Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545 0052

2011

For calendar year 2011, or tax year beginning , 2011, and ending ,

Livingry Foundation
525 Camino Militar
Santa Fe, NM 87501

A Employer identification number 85-0480537

B Telephone number (see the instructions) 415-561-6400

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)* ► $ 4,287,521.

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

SCANNED AUG 27 2012

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			N/A	
4 Dividends and interest from securities	26,901.	26,901.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	36,194.			
b Gross sales price for all assets on line 6a 660,804.				
7 Capital gain net income (from Part IV, line 2)		36,194.		
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) See Statement 1	-25,029.	18,817.		
12 **Total.** Add lines 1 through 11	38,066.	81,912.		
OPERATING AND ADMINISTRATIVE EXPENSES				
13 Compensation of officers, directors, trustees, etc	76,519.			76,519.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) See St 2				647.
b Accounting fees (attach sch) See St 3	2,945.	1,472.		1,473.
c Other prof fees (attach sch) See St 4	37,956.	24,956.		14,000.
17 Interest				
18 Taxes (attach schedule)(see instrs) See Stm 5	240.	240.		
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	11,331.			20,322.
22 Printing and publications				
23 Other expenses (attach schedule) See Statement 6	6,792.	604.		8,416.
24 **Total operating and administrative expenses.** Add lines 13 through 23	135,783.	27,272.		121,377.
25 Contributions, gifts, grants paid Part XV	102,500.			102,500.
26 **Total expenses and disbursements.** Add lines 24 and 25	238,283.	27,272.		223,877.
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	-200,217.			
b **Net investment income** (if negative, enter 0)		54,640.		
c **Adjusted net income** (if negative, enter 0)				

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Part II Balance Sheets

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

		Beginning of year	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	33,587.	22,996.	22,996.
3	Accounts receivable ► 7,375.			
	Less allowance for doubtful accounts ►		7,375.	7,375.
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)	8,284.		
7	Other notes and loans receivable (attach sch) ► 638,800.	Statement 7		
	Less allowance for doubtful accounts ►	738,800.	638,800.	638,800.
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 8	1,077,177.	844,899.	844,899.
c	Investments — corporate bonds (attach schedule)			
11	Investments — land, buildings, and equipment basis ► 3,649.			
	Less accumulated depreciation (attach schedule) See Stmt 9 ► 3,649.			
12	Investments — mortgage loans			
13	Investments — other (attach schedule) Statement 10	448,554.	391,528.	391,528.
14	Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
15	Other assets (describe ► See Statement 11)	2,282,494.	2,381,923.	2,381,923.
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	4,588,896.	4,287,521.	4,287,521.
LIABILITIES 17	Accounts payable and accrued expenses	14,244.	2,411.	
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)	14,244.	2,411.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► [X] and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted	4,574,652.	4,285,110.	
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			
28	Paid-in or capital surplus, or land, building, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	4,574,652.	4,285,110.	
31	**Total liabilities and net assets/fund balances** (see instructions)	4,588,896.	4,287,521.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,574,652.
2	Enter amount from Part I, line 27a	2	-200,217.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	4,374,435.
5	Decreases not included in line 2 (itemize) ► See Statement 12	5	89,325.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	4,285,110.

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	Sale of Publicly Traded Securities	P	Various	Various
b	Capital Gain Distribution	P	Various	Various
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	656,399.		624,610.	31,789.
b	4,405.			4,405.
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				31,789.
b				4,405.
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** 36,194.

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** 36,194.

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	412,109.	1,633,343.	0.252310
2009	222,429.	4,550,809.	0.048877
2008	187,508.	3,561,503.	0.052649
2007	503,578.	4,670,102.	0.107830
2006			

2	**Total** of line 1, column (d)	2	0.461666
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	0.115417
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,468,836.
5	Multiply line 4 by line 3	5	169,529.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	546.
7	Add lines 5 and 6	7	170,075.
8	Enter qualifying distributions from Part XII, line 4	8	323,877.

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)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b			1	546.
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	546.
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	546.
6 Credits/Payments.				
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	1,954.		
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	1,954.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	1,408.
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ► 1,408. **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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► NM			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation 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 ► Tides Foundation Telephone no ► 415-561-6400

Located at ► Presidio Bldg 1014 San Francisco, CA ZIP + 4 ► 94129

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

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

			Yes	No
16	At any time during calendar year 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 ►			

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? Stmt 15 & ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Part VIII ☒ 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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? ☐ Yes ☒ No If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ► 20__ , 20__ , 20__ , 20__ .			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 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

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 (No)

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
Andrew Ungerleider 525 Camino Militar Santa Fe, NM 87501	Dir/Pres 11.00	36,000.	2,760.	0.
James D. Gollin 525 Camino Militar Santa Fe, NM 87501	Secretary 0.25	0.	0.	0.
Drummond Pike 525 Camino Militar Santa Fe, NM 87501	Treasurer 0.25	0.	0.	0.
Elizabeth Dillingham 525 Camino Militar Santa Fe, NM 87501	Exec Dir 22.00	35,000.	2,759.	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 See Statement 13	100,000.
2	
All other program-related investments See instructions.	
3	
Total. Add lines 1 through 3 ►	100,000.

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	1,370,857.
b Average of monthly cash balances		1b	120,347.
c Fair market value of all other assets (see instructions)		1c	
d **Total** (add lines 1a, b, and c)		1d	1,491,204.
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	1,491,204.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	22,368.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	1,468,836.
6 **Minimum investment return.** Enter 5% of line 5		6	73,442.

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	73,442.
2a Tax on investment income for 2011 from Part VI, line 5	2a 546.		
b Income tax for 2011. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	546.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	72,896.
4 Recoveries of amounts treated as qualifying distributions		4	200,000.
5 Add lines 3 and 4		5	272,896.
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	272,896.

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	223,877.
b Program-related investments — total from Part IX-B	1b	100,000.
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	323,877.
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	546.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	323,331.

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				272,896.
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				
b From 2007 274,441.				
c From 2008 10,136.				
d From 2009				
e From 2010 330,442.				
f **Total** of lines 3a through e	615,019.			
4 Qualifying distributions for 2011 from Part XII, line 4. ► $ 323,877.				
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				272,896.
e Remaining amount distributed out of corpus	50,981.			
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	666,000.			
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)	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	666,000.			
10 Analysis of line 9.				
a Excess from 2007 274,441.				
b Excess from 2008 10,136.				
c Excess from 2009				
d Excess from 2010 330,442.				
e Excess from 2011 50,981.				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Statement 14				
Total			► **3a**	102,500.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion 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					
4 Dividends and interest from securities			14	26,901.	
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	36,194.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a Adjustment P/Y Legal Fee					573.
b Income frm Psps	900099	-9,325.			-92,165.
c Int & Div fr Psps			14	390.	
d Int Note Receivable			14	75,498.	
e					
12 Subtotal. Add columns (b), (d), and (e)		-9,325.		138,983.	-91,592.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	38,066.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
11a	Adjustment of an expense incurred in the operation of the Foundation.
11b	Income from partnerships that make environmentally-friendly products.

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

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

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

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

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

b If 'Yes,' complete the following schedule

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 8·14·12 Title: President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self employed	PTIN
Carol Duffield	Carol Duffield [signature]	8/3/12		P01257136

Firm's name ► Fontanello, Duffield & Otake, LLP Firm's EIN ► 37-1420474

Firm's address ► 44 Montgomery Street, Suite 2019 San Francisco, CA 94104 Phone no (415) 983-0200

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Adjustment P/Y Legal Fee	$ 573.		
Income frm Psps	-101,490.	$ -57,071.	
Int & Div fr Psps	390.	390.	
Int Note Receivable	75,498.	75,498.	
Total	$ -25,029.	$ 18,817.	$ 0.

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal Fees				$ 647.
Total	$ 0.	$ 0.		$ 647.

Statement 3
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax Preparation	$ 2,945.	$ 1,472.		$ 1,473.
Total	$ 2,945.	$ 1,472.		$ 1,473.

Statement 4
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
Grant Management & Supporting Svcs	$ 20,000.	$ 7,000.		$ 14,000.
Investment Management	17,956.	17,956.		
Total	$ 37,956.	$ 24,956.		$ 14,000.

Statement 5
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Withholding on Foreign Dividends	$ 240.	$ 240.		
Total	$ 240.	$ 240.		$ 0.

Statement 6
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 Fees	$ 189.	$ 189.		
Computer Software	171.			$ 171.
Consulting	800.			800.
Insurance	1,263.			1,263.
Licenses & Filing Fees	1,513.			1,513.
Membership & Dues	500.			2,725.
Miscellaneous Operating Expenses	140.			140.
Office Supplies	24.			24.
Partnership Expenses	415.	415.		
Payroll Fees	1,400.			1,400.
Postage & Delivery	377.			380.
Total	$ 6,792.	$ 604.		$ 8,416.

Statement 7
Form 990-PF, Part II, Line 7
Other Notes and Loans Receivable

Notes and Loans Reported Separately		Book Value	Fair Market Value	Doubtful Accounts Allowance
Borrower's Name:	Santa Fe Tortilla LLC			
Borrower's Title:				
Date of Note:	3/11/2003			
Maturity Date:				
Repayment Terms:	3 Years Convertible			
Interest Rate:	12.00%			
Security Provided:	N/A			
Purpose of Loan:	General			
Borrower Relationship:				
Consideration:	N/A			
Consideration FMV:				
Original Amount:	$ 100,000.			
Balance Due:		$ 28,800.	$ 28,800.	
Doubtful Acct. Allow.:				$ 0.
Borrower's Name:	Columbia Investors LP			
Borrower's Title:				
Date of Note:	2/01/2002			

Statement 7 (continued)
Form 990-PF, Part II, Line 7
Other Notes and Loans Receivable

Maturity Date:	2/01/2014			
Repayment Terms:	10 Years			
Interest Rate:	10.00%			
Security Provided:	N/A			
Purpose of Loan:	General			
Borrower Relationship:				
Consideration:	N/A			
Consideration FMV:				
Original Amount:	$ 500,000.			
Balance Due:		$ 500,000.	$ 500,000.	
Doubtful Acct. Allow.:				$ 0.
Borrower's Name:	Biochar Engineering Corp			
Borrower's Title:				
Date of Note:	9/15/2009			
Maturity Date:	9/15/2012			
Repayment Terms:	3 Years			
Interest Rate:	1.00%			
Security Provided:	N/A			
Purpose of Loan:	General			
Borrower Relationship:				
Consideration:	N/A			
Consideration FMV:				
Original Amount:	$ 10,000.			
Balance Due:		10,000.	10,000.	
Doubtful Acct. Allow.:				0.
Borrower's Name:	Earthstone			
Borrower's Title:				
Date of Note:	3/01/2011			
Maturity Date:	3/01/2014			
Repayment Terms:	3 Years			
Interest Rate:	12.00%			
Security Provided:	N/A			
Purpose of Loan:	General			
Borrower Relationship:				
Consideration:	N/A			
Consideration FMV:				
Original Amount:	$ 100,000.			
Balance Due:		100,000.	100,000.	
Doubtful Acct. Allow.:				0.
	Total	$ 638,800.	$ 638,800.	

Allowance for Doubtful Accounts	$ 0.
Net Other Notes/Loans Rec. - Book Value	$ 638,800.

Statement 8
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
3M Company, 400 Sh	Mkt Val	$ 32,692.	$ 32,692.
Oracle Corp, 1,400 Sh	Mkt Val	35,910.	35,910.
Chk Point Software Tech, 700 Sh	Mkt Val	36,778.	36,778.
American Wtr Wks Co Inc, 1,500 Sh	Mkt Val	47,790.	47,790.
Comcast Corp, 2,000 Sh	Mkt Val	47,420.	47,420.
Ecolab Inc, 800 Sh	Mkt Val	46,248.	46,248.
Enterprise Products PPtns, 1,200 Sh	Mkt Val	55,656.	55,656.
Johnson & Johnson, 500 Sh	Mkt Val	32,790.	32,790.
Kinder Morgan Energy Partners, 600 Sh	Mkt Val	50,970.	50,970.
Plains All American Pipeline, 600 Sh	Mkt Val	44,070.	44,070.
Qualcomm Inc, 1,000 Sh	Mkt Val	54,700.	54,700.
Vodafone Group, 1,500 Sh	Mkt Val	42,045.	42,045.
Novozymes Series B, 625 Sh	Mkt Val	19,355.	19,355.
Banco Bradesco SA, 1,500 Sh	Mkt Val	25,020.	25,020.
Google Inc, 40 Sh	Mkt Val	25,836.	25,836.
LKQ Corp, 1,300 Sh	Mkt Val	39,104.	39,104.
Apple Inc, 90 Sh	Mkt Val	36,450.	36,450.
Barrett Bill Corp, 600 Sh	Mkt Val	20,442.	20,442.
Concho Res Inc, 300 Sh	Mkt Val	28,125.	28,125.
Cummins Inc, 250 Sh	Mkt Val	22,005.	22,005.
Northern Oil & Gas Inc, 1,000 Sh	Mkt Val	23,980.	23,980.
Praxair Inc, 250 Sh	Mkt Val	26,725.	26,725.
Rackspace Hosting Inc, 350 Sh	Mkt Val	15,053.	15,053.
Thermo Fisher Scientific Inc, 500 Sh	Mkt Val	22,485.	22,485.
Wellpoint Inc, 200 Sh	Mkt Val	13,250.	13,250.
	Total	$ 844,899.	$ 844,899.

Statement 9
Form 990-PF, Part II, Line 11
Investments - Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Machinery and Equipment	$ 3,649.	$ 3,649.	$ 0.	$ 0.
Total	$ 3,649.	$ 3,649.	$ 0.	$ 0.

Statement 10
Form 990-PF, Part II, Line 13
Investments - Other

Other Publicly Traded Securities	Valuation Method	Book Value	Fair Market Value
Harbor International Invest, 975.229 Sh	Mkt Val	$ 50,712.	$ 50,712.
Harding Loevner Emerg Mkt, 1,006.543 Sh	Mkt Val	42,647.	42,647.
Matthews Asian Grwth & Inc, 3,198.976 Sh	Mkt Val	48,209.	48,209.
Vanguard Intermed TRM, 10,193.680 Sh	Mkt Val	101,835.	101,835.
MFS Emerging Markets Debt, 4,870.130 Sh	Mkt Val	70,714.	70,714.

Statement 10 (continued)
Form 990-PF, Part II, Line 13
Investments - Other

	Valuation Method	Book Value	Fair Market Value
Other Publicly Traded Securities			
Vanguard Short Term, 7,275.514 Sh	Mkt Val	$ 77,411.	$ 77,411.
	Total	$ 391,528.	$ 391,528.

Statement 11
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
Interest Receivable	$ 74,113.	$ 74,113.
PRI - Earthstone Pref Series B	1,775,501.	1,775,501.
PRI - Earthstone Ser Pref Series	313,618.	313,618.
PRI - Growstone LLC Pref Series B	83,905.	83,905.
PRI - Growstone LLC Pref Series C	118,969.	118,969.
PRI - Santa Fe Tortilla	15,817.	15,817.
Total	$ 2,381,923.	$ 2,381,923.

Statement 12
Form 990-PF, Part III, Line 5
Other Decreases

Change in FMV of PRIs	$ 13,339.
FMV Adjustment of Investments	75,986.
Total	$ 89,325.

Statement 13
Form 990-PF, Part IX-B, Line 1
Summary of Program-Related Investments

Earthstone International is the only foamed glass manufacturers using recycled glass in the United States. Since 1995, they have created and distributed environmentally friendly patented foam glass products that can be used for cleaning, sanding and industrial uses. Their products are made from recycled glass that is recovered from landfills, which means that everything they make has a positive environmental impact.

Earthstone has a strong commitment to the natural environment and designs all products to meet strict environmental and safety requirements. This commitment has earned them the Green America seal of approval and national green cleaning recognition. In addition, they make all of their products in the USA at their plant in Santa Fe, New Mexico.

Earthstone's mission is to reduce the need for strip-mined minerals by producing high quality, effective, and environmentally-friendly alternative products for a variety of commercial and household uses.

Statement 13 (continued)
Form 990-PF, Part IX-B, Line 1
Summary of Program-Related Investments

Earthstone's vision is to make the largest positive environmental impact possible by becoming a leading developer and producer of products that use recycled glass as innovative solutions to the world's problems.

Statement 14
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
Tides Foundation The Presidio, PO Box 29903 San Francisco, CA 94129	N/A	509(a)(1)	General Support for the Tides Relief and Reconstruction Fund, the Creare Fund and the Backyard Fund	$ 11,000.
Collective Heritage Institute 1607 Paseo de Peralta, Ste 3 Santa Fe, NM 87501	N/A	509(a)(1)	Dreaming New Mexico Project	2,500.
Conservation Voters New Mexico Education 507 Webber Street, Unit A Santa Fe, NM 87505	N/A	509(a)(1)	General Support	5,000.
Drug Policy Alliance 70 W. 36th Street, 16th Floor New York, NY 10018	N/A	509(a)(1)	General Support	5,000.
Lensic Performing Arts Center 211 West San Francisco Street Santa Fe, NM 87501	N/A	509(a)(1)	General Support	2,500.
New Mexico Community Foundation 502 West Cordova Rd, Ste 1 Santa Fe, NM 87505	N/A	509(a)(1)	New Mexicans for Sustainable Energy and Effective Stewardship Fund	5,000.
The Storydancer Project PO Box 31099 Santa Fe, NM 87594	N/A	509(a)(1)	General Support	2,500.

Statement 14 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Think New Mexico 1227 Paseo de Peralta Santa Fe, NM 87501	N/A	509(a)(1)	General Support	$ 2,500.
WildEarth Guardians 312 Montezuma Avenue Santa Fe, NM 87501	N/A	509(a)(1)	General Support	2,500.
World Security Institute 1779 Massachusetts Ave, NW Ste 615 Washington, DC 20036	N/A	509(a)(1)	General Support	2,500.
Alliance for the Earth PO Box 8031 Santa Fe, NM 87504	N/A	509(a)(1)	Earth Treasure Vase Global Healing Project	2,000.
Ars Publica 551 W. Cordova Road, #401 Santa Fe, NM 87505	N/A	509(a)(1)	General Support	2,500.
Cedar Tree PO Box 9311 Albuquerque, NM 87119	N/A	509(a)(1)	Film project, "A Place to Stand," a documentary on Jimmy Santiago Baca	2,500.
Earth Care International 1235 Siler Road, Suite D Santa Fe, NM 87507	N/A	509(a)(1)	General Support	2,500.
GROW Santa Fe Community College Found. 6401 Richards Avenue Santa Fe, NM 87508	N/A	509(a)(1)	General Support	2,500.
Inst for Energy and Environ. Research 6935 Laurel Avenue, Suite 201 Takoma Park, MD 20912	N/A	509(a)(1)	General Support	2,500.
Littleglobe 223 N. Guadalupe, #427 Santa Fe, NM 87501	N/A	509(a)(1)	Coal Project	3,000.
New Mexico Recycling Coalition PO Box 24364 Santa Fe, NM 87502	N/A	509(a)(1)	General Support	1,000.

Statement 14 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Prajna Mountain Buddhist Order 1404 Cerro Gordo Road Santa Fe, NM 87501	N/A	509(a)(1)	General Support	$ 2,500.
Rainforest Action Network 221 Pine Street, 5th Floor San Francisco, CA 94104	N/A	509(a)(1)	General Support	2,500.
Threshold Foundation The Presidio Bldg 1014 PO Box 29903 San Francisco, CA 94129	N/A	509(a)(1)	2011 Summer/Winter Informal Funding	5,500.
University of New Mexico Foundation KNME TV 1130 University Blvd, NE Albuquerque, NM 87102	N/A	509(a)(1)	General Support for KNME Television	1,000.
Collective Heritage Institute 1607 Paseo de Peralta, Ste 3 Santa Fe, NM 87501	N/A	509(a)(1)	General Support	5,000.
Earthdance International 1286 Folsom Street San Francisco, CA 94103	N/A	509(a)(2)	General Support	1,000.
Earthworks 1612 K Street, NW, Suite 808 Washington, DC 20006	N/A	509(a)(1)	General Support	2,500.
University of New Mexico Foundation KUNM Radio MSC 06 3520 1 Univ of NM Albuquerque, NM 87131	N/A	509(a)(1)	General Support of KUNM Radio	1,000.

Statement 14 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
East Meets West Foundation 1611 Telegraph Avenue, Ste 1420 Oakland, CA 94612	N/A	509(a)(1)	To provide a specialty sewing machine to a disabled woman entrepreneur in Vietnam to further your work to create sustainable economic development in the region	$ 1,500.
Glass Alliance - New Mexico 12 Calle de Luz Santa Fe, NM 87506	N/A	509(a)(2)	General Support	1,000.
Heart Gallery of New Mexico Foundation 13170-B Central Avenue SE, Ste 190 Albuquerque, NM 87123	N/A	509(a)(1)	General Support	1,000.
Marion Institute 202 Spring Street Marion, MA 02738	N/A	509(a)(1)	Future Primitive project	1,000.
Museum of the Sixties PO Box 2064 Santa Fe, NM 87504	N/A	509(a)(1)	Bethel Woods Museum collection	1,000.
National Lawyers Guild Foundation 132 Nassau St, Ste 922 New York, NY 10038	N/A	509(a)(2)	Mass Defense Project, specifically to support the Occupy protests	1,000.
New Energy Economy 343 East Alameda Street Santa Fe, NM 87501	N/A	509(a)(1)	General Support	5,000.
New Mexico Environmental Law Center 1405 Luisa Street, Ste 5 Santa Fe, NM 87505	N/A	509(a)(1)	General Support	5,000.
San Francisco Art Institute 800 Chestnut Street San Francisco, CA 94133	N/A	School	General Support	2,500.

Statement 14 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Santa Fe Independent Film Festival 1614 Paso De Peralta Santa Fe, NM 87504	N/A	509(a)(1)	Sponsorship of Santa Fe Independent Film Festival	$ 1,000.
Southwest Learning Centers, Inc. PO Box 8627 Santa Fe, NM 87504	N/A	509(a)(2)	General Support	1,000.
Tara Mandala PO Box 3040 Pagosa Springs, CO 81147	N/A	509(a)(1)	General support, in memory of David Petit	1,000.
			Total	$ 102,500.

Statement 15
Form 990-PF, Part VII-B
Statements Regarding Activities for Which Form 4720 May Be Required

The President and Executive Director were reimbursed a total of $24,052 for expenses they incurred on behalf of the Foundation.

Form **8868**
(Rev January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545 1709

► **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 ► [X]
- 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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions Livingry Foundation	Employer identification number (EIN) or [X] 85-0480537
File by the due date for filing your return See instructions	Number, street, and room or suite number If a P O box, see instructions 525 Camino Militar	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions Santa Fe, NM 87501	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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 (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► Tides Foundation

COPY

Telephone No ► 415-561-6400 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 8/15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for.

► [X] calendar year 20 11 or

► [ ] tax year beginning ________, 20 ___, and ending ________, 20 ___

2 If the tax year entered in line 1 is for less than 12 months, check reason. [ ] Initial return [ ] Final return [ ] Change in accounting period

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**	$ 4,354.
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**	$ 1,954.
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**	$ 2,400.

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.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ► [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions Livingry Foundation	Employer identification number (EIN) or [X] 85-0480537
File by the extended due date for filing the return See instructions	Number, street, and room or suite number If a P O box, see instructions Fontanello, Duffield & Otake, LLP 44 Montgomery Street, Suite 2019	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions San Francisco, CA 94104	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
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 (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in care of ► Tides Foundation
  Telephone No. ► 415-561-6400 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

4 I request an additional 3-month extension of time until 11/15 , 20 12.

5 For calendar year 2011 , or other tax year beginning ______ , 20 __ , and ending ______ , 20 __

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension The Organization requires additional time to compile the information necessary to file a complete and accurate return.

8a 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	**8a**	$ 546.
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 and any amount paid previously with Form 8868	**8b**	$ 1,954.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	**8c**	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

COPY

Signature ► Title ► Date ►