500.
Class of Activity:		

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Statement 5 (continued)
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Donee's Name:	Bainbridge Island Youth Soccer Club	
Donee's Address:	P.O. Box 10949	
	Bainbridge Island, WA 98110	
Relationship of Donee:		
Organizational Status of Donee:		
Amount Given:		\$ 2,500.
Class of Activity:		
Donee's Name:	Peacock Family Services	
Donee's Address:	11223 Pinyon Ave NE	
	Bainbridge Island, WA 98110	
Relationship of Donee:		
Organizational Status of Donee:		
Amount Given:		2,500.
Class of Activity:		
Donee's Name:	OCFA - Raise the Bar	
Donee's Address:	P.O. Box 10487	
	Bainbridge Island, WA 98110	
Relationship of Donee:		
Organizational Status of Donee:		
Amount Given:		4,000.
Class of Activity:		
Donee's Name:	New Course	
Donee's Address:	4098 Mattson Pl NE	
	Bainbridge Island, WA 98110	
Relationship of Donee:		
Organizational Status of Donee:		
Amount Given:		10,000.
Class of Activity:		
Donee's Name:	N Amer Friends IOLR	
Donee's Address:	778 W. Frontage Rd #119	
	Northfield, IL 60093	
Relationship of Donee:		
Organizational Status of Donee:		
Amount Given:		5,000.
Class of Activity:		
Donee's Name:	Bainbridge Schools Foundation	
Donee's Address:	8489 Madison Avenue NE	
	Bainbridge Island, WA 98110	
Relationship of Donee:		
Organizational Status of Donee:		
Amount Given:		2,500.
Class of Activity:		
Donee's Name:	U of Calif San Diego Fdn	
Donee's Address:	9500 Gilman Dr #0940	
	San Diego, CA 92093	
Relationship of Donee:		
Organizational Status of Donee:		
Amount Given:		1,000.

Total \$ 84,500.

Client CLOVISFD

Clovis Foundation

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Statement 6
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Stocks	Cost	\$ 852,527.	\$ 977,293.
	Total	<u>\$ 852,527.</u>	<u>\$ 977,293.</u>

Statement 7
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Bonds	Cost	\$ 263,081.	\$ 250,017.
	Total	<u>\$ 263,081.</u>	<u>\$ 250,017.</u>

Statement 8
Form 990-PF, Part II, Line 15
Other Assets

	<u>Book Value</u>	<u>Fair Market Value</u>
Deposit of excise tax on investmt income	\$ 2,392.	<u>2,392.</u>
Total	<u>\$ 2,392.</u>	<u>\$ 2,392.</u>

Statement 9
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

<u>Item</u>	<u>(a) Description</u>	<u>(b) How Acquired</u>	<u>(c) Date Acquired</u>	<u>(d) Date Sold</u>
1	300 sh. Cree Inc.	Purchased	2/07/2011	4/13/2011
2	10,000 Barclays Bank pfd	Purchased	10/26/2010	3/23/2011
3	5,000 Barclays Bk Rtn Opt Gold12	Purchased	9/27/2010	4/13/2011
4	300 sh. Cree Inc.	Purchased	7/12/2010	4/13/2011
5	2,000 sh. Quicksilver Resources	Purchased	3/10/2004	1/20/2011
6	500 sh. AT&T	Purchased	1/09/2008	2/07/2011
7	800 sh. Abbott Labs	Purchased	12/05/2001	2/07/2011
8	400 sh. Lockheed Martin	Purchased	1/15/2003	2/07/2011
9	1000 sh. Great Plains Energy	Purchased	3/10/2008	4/13/2011
10	50,000 Credit Suisse Nassau Metals due 4/29/11	Purchased	4/23/2007	4/29/2011
11	1500 sh. Staples	Purchased	2/15/2007	12/02/2011
12	5000 UBS AG Jersey BRH	Purchased	7/28/2010	12/05/2011
13	1000 sh. Teva Pharmaceutical ADR	Purchased	9/14/2004	12/28/2011

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	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)
Item	Gross Sales	Deprec. Allowed	Cost Basis	Gain (Loss)	FMV 12/31/69	Adj. Bas. 12/31/69	Excess (i) - (j)	Gain (Loss)
1	12,447.		15,653.	-3,206.				\$ -3,206.
2	103,720.		100,000.	3,720.				3,720.
3	53,090.		50,000.	3,090.				3,090.
4	12,447.		20,077.	-7,630.				-7,630.
5	28,891.		13,038.	15,853.				15,853.
6	13,890.		19,265.	-5,375.				-5,375.
7	36,309.		41,053.	-4,744.				-4,744.
8	32,572.		21,431.	11,141.				11,141.
9	20,070.		24,500.	-4,430.				-4,430.
10	50,000.		60,771.	-10,771.				-10,771.
11	21,468.		40,895.	-19,427.				-19,427.
12	43,320.		50,000.	-6,680.				-6,680.
13	41,109.		27,730.	13,379.				13,379.
							Total	\$ -15,080.

CLOVIS FOUNDATION
 EIN 36-7214742
 ATTACHMENT TO 2011 IRS FORM 990-PF

SCHEDULE OF CORPORATE STOCK
(Part II, Line 10b)

	Price	Quantity	Mkt Value
EAFE Equity			
ISHARES MSCI EAFE SMALL CAP 464288-27-3 SCZ	34.76	1,000 000	34,760 00
Emerging Market Equity			
ISHARES MSCI EMERGING MARKET INDEX 464287-23-4 EEM	37 94	700 000	26,558 00
Concentrated & Other Equity			
BERKSHIRE HATHAWAY INC DEL CL B 084670-70-2 BRK B	76 30	250.000	19,075.00
BOEING CO 097023-10-5 BA	73 35	500 000	36,675 00
CATERPILLAR INC 149123-10-1 CAT	90 60	500 000	45,300 00
CELGENE CORPORATION 151020-10-4 CELG	67.60	500.000	33,800 00
ECOLAB INC 278865-10-0 ECL	57 81	1,000.000	57,810 00
EXXON MOBIL CORP 30231G-10-2 XOM	84.76	500.000	42,380 00
GENERAL ELECTRIC CO 369604-10-3 GE	17.91	1,000 000	17,910.00
HSBC HOLDINGS PLC SPONS ADR 404280-40-6 HBC	38 10	800 000	30,480 00
INTERCONTINENTAL EXCHANGE INC 45865V-10-0 ICE	120 55	200 000	24,110 00
INTERNATIONAL BUSINESS MACHINES CORP 459200-10-1 IBM	183 88	700 000	128,716 00

CLOVIS FOUNDATION
 EIN 36-7214742
 ATTACHMENT TO 2011 IRS FORM 990-PF

SCHEDULE OF CORPORATE STOCK
 (Part II, Line 10b)

(continued)

	Price	Quantity	Mkt Value
Concentrated & Other Equity			
JOHNSON & JOHNSON 478160-10-4 JNJ	65.58	1,000,000	65,580.00
JP MORGAN CHASE & CO 46625H-10-0 JPM	33.25	2,000,000	66,500.00
LUXOTTICA GROUP S P A SPONS ADR 55068R-20-2 LUX	27.93	600,000	16,758.00
MONSANTO CO 61166W-10-1 MON	70.07	400,000	28,028.00
MORGAN STANLEY BUFF S&P 61760P-68-4	9.75	2,500,000	24,362.50
NATIONAL GRID TRANSCO PLC SPONS ADR 636274-30-0 NGG	48.48	1,000,000	48,480.00
NOVARTIS A G ADR 66987V-10-9 NVS	57.17	500,000	28,585.00
ORACLE CORP 68389X-10-5 ORCL	25.65	600,000	15,390.00
PPL CORP 69351T-10-6 PPL	29.42	1,500,000	44,130.00
PROCTER & GAMBLE CO 742718-10-9 PG	66.71	500,000	33,355.00
QUALCOMM INC 747525-10-3 QCOM	54.70	400,000	21,880.00
SCHLUMBERGER LTD 806857-10-8 SLB	68.31	500,000	34,155.00
SOUTHWESTERN ENERGY CO 845467-10-9 SWN	31.94	500,000	15,970.00
UNITED TECHNOLOGIES CORP 913017-10-9 UTX	73.09	500,000	36,545.00
Total Concentrated & Other Equity			\$915,974.50

CLOVIS FOUNDATION
EIN 36-7214742
ATTACHMENT TO 2011 IRS FORM 990-PF

SCHEDULE OF CORPORATE BONDS
(Part II, Line 10c)

	Price	Quantity	Mkt Value
US Fixed Income			
O HSBC BANK USA NA CERT OF DEPOSIT ZERO CPN JUL 29 2016 DTD 07/29/2011 40431G-UR-8	94 25	25,000 00	23,562 50
P VANGUARD GNMA FUND 922031-30-7	11.07	2,963.40	32,804.80
BARCLAYS FINL LLC YLD NT LKD 11% MAR 4 2013 DTD 08/31/2011 067387-BW-9	98 92	50,000 00	49,460 00
O UBS AG JERSEY BRH MEDIUM TERM NTS TRANCHE #TR 00315 DTD 07/31/2008 VAR RT DUE 07/31/2013 90261K-PC-8 A+ /AA3	97.75	100,000.00	97,750.00
O BARCLAYS FINL LLC BD LKD VAR 14 FLOATING RATE JAN 31 2014 DTD 10/31/2011 067387-CC-2	92 88	50,000.00	46,440.00
Total US Fixed Income			\$250,017.30