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" HURRICANE SANDY "

Form 990-PF

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

OMB No 1545-0052

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

and ending

ENVELOPE POSTMARK DATE JAN 28 2013

Name of foundation: GAME FACE PRODUCTIONS
Employer identification number: 91-2037968
Telephone number: 973-643-7700
City or town, state, and ZIP code: NEWARK, NJ 07102
Fair market value of all assets at end of year: \$ 711,445.
Accounting method: Cash

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-27).

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LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2011)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end of year amounts only			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1 Cash - non-interest-bearing		92,253.	63,639.	63,639.		
	2 Savings and temporary cash investments						
	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						
	7 Other notes and loans receivable						
	Less: allowance for doubtful accounts						
	8 Inventories for sale or use						
	9 Prepaid expenses and deferred charges						
	10a Investments - U.S. and state government obligations						
	b Investments - corporate stock						
	c Investments - corporate bonds						
11 Investments - land, buildings and equipment: basis	22,887.						
Less: accumulated depreciation	22,887.						
12 Investments - mortgage loans							
13 Investments - other	STMT 7	619,550.	626,990.	647,806.			
14 Land, buildings, and equipment: basis							
Less: accumulated depreciation							
15 Other assets (describe)							
16 Total assets (to be completed by all filers)		711,803.	690,629.	711,445.			
Liabilities	17 Accounts payable and accrued expenses						
	18 Grants payable						
	19 Deferred revenue						
	20 Loans from officers, directors, trustees, and other disqualified persons						
	21 Mortgages and other notes payable						
22 Other liabilities (describe)							
23 Total liabilities (add lines 17 through 22)		0.	0.				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>						
	24 Unrestricted						
	25 Temporarily restricted						
	26 Permanently restricted						
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>						
	27 Capital stock, trust principal, or current funds		0.	0.			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.			
29 Retained earnings, accumulated income, endowment, or other funds		711,803.	690,629.				
30 Total net assets or fund balances		711,803.	690,629.				
31 Total liabilities and net assets/fund balances		711,803.	690,629.				

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	711,803.
2 Enter amount from Part I, line 27a	2	<21,174.>
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	690,629.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	690,629.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	345 BROADWAY LLC STCG FROM K-1	P	VARIOUS	VARIOUS
b	345 BROADWAY LLC LTCG FROM K-1	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				<4,747.>
b				<3,104.>
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			<4,747.>
b			<3,104.>
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	<7,851.>
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }	3	<4,747.>

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

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

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

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

Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	7,941.	686,345.	.011570
2009	31,083.	630,576.	.049293
2008	12,136.	585,162.	.020740
2007	14,145.	575,394.	.024583
2006	29,442.	546,150.	.053908

2	Total of line 1, column (d)	2	.160094
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	.032019
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	713,754.
5	Multiply line 4 by line 3	5	22,854.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	153.
7	Add lines 5 and 6	7	23,007.
8	Enter qualifying distributions from Part XII, line 4	8	28,866.

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)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	153.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3	Add lines 1 and 2	3	153.
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	153.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	200.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	200.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	47.
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 47. Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3	X	
4a		X
4b		
5		X
6		X
7	X	
8a		
8b	X	
9		X
10		X

N/A

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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>HTTP://WWW.GAMEFACEONLINE.ORG/</u>		X	
14	The books are in care of ► <u>JANE GOTTESMAN</u> Telephone no. ► <u>973-643-7700</u> Located at ► <u>1518 HAWTHORNE TERRACE, BERKELEY, CA</u> ZIP+4 ► <u>94708</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		15	N/A
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►		16	Yes No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A	1b	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No ► _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	
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)? 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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

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? Yes 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? Yes No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JANE GOTTESMAN 1518 HAWTHORNE TERRANCE BERLELEY, CA 94708	CHIEF EXECUTIVE OFFICER 40.00	0.	0.	0.
STEPHEN NISLICK 25 SLABTOWN CREEK ROAD BLAIRSTOWN, NJ 07825	CHIEF FINANCIAL OFFICER 0.00	0.	0.	0.
GARY DORIN 100 WASHINGTON STREET NEWARK, NJ 07102	SECRETARY 0.00	0.	0.	0.
SHANA PENN 15 MARINA LAKE DRIVE RICHMOND, CA 94804	DIRECTOR 0.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. 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 THE FOUNDATION HAS BEEN DEVELOPING A PHOTOGRAPHY EXHIBITION, BOOK AND MULTIDISCIPLINARY ENGAGEMENT PROJECT WITH HELP OF PHOTOGRAPHERS, CONSULTANTS AND CURATORS.	27,194.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	0.
b	Average of monthly cash balances	1b	85,505.
c	Fair market value of all other assets	1c	639,118.
d	Total (add lines 1a, b, and c)	1d	724,623.
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	724,623.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	10,869.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	713,754.
6	Minimum investment return. Enter 5% of line 5	6	35,688.

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	35,688.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	153.	
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b	2c	153.	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	35,535.	
4	Recoveries of amounts treated as qualifying distributions	4	0.	
5	Add lines 3 and 4	5	35,535.	
6	Deduction from distributable amount (see instructions)	6	0.	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	35,535.	

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	28,866.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	28,866.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	153.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	28,713.

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				35,535.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			25,985.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 28,866.				
a Applied to 2010, but not more than line 2a			25,985.	
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				2,881.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				32,654.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶
 b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

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

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

NONE

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

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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
JANE GOTTESMAN, 510-548-5695
1518 HAWTHORNE TERRACE, BERKELEY, CA 94708

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

c Any submission deadlines:
NONE

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
NONE				
Total				▶ 3a 0.
<i>b Approved for future payment</i>				
NONE				
Total				▶ 3b 0.

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Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
	MANAGEMENT AND GENERAL OFFICE EQUIPMENT -											
2	AIR CONDITIONER	073101	200DB	7.00	17	681.			681.	681.		0.
3	OFFICE FURNITURE -											
32	DESKS, 2 CHAIRS	111301	200DB	7.00	17	4,381.			4,381.	4,381.		0.
4	COMPUTER EQUIPMENT	010101	200DB	5.00	17	6,661.			6,661.	6,661.		0.
5	MAC	041802	200DB	5.00	17	1,914.		574.	1,340.	1,340.		0.
6	EPSON SCANNER	051602	200DB	5.00	17	432.		130.	302.	302.		0.
	CANNON DIGITAL											
7	CAMERA MEMORY	090802	200DB	5.00	17	1,375.		413.	962.	962.		0.
8	COMPUTER EQUIPMENT	032603	200DB	5.00	17	2,280.		684.	1,596.	1,596.		0.
	MAC IBOOK LAPTOP /											
9	POWERBOOK LAPTOP	052604	200DB	5.00	17	3,902.		1,951.	1,951.	1,951.		0.
	MEMORY FOR IBOOK											
10	LAPTOP	062304	200DB	5.00	17	609.		305.	304.	304.		0.
	MEMORY FOR											
11	POWERBOOK LAPTOP	083104	200DB	5.00	17	652.		326.	326.	326.		0.
	* 990 PAGE 10 TOTAL											
	MANAGEMENT AND GEN					22,887.		4,383.	18,504.	18,504.	0.	0.
	* GRAND TOTAL 990											
	PAGE 10 DEPR					22,887.		4,383.	18,504.	18,504.	0.	0.

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

DEC 20 2011

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION**

The undersigned certifies that:

1. They are the Chief Executive Officer and Chief Financial Officer of Game Face Productions, a California corporation.
2. Article IIB of the Articles of Incorporation of this corporation is amended to read as follows:

The specific purpose of this corporation is to promote and support public awareness of the participation of girls and women in society, sports, culture, and the arts through traveling exhibitions, publications, a website, and educational programs.

3. The foregoing amendment to the Articles of Incorporation has been duly approved by the board of directors.
4. The corporation has no members.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: 11/15/11



Jane Gottesman, Chief Executive Officer



Stephen Nislick, Chief Financial Officer



I hereby certify that the foregoing
transcript of _____ page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office

JAN 28 2012

Date: _____

Debra Bowen

DEBRA BOWEN, Secretary of State

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
345 BROADWAY LLC DIVIDEND FROM K-1	16,619.	0.	16,619.
345 BROADWAY LLC INTEREST FROM K-1	2,046.	0.	2,046.
UBS - DIVIDEND	2.	0.	2.
TOTAL TO FM 990-PF, PART I, LN 4	18,667.	0.	18,667.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
345 BROADWAY LLC K-1 OTHER INCOME/(LOSS)	<3,129.>	<3,129.>	<3,129.>
BOOK SALES	250.	0.	250.
TOTAL TO FORM 990-PF, PART I, LINE 11	<2,879.>	<3,129.>	<2,879.>

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	581.	0.	0.	581.
TO FORM 990-PF, PG 1, LN 16B	581.	0.	0.	581.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEES	5,000.	0.	0.	5,000.
TO FORM 990-PF, PG 1, LN 16C	5,000.	0.	0.	5,000.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	245.	245.	0.	0.
TO FORM 990-PF, PG 1, LN 18	245.	245.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	452.	0.	0.	452.
INSURANCE	425.	0.	0.	425.
DESIGN WORK	3,302.	0.	0.	3,302.
RESEARCH	17,467.	0.	0.	17,467.
PHOTOGRAPHY	1,425.	0.	0.	1,425.
MISCELLANEOUS EXPENSES	110.	0.	0.	110.
OFFICE SUPPLIES	104.	0.	0.	104.
TO FORM 990-PF, PG 1, LN 23	23,285.	0.	0.	23,285.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 7	
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN 345 BROADWAY LLC	COST	626,990.	647,806.
TOTAL TO FORM 990-PF, PART II, LINE 13		626,990.	647,806.

2011 DEPRECIATION AND AMORTIZATION REPORT

CURRENT YEAR FEDERAL - GAME FACE PRODUCTIONS

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
	MANAGEMENT AND GENERAL											
2	OFFICE EQUIPMENT - PAIR CONDITIONER	0731012000	DB	7.00	17	681.			681.	681.		0.
3	OFFICE FURNITURE - 32 DESKS, 2 CHAIRS	1113012000	DB	7.00	17	4,381.			4,381.	4,381.		0.
4	COMPUTER EQUIPMENT	01101012000	DB	5.00	17	6,661.			6,661.	6,661.		0.
5	MAC	0418022000	DB	5.00	17	1,914.		574.	1,340.	1,340.		0.
6	EPSON SCANNER	0516022000	DB	5.00	17	432.		130.	302.	302.		0.
7	CANNON DIGITAL CAMERA MEMORY	0908022000	DB	5.00	17	1,375.		413.	962.	962.		0.
8	COMPUTER EQUIPMENT	0326032000	DB	5.00	17	2,280.		684.	1,596.	1,596.		0.
9	MAC IBOOK LAPTOP / POWERBOOK LAPTOP	0526042000	DB	5.00	17	3,902.		1,951.	1,951.	1,951.		0.
10	MEMORY FOR IBOOK LAPTOP	0623042000	DB	5.00	17	609.		305.	304.	304.		0.
11	MEMORY FOR POWERBOOK LAPTOP	0831042000	DB	5.00	17	652.		326.	326.	326.		0.
	* 990 PAGE 10 TOTAL MANAGEMENT AND GEN					22,887.		4,383.	18,504.	18,504.	0.	0.
	* GRAND TOTAL 990 PAGE 10 DEPR					22,887.		4,383.	18,504.	18,504.	0.	0.

2012 DEPRECIATION AND AMORTIZATION REPORT

- NEXT YEAR FEDERAL - GAME FACE PRODUCTIONS

Asset No	Description	Date Acquired	Method	Life	Unadjusted Cost Or Basis	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Amount Of Depreciation
	MANAGEMENT AND GENERAL								
2	OFFICE EQUIPMENT - AIR CONDITIONER	073101	1200DB	7.00	681.		681.	681.	0.
3	OFFICE FURNITURE - 2 DESKS, 2 CHAIRS	111301	1200DB	7.00	4,381.		4,381.	4,381.	0.
4	COMPUTER EQUIPMENT	010101	1200DB	5.00	6,661.		6,661.	6,661.	0.
5	MAC	041802	200DB	5.00	1,914.	574.	1,340.	1,340.	0.
6	EPSON SCANNER	051602	200DB	5.00	432.	130.	302.	302.	0.
7	CANNON DIGITAL CAMERA MEMORY	090802	200DB	5.00	1,375.	413.	962.	962.	0.
8	COMPUTER EQUIPMENT	032603	200DB	5.00	2,280.	684.	1,596.	1,596.	0.
9	MAC IBOOK LAPTOP / POWERBOOK LAPTOP	052604	200DB	5.00	3,902.	1,951.	1,951.	1,951.	0.
10	MEMORY FOR IBOOK LAPTOP	062304	200DB	5.00	609.	305.	304.	304.	0.
11	MEMORY FOR POWERBOOK LAPTOP	083104	200DB	5.00	652.	326.	326.	326.	0.
	* 990 PAGE 10 TOTAL MANAGEMENT AND GENERAL				22,887.	4,383.	18,504.	18,504.	0.
	* GRAND TOTAL 990 PAGE 10 DEPR				22,887.	4,383.	18,504.	18,504.	0.