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

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

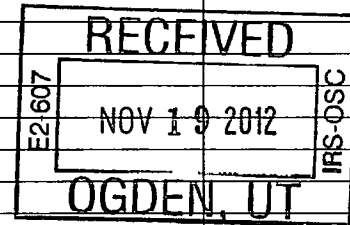
2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation THE ROCK FOUNDATION		A Employer identification number 94-1671318
Number and street (or P O box number if mail is not delivered to street address) ONE MARITIME PLAZA, SUITE 1220	Room/suite	B Telephone number 415-981-3921
City or town, state, and ZIP code SAN FRANCISCO, CA 94111		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 38,993,660.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		459.	459.		STATEMENT 1
4 Dividends and interest from securities		71,298.	71,298.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<38,322.>			
b Gross sales price for all assets on line 6a		2,035,808.			
7 Capital gain net income (from Part IV, line 2)			0.		
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 or (loss)					
11 Other income		716.	5,570.		STATEMENT 3
12 Total Add lines 1 through 11		34,151.	77,327.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		27,200.	0.		27,200.
c Other professional fees					
17 Interest		350.	350.		0.
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		16,164.	16,120.		35.
24 Total operating and administrative expenses. Add lines 13 through 23		43,714.	16,470.		27,235.
25 Contributions, gifts, grants paid		1,715,595.			1,715,595.
26 Total expenses and disbursements. Add lines 24 and 25		1,759,309.	16,470.		1,742,830.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<1,725,158.>			
b Net investment income (if negative, enter -0-)			60,857.		
c Adjusted net income (if negative, enter -0-)				N/A	



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			
	2	Savings and temporary cash investments	1,738,744.	226,317.	226,317.
	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 STMT 6	183,055.	183,055.	827,444.
	c	Investments - corporate bonds			
Liabilities	11	Investments - land, buildings, and equipment, basis ▶			
		Less: accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 7	21,183,421.	20,970,706.	37,939,868.
	14	Land, buildings, and equipment, basis ▶			
		Less: accumulated depreciation ▶			
	15	Other assets (describe ▶ STATEMENT 8)	30,160.	30,144.	31.
	16	Total assets (to be completed by all filers)	23,135,380.	21,410,222.	38,993,660.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
		Foundations that follow SFAS 117, check here ▶ ☐			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒			
	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	23,135,380.	21,410,222.	
	30	Total net assets or fund balances	23,135,380.	21,410,222.	
	31	Total liabilities and net assets/fund balances	23,135,380.	21,410,222.	

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	23,135,380.
2	Enter amount from Part I, line 27a	2	<1,725,158.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	21,410,222.
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	21,410,222.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENT				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 2,035,808.		2,074,130.	<38,322.>	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			<38,322.>	
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 <38,322.>		
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		If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 3 N/A		

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	1,523,295.	34,708,706.	.043888
2009	1,506,216.	30,588,503.	.049241
2008	1,824,418.	33,475,531.	.054500
2007	1,620,283.	33,890,268.	.047810
2006	1,328,708.	32,244,286.	.041208
2 Total of line 1, column (d)			2 .236647
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 .047329
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 37,393,026.
5 Multiply line 4 by line 3			5 1,769,775.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 609.
7 Add lines 5 and 6			7 1,770,384.
8 Enter qualifying distributions from Part XII, line 4			8 1,742,830.

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 ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	1,217.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	1,217.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	1,217.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	23,090.	
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	23,090.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	21,873.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☐ Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2011)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>ARTHUR ROCK</u> Telephone no. ► <u>415/981-3921</u> Located at ► <u>ONE MARITIME PLAZA, STE. 1220, SAN FRANCISCO, CA</u> ZIP+4 ► <u>94111</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		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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	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?		1c
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	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. ►		
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.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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

Form 990-PF (2011)

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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

6b

X

If "Yes" to 6b, file Form 8870.

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

N/A

7b

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

(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
ARTHUR ROCK ONE MARITIME PLAZA, #1220 SAN FRANCISCO, CA 94111	PRES/DIRECT.	1.00	0.	0.
TONI REMBE ROCK ONE MARITIME PLAZA, #1220 SAN FRANCISCO, CA 94111	CFO/DIR/SEC	0.50	0.	0.

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

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

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

0

Form 990-PF (2011)

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 N/A	
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.

Form 990-PF (2011)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	35,915,998.
b	Average of monthly cash balances	1b	1,272,664.
c	Fair market value of all other assets	1c	773,801.
d	Total (add lines 1a, b, and c)	1d	37,962,463.
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	37,962,463.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	569,437.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	37,393,026.
6	Minimum investment return. Enter 5% of line 5	6	1,869,651.

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

1	Minimum investment return from Part X, line 6	1	1,869,651.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,217.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,217.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,868,434.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,868,434.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,868,434.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,742,830.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,742,830.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,742,830.

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

Form 990-PF (2011)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,868,434.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			1,706,271.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 1,742,830.			1,706,271.	
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				36,559.
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				1,831,875.
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 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 <i>Paid during the year</i>				
SEE SCHEDULE A-1	NONE	PUBLIC		1,715,595.
Total			▶ 3a	1,715,595.
b <i>Approved for future payment</i>				
NONE				
Total			▶ 3b	0.

THE ROCK FOUNDATION

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 171.32 SHR GOLDMAN SACHS SHORT DURATION GOVT FUND		P	10/29/10	02/09/11
b 196,099.53 SHR GOLDMAN SACHS SHORT DURATION GOVT		P	VARIOUS	02/09/11
c FROM MEADOWBROOK REAL ESTATE FUND LLC		P		
d FROM MEADOWBROOK REAL ESTATE FUND LLC - 1231 LOSS		P		
e FROM OCM OPPORTUNITIES FUND II		P		
f FROM OCM OPPORTUNITIES FUND		P		
g FROM OCM OPPORTUNITIES FUND VI - 1231 LOSS		P		
h FROM OCM OPPORTUNITIES FUND VI		P		
i CAPITAL GAINS DIVIDENDS				
j				
k				
l				
m				
n				
o				

(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 1,746.		1,792.	<46.>
b 1,998,254.		2,047,324.	<49,070.>
c 6,156.			6,156.
d		10,435.	<10,435.>
e		14,564.	<14,564.>
f 20.			20.
g		15.	<15.>
h 15,758.			15,758.
i 13,874.			13,874.
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<46.>
b			<49,070.>
c			6,156.
d			<10,435.>
e			<14,564.>
f			20.
g			<15.>
h			15,758.
i			13,874.
j			
k			
l			
m			
n			
o			

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	<38,322.>
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	N/A

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

SOURCE	AMOUNT
NORTHERN TRUST	26.
NORTHERN TRUST (CA CHECKING)	179.
NORTHERN TRUST (NORAD)	254.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	459.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MEADOWBROOK REAL ESTATE FUND LLC	4,379.	0.	4,379.
NORTHERN TRUST	57,428.	13,874.	43,554.
OCM OPPORTUNITIES FUND VI AIF (DELAWARE), L.P.	53.	0.	53.
OCM OPPORTUNITIES FUND VI, L.P.	23,312.	0.	23,312.
TOTAL TO FM 990-PF, PART I, LN 4	85,172.	13,874.	71,298.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM MEADOWBROOK RE FUND - OTHER	<209.>	<209.>	
FROM MEADOWBROOK RE FUND - RENTAL LOSS	<1,327.>	<1,327.>	
FROM MEADOWBROOK RE FUND - OTHER INCOME	769.	769.	
FROM MEADOWBROOK RE FUND - PORTFOLIO INCOME	22.	22.	
FROM OCM OPPORTUNITIES FUND VI, L.P. - OTHER INCOME	948.	948.	
FROM OCM OPPORTUNITIES FUND VI AIF (DELAWARE), LP - RENTAL	97.	97.	
FROM MEADOWBROOK RE FUND - ORDINARY	5,186.	5,186.	
FROM OCM OPPORTUNITIES FUND VI AIF (DELAWARE), LP - OTHER INCOME	1.	1.	
FROM OCM OPPORTUNITIES FUND - PORTFOLIO INCOME	83.	83.	
MEADOWBROOK-ORD LOSS	<5,335.>	0.	

OCM OPP VI--ORD	305.	0.
OCM OPP VI (DE)--RENTAL	176.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	716.	5,570.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TAX PREPARATION FEES	27,200.	0.		27,200.	
TO FORM 990-PF, PG 1, LN 16B	27,200.	0.		27,200.	

FORM 990-PF	OTHER EXPENSES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES - OCM OPPORTUNITIES FUND, L.P.	9.	9.		0.
FILING FEE EXPENSE	35.	0.		35.
INVESTMENT FEES - OCM OPPORTUNITIES FUND II, L.P.	84.	84.		0.
INVESTMENT EXPENSES - MEADOWBROOK RE FUND LLC	3,820.	3,820.		0.
OTHER EXPENSE - MEADOWBROOK RE FUND LLC	9.	0.		0.
INVESTMENT EXPENSE - NORTHERN TRUST	2,536.	2,536.		0.
INVESTMENT FEES - OCM OPPORTUNITIES FUND VI, L.P.	9,199.	9,199.		0.
INVESTMENT FEES - OCM OPPORTUNITIES FUND VI AIF (DELAWARE), L.P.	379.	379.		0.
INVESTMENT FEES - NORTHERN TRUST (NORAD)	93.	93.		0.
TO FORM 990-PF, PG 1, LN 23	16,164.	16,120.		35.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
KINDER MORGAN MGMT LLC	183,055.	827,444.
TOTAL TO FORM 990-PF, PART II, LINE 10B	183,055.	827,444.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OCM OPPORTUNITIES FUND, L.P.	COST	4,024.	76.
OMEGA OVERSEAS PARTNERS, LTD.	COST	1,000,000.	3,930,437.
OCM OPPORTUNITIES FUND II, L.P.	COST	787.	295.
MEADOWBROOK REAL ESTATE FUND LLC	COST	175,545.	136,184.
ISHARES TRUST S&P MIDCAP 400	COST	556,842.	645,830.
ISHARES TRUST S&P SMALLCAP 600	COST	533,164.	613,888.
OCM OPPORTUNITIES FUND VI, L.P.	COST	524,145.	589,202.
CONVEXITY CAPITAL OFFSHORE CLASS B	COST	8,333,333.	19,162,141.
CONVEXITY CAPITAL OFFSHORE CLASS G	COST	6,666,667.	9,954,519.
OCM OPPORTUNITIES FUND VI AIF (DELAWARE), LP	COST	32,180.	48,044.
GS SHORT DURATION GOV'T FUND	COST	1,117,272.	1,098,375.
DFA US TARGETED VALUE FUND	COST	2,026,747.	1,760,877.
TOTAL TO FORM 990-PF, PART II, LINE 13		20,970,706.	37,939,868.

FORM 990-PF	OTHER ASSETS	STATEMENT	8
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ORGANIZATION/RESTRUCTURE COSTS	24,396.	24,396.	0.
DIVIDEND RECEIVABLE--NORTHERN TRUST	47.	31.	31.
PREPAID STATE TAXES	1,037.	1,037.	0.
PREPAID FEDERAL TAXES	4,680.	4,680.	0.
TO FORM 990-PF, PART II, LINE 15	30,160.	30,144.	31.

Form 990-PF, Part XV, Line 3:
Grants and Contributions Paid During the Year

Schedule A-1

Recipient Name and address	If recipient is an individual, show any relationship to any foundation manager of substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
A.C.E.-Association of Community Employment Programs for the Homeless 598 Broadway, 7th Floor New York, NY 10012	n/a	Public	Charitable	500.00
AMERICAN ACADEMY OF ARTS & SCIENCES 136 Irving Street Cambridge, MA 02138-1996	n/a	Public	Charitable	5,000.00
AMERICAN BAR FOUNDATION 39842 Treasury Center Chicago, IL 60694	n/a	Public	Charitable	500.00
AMERICAN CONSERVATORY THEATRE 30 Grant Avenue, 6th Floor San Francisco, CA 94108-5834	n/a	Public	Charitable	12,500.00
AMERICAN HIKING SOCIETY 1422 Fenwick Lane Silver Spring, MD 20910	n/a	Public	Charitable	500.00
AMERICAN HIMALAYAN FOUNDATION 909 Montgomery Street, Ste. 400 San Francisco, CA 94133	n/a	Public	Charitable	1,000.00
AMERICAN JEWISH COMMITTEE 121 Steuart Street, Suite 405 San Francisco, CA 94015	n/a	Public	Charitable	1,000.00
AMERICAN NONSMOKERS' RIGHTS FOUNDATION 2530 San Pablo Avenue, Suite J Berkeley, CA 94702	n/a	Public	Charitable	100.00
AMERICANS FOR CAMPAIGN REFORM 5 Bicentennial Square Concord, NH 03301	n/a	Public	Charitable	4,000.00
AMERICANS FOR THE ARTS 1000 Vermont Avenue NW, Fl. 6 Washington, DC 20005	n/a	Public	Charitable	1,000.00
AMNESTY INTERNATIONAL 5 Penn Plaza New York, NY 10001	n/a	Public	Charitable	2,500.00
ARCS FOUNDATION INC. NCC (Achievement Rewards for College Scientists) Presidio of S.F./P.O. Box 29405 San Francisco, CA 94129-0405	n/a	Public	Charitable	25,000.00
ASIA SOCIETY OF NO. CALIFORNIA 500 Washington Street, Suite 350 San Francisco, CA 94111	n/a	Public	Charitable	500.00

Form 990-PF, Part XV, Line 3:
 Grants and Contributions Paid During the Year

Schedule A-1

Recipient Name and address	If recipient is an individual, show any relationship to any foundation manager of substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ASIAN ART MUSEUM FOUNDATION 200 Larkin Street San Francisco, CA 94102	n/a	Public	Charitable	1,000.00
ASIAN LAW CAUCUS-Korematsu Institute 939 Market Street, Suite 201 San Francisco, CA 94103	n/a	Public	Charitable	6,000.00
ASPEN ART MUSEUM 590 North Mill Street Aspen, CO 81611	n/a	Public	Charitable	1,000.00
ASPEN INSTITUTE-Society of Fellows 1000 N. Third St. Aspen, CO 81611	n/a	Public	Charitable	3,500.00
ASPEN INSTITUTE'S BUS. & SOC. PROGRAM 1000 N. Third St. Aspen, CO 81611	n/a	Public	Charitable	5,000.00
ASPEN MUSIC FESTIVAL & SCHOOL (Music Associates of Aspen) 2 Music School Road Aspen, CO 81611	n/a	Public	Charitable	1,000.00
ASPEN VALLEY COMMUNITY FOUNDATION 110 E. Hallam Street, Suite 126 Aspen, CO 81611	n/a	Public	Charitable	10,000.00
BANCROFT LIBRARY University of California Berkeley, CA 94720-6000	n/a	Public	Charitable	100.00
BAR ASSOCIATION OF SAN FRANCISCO 301 Battery Street San Francisco, CA 94111	n/a	Public	Charitable	500.00
BASIC FUND 268 Bush Street, #2717 San Francisco, CA 94104	n/a	Public	Education	350,000.00
BAY AREA LEGAL AID 1735 Telegraph Avenue Oakland, CA 94612	n/a	Public	Charitable	3,000.00
BAY AREA RIDGE TRAIL COUNCIL 1007 General Kennedy Ave., Suite 3 San Francisco, CA 94129-1405	n/a	Public	Charitable	500.00
BAY CITIZEN 126 Post Street, 5th Floor San Francisco, CA 94108	n/a	Public	Charitable	50,000.00
BERKELEY CHESS SCHOOL P.O. Box 10073 Berkeley, CA 94709	n/a	Public	Charitable	5,000.00

Form 990-PF, Part XV, Line 3:
Grants and Contributions Paid During the Year

Schedule A-1

Recipient	If recipient is an individual, show any relationship to any foundation manager of substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address				
BIG BROTHERS BIG SISTERS OF THE BAY AREA 731 Market Street, 6th Floor San Francisco, CA 94103	n/a	Public	Charitable	1,000.00
BOYS & GIRLS CLUBS OF OAKLAND P.O. Box 23203 Oakland, CA 94623	n/a	Public	Charitable	25,000.00
BOYS & GIRLS CLUBS OF SAN FRANCISCO 55 Hawthorne, Suite 600 San Francisco, CA 94105	n/a	Public	Charitable	5,000.00
BRADY CENTER TO PREVENT GUN VIOLENCE 1225 Eye St. NW, Suite 1100 Washington, DC 20005	n/a	Public	Charitable	500.00
BREAKTHROUGH COLLABORATIVE 545 Sansome Street, Suite 700 San Francisco, CA 94111	n/a	Public	Charitable	5,000.00
CALIFORNIA BAR FOUNDATION 180 Howard Street San Francisco, CA 94105	n/a	Public	Charitable	1,000.00
CALIFORNIA HISTORICAL SOCIETY 678 Mission Street San Francisco, CA 94105	n/a	Public	Charitable	10,000.00
CALIFORNIA SHAKESPEARE THEATER 701 Heinz Avenue Berkeley, CA 94710	n/a	Public	Charitable	1,500.00
CENTRAL ASIA INSTITUTE P.O. Box 7209 Bozeman, MT 59771	n/a	Public	Charitable	2,000.00
CHILDREN'S LAW OFFICE P.O. Box 298 Stinson Beach, CA 94970	n/a	Public	Charitable	1,000.00
CHRONICLE SEASON OF SHARING FUND P.O. Box 44740 San Francisco, CA 94144	n/a	Public	Charitable	150,000.00
CLAM (Community Land Trust Association) P.O. Box 273 Point Reyes Station, CA 94956	n/a	Public	Charitable	1,000.00
COMMON SENSE MEDIA 650 Townsend Street, Suite 375 San Francisco, CA 94103	n/a	Public	Charitable	250.00

Form 990-PF, Part XV, Line 3:
Grants and Contributions Paid During the Year

Schedule A-1

Recipient	If recipient is an individual, show any relationship to any foundation manager of substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address				
COMMONWEALTH CLUB OF CA 595 Market Street, 2nd Floor San Francisco, CA 94105	n/a	Public	Charitable	5,000.00
COMMUNITY MUSIC CENTER 544 Capp Street San Francisco, CA 94110-2516	n/a	Public	Charitable	500.00
COMMUNITY PARTNERS INTERNATIONAL 225 Bush Street, Suite 590 San Francisco, CA 94104	n/a	Public	Charitable	500.00
COMPASSION & CHOICES P.O. Box 101810 Denver, CO 80250	n/a	Public	Charitable	1,000.00
COMPUTER HISTORY MUSEUM 1401 N. Shoreline Blvd. Mountain View, CA 94043	n/a	Public	Charitable	2,000.00
ConnCAN-50CAN Expansion Effort 85 Willow Street New Haven, CT 06511	n/a	Public	Charitable	50,000.00
CONSERVATIONAL INTERNATIONAL 2011 Crystal Drive, Suite 500 Arlington, VA 22202	n/a	Public	Charitable	1,500.00
CONTEMPORARY JEWISH MUSEUM 736 Mission Street San Francisco, CA 94103	n/a	Public	Charitable	1,000.00
CONTINENTAL DIVIDE TRAIL ALLIANCE P.O. Box 628 Pine, CO 80470-0628	n/a	Public	Charitable	100.00
CORO CENTER FOR CIVIC LEADERSHIP 601 Montgomery Street, Suite 800 San Francisco, CA 94111	n/a	Public	Charitable	1,000.00
DANCE PALACE COMMUNITY CENTER P.O. Box 217 Point Reyes Station, CA 94956	n/a	Public	Charitable	1,000.00
DEATH WITH DIGNITY NATIONAL CENTER 520 SW 6th Avenue, Suite 1030 Portland, OR 97204	n/a	Public	Charitable	100.00
DOMINICAN UNIVERSITY OF CALIFORNIA 50 Acacia Avenue San Rafael, CA 94901-2298	n/a	Public	Charitable	2,500.00
EAST BAY COMMUNITY LAW CENTER 2921 Adeline Street Berkeley, CA 94703	n/a	Public	Charitable	3,000.00

Form 990-PF, Part XV, Line 3:
Grants and Contributions Paid During the Year

Schedule A-1

Recipient	If recipient is an individual, show any relationship to any foundation manager of substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address				
EDUCATION REFORM NOW-Students for Education Reform 928 Broadway, Suite 505 New York, NY 10010	n/a	Public	Educational	5,000.00
EDUCATORS 4 EXCELLENCE 333 W. 39th Street, Suite 703 New York, NY 10018	n/a	Public	Educational	50,000.00
EPISCOPAL COMMUNITY SERVICES 165 Eighth Street, 3rd Floor San Francisco, CA 94103-2726	n/a	Public	Charitable	500.00
EXPLORATORIUM 3601 Lyon Street San Francisco, CA 94123	n/a	Public	Educational	5,000.00
FINAL EXIT NETWORK P.O. Box 665 Kingston, NJ 08534	n/a	Public	Charitable	50.00
FINE ARTS MUSEUM 50 Hagiwara Tea Garden Drive San Francisco, CA 94118	n/a	Public	Charitable	1,000.00
FOUNDATION FOR EDUCATIONAL CHOICE-Milton & Rose Friedman One American Square, Suite 2420 Indianapolis, IN 46282	n/a	Public	Educational	1,000.00
FOUNDATION FOR THE PEOPLE OF BURMA 225 Bush Street, Suite 590 San Francisco, CA 94104	n/a	Public	Charitable	500.00
FRIENDS OF HSLAPS FUND (Friends of the High School for Leadership and Public Service) 485 Madison Avenue, 15th Floor New York, NY 10022	n/a	Public	Educational	2,500.00
FRIENDS OF THE AMERICAN UNIVERSITY OF AFGHANISTAN 1901 Pennsylvania Ave., NW #207 Washington, DC 20006	n/a	Public	Charitable	750.00
FRIENDS OF THE URBAN FOREST 1007 General Kennedy Ave., Suite 1 San Francisco, CA 94129-0456	n/a	Public	Charitable	300.00
GIANTS COMMUNITY FUND-Play Ball Luncheon 24 Willie Mays Plaza San Francisco, CA 94107	n/a	Public	Charitable	5,000.00

Form 990-PF, Part XV, Line 3:
Grants and Contributions Paid During the Year

Schedule A-1

Recipient Name and address	If recipient is an individual, show any relationship to any foundation manager of substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GIRLS INC. 120 Wall Street, 3rd Floor New York, NY 10005	n/a	Public	Charitable	300.00
GLIDE MEMORIAL 330 Ellis Street San Francisco, CA 94102	n/a	Public	Charitable	100,000.00
GLOBAL HERITAGE FUND 625 Emerson Street, Suite 200 Palo Alto, CA 94301	n/a	Public	Charitable	1,000.00
GOLDEN GATE COUMMUNITY HEALTH 815 Eddy Street San Francisco, CA 94109	n/a	Public	Charitable	1,000.00
GOLDEN GATE NATIONAL PARKS CONSERVANCY Fort Mason, Building 201 San Francisco, CA 94123-1399	n/a	Public	Charitable	1,000.00
GREAT OAKLAND INFO CENTER 472 Water Street Oakland, CA 94607	n/a	Public	Charitable	5,000.00
HIKE FOR HOPE FOUNDATION 936 West Francis Street Aspen, CO 81611	n/a	Public	Charitable	1,000.00
HOOVER INSTITUTION Stanford University Stanford, CA 94305-6010	n/a	Public	Charitable	1,000.00
HOPE MOHR DANCE P.O. Box 225237 San Francisco, CA 94122	n/a	Public	Charitable	1,500.00
HORSES IN CALIFORNIA, INC. 22 22nd Avenue San Francisco, CA 94121	n/a	Public	Charitable	500.00
HUMAN RIGHTS FIRST 333 Seventh Ave., 13th Floor New York, NY 10001	n/a	Public	Charitable	25,000.00
HUMAN RIGHTS WATCH 100 Bush Street, Suite 925 San Francisco, CA 94014	n/a	Public	Charitable	1,000.00
INDEPENDENCE PASS FOUNDATION P.O. Box 1700 Aspen, CO 81612	n/a	Public	Charitable	500.00
INSTITUTE OF INTERNATIONAL EDUCATION 530 Bush Street San Francisco, CA 94108	n/a	Public	Charitable	2,000.00

Form 990-PF, Part XV, Line 3:
Grants and Contributions Paid During the Year

Schedule A-1

Recipient Name and address	If recipient is an individual, show any relationship to any foundation manager of substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
INTERNATIONAL RESCUE COMMITTEE 122 East 42nd Street New York, NY 10166-1289	n/a	Public	Charitable	25,000.00
JEWISH FAMILY & CHILDREN'S SERVICES OF SF Miriam Schultz Grunfeld Prof. Bldg. 2150 Post Street San Francisco, CA 94115	n/a	Public	Charitable	1,000.00
JUNIOR ACHIEVEMENT OF SILICON VALLEY 1401 Parkmoor Avenue, #110 San Jose, CA 95126	n/a	Public	Charitable	2,500.00
JVS-Jewish Vocational Service (Jewish Vocational & Career Counseling Service) 225 Bush Street, Suite 400 San Francisco, CA 94104	n/a	Public	Charitable	25,000.00
KAJX ASPEN PUBLIC RADIO (Roaring Fork Public Radio) Red Brick Center, Suite 134 Aspen, CO 81611	n/a	Public	Charitable	150.00
KAJX NATIONAL COUNCIL Red Brick Center, Suite 134 Aspen, CO 81611	n/a	Public	Charitable	2,500.00
KCSM 3182 Campus Drive San Mateo, CA 94403-9830	n/a	Public	Charitable	500.00
KQED (Northern California Public Broadcasting) 2601 Mariposa Street San Francisco, CA 94110	n/a	Public	Charitable	5,000.00
LAKESIDE SCHOOL 14050 1st Avenue NE Seattle, WA 98125	n/a	Public	Education	5,000.00
LAMPLIGHTERS MUSIC THEATRE (Lamplighters Opera West Foundation) P.O. Box 77367 San Francisco, CA 94107	n/a	Public	Charitable	1,000.00
LEGAL AID SOCIETY-Employment Law Center 600 Harrison Street, Suite 120 San Francisco, CA 94107	n/a	Public	Charitable	8,000.00
LEGAL COMMUNITY AGAINST VIOLENCE 268 Bush Street, #555 San Francisco, CA 94104	n/a	Public	Charitable	500.00

Form 990-PF, Part XV, Line 3:
Grants and Contributions Paid During the Year

Schedule A-1

Recipient Name and address	If recipient is an individual, show any relationship to any foundation manager of substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LEGAL MOMENTUM 395 Hudson Street, 5th Floor New York, NY 10014	n/a	Public	Charitable	1,000.00
MAGIC THEATRE Fort Mason, Building D San Francisco, CA 94123	n/a	Public	Charitable	10,000.00
MALT-Marine Agricultural Land Trust P.O. Box 809 Point Reyes Station, CA 94956	n/a	Public	Charitable	500.00
MARKKULA CENTER FOR APPLIED ETHICS-Santa Clara University 500 El Camino Real Santa Clara, CA 95053	n/a	Public	Charitable	7,500.00
MEALS ON WHEELS of San Francisco 1375 Fairfax Avenue San Francisco, CA 94124	n/a	Public	Charitable	2,500.00
MEHARRY COLLEGE 1005 R. DB Todd Jr. Boulevard Nashville, TN 37208-9989	n/a	Public	Educational	10,000.00
METROPOLITAN MUSEUM OF ART 1000 Fifth Avenue New York, NY 10028-0198	n/a	Public	Charitable	250.00
MUSEUM OF THE AFRICAN DIASPORA 685 Mission Street San Francisco, CA 94105	n/a	Public	Charitable	25,000.00
NATIONAL FOUNDATION FOR FACIAL RECONSTRUCTION 333 East 30th Street, Lobby Unit New York, NY 10016	n/a	Public	Charitable	500.00
NATIONAL PUBLIC RADIO FOUNDATION 635 Massachusetts Avenue NW Washington, DC 20001-3753	n/a	Public	Charitable	1,000.00
NATURE CONSERVANCY 4245 Fairfax Drive, Suite 100 Arlington, VA 22203	n/a	Public	Charitable	150.00
NEW YORK UNIVERSITY SCHOOL OF LAW 110 West 3rd Street, 2nd Floor New York, NY 10012	n/a	Public	Education	5,000.00
NFTE BAY AREA (Network for Teaching Entrepreneurship) USF-School of Business 2130 Fulton Street San Francisco, CA 94117	n/a	Public	Charitable	10,000.00

Form 990-PF, Part XV, Line 3:
Grants and Contributions Paid During the Year

Schedule A-1

Recipient	If recipient is an individual, show any relationship to any foundation manager of substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address				
OAKLAND MILITARY INSTITUTE 2269 Chestnut Street, Suite 500 San Francisco, CA 94123	n/a	Public	Charitable	5,000.00
OAKLAND SCHOOL FOR THE ARTS 2269 Chestnut Street, Suite 500 San Francisco, CA 94123	n/a	Public	Charitable	5,000.00
ONE JUSTICE 433 California Street, Suite 815 San Francisco, CA 94104	n/a	Public	Charitable	1,500.00
PACIFIC COMMUNITY VENTURES 51 Federal Street, Suite 402 San Francisco, CA 94107	n/a	Public	Charitable	600.00
PACIFIC COUNCIL ON INT'L POLICY 801 S. Figueroa St., Suite 1130 Los Angeles, CA 90017	n/a	Public	Charitable	250.00
PACIFIC CREST TRAIL ASSOC. P.O. Box 39000 Dept. 134137 San Francisco, CA 94139-0001	n/a	Public	Charitable	500.00
PACIFIC LEGAL FOUNDATION 930 G Street Sacramento, CA 95814	n/a	Public	Charitable	500.00
PLANNED PARENTHOOD FEDERATION OF AMERICA 434 W. 33rd Street New York, NY 10001	n/a	Public	Charitable	1,000.00
POINT REYES NATIONAL SEASHORE ASSOC. 1 Bear Valley Road, Bldg. #70 Pt. Reyes Station, CA 94956	n/a	Public	Charitable	500.00
PRBO CONSERVATION SCIENCE 3820 Cypress Drive, #11 Petaluma, CA 94954	n/a	Public	Charitable	200.00
PRESIDIO GRADUATE SCHOOL (Presidio World College) 36 Lincoln Blvd. San Francisco, CA 94129	n/a	Public	Educational	35,000.00
PROJECT OPEN HAND 730 Polk Street San Francisco, CA 94109	n/a	Public	Charitable	1,000.00
PROJECT READ 100 Larkin San Francisco, CA 94102	n/a	Public	Charitable	250.00

Form 990-PF, Part XV, Line 3:
 Grants and Contributions Paid During the Year

Schedule A-1

Recipient Name and address	If recipient is an individual, show any relationship to any foundation manager of substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PROJECT VOTE SMART One Common Ground Phillipsburg, MT 59858	n/a	Public	Charitable	45.00
RAILS-TO-TRAILS CONSERVANCY 1100 Seventeenth Street NW, 10th Floor Washington, DC 20036	n/a	Public	Charitable	200.00
REBUILDING TOGETHER (Christmas in April) (Rebuilding Together San Francisco) Pier 28 San Francisco, CA 94105	n/a	Public	Charitable	5,000.00
RESPONSIBLE WEALTH/UNITED FOR A FAIR ECONOMY 29 Winter Street Boston, MA 02108	n/a	Public	Charitable	1,000.00
ROARING FORK OUTDOOR VOLUNTEERS TODAY P.O. Box 1341 Basalt, CO 81621	n/a	Public	Charitable	250.00
SALVATION ARMY P.O. Box 193465 San Francisco, CA 94119-3465	n/a	Public	Charitable	10,000.00
SF AIDS FOUNDATION P.O. Box 6000 San Francisco, CA 94160-2635	n/a	Public	Charitable	500.00
SF BALLET 455 Franklin Street San Francisco, CA 94102	n/a	Public	Charitable	25,000.00
SF BEAUTIFUL 100 Bush Street, Suite 1812 San Francisco, CA 94104	n/a	Public	Charitable	200.00
SF CASA - SF Court Appointed Special Adv. Program 100 Bush Street, Suite 650 San Francisco, CA 94104	n/a	Public	Charitable	500.00
SF FREE CLINIC 4900 California Street San Francisco, CA 94118	n/a	Public	Charitable	10,000.00
SF MOMA 151 Third Street San Francisco, CA 94103	n/a	Public	Charitable	25,000.00
SF MUSEUM AND HISTORICAL SOCIETY P.O. Box 420470 San Francisco, CA 94142-0470	n/a	Public	Charitable	100.00

Form 990-PF, Part XV, Line 3:
Grants and Contributions Paid During the Year

Schedule A-1

Recipient	If recipient is an individual, show any relationship to any foundation manager of substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address				
SF OPERA ASSOCIATION 301 Van Ness San Francisco, CA 94102-9954	n/a	Public	Charitable	100,000.00
SF PAL-San Francisco Police Activities League 350 Amber Drive San Francisco, CA 94131	n/a	Public	Charitable	200.00
SF PARKS TRUST McLaren Lodge in Golden Gate Park San Francisco, CA 94117-1898	n/a	Public	Charitable	2,500.00
SF PERFORMANCES 500 Sutter Street, Suite 710 San Francisco, CA 94102	n/a	Public	Charitable	1,000.00
SF SCHOOL VOLUNTEERS-SF EDUCATION FUND 727 Golden Gate Ave., 2nd Floor San Francisco, CA 94102	n/a	Public	Charitable	10,000.00
SF SYMPHONY Davies Symphony Hall San Francisco, CA 94102	n/a	Public	Charitable	25,000.00
SIGMA ALPHA MU FOUNDATION 9245 N. Meridian, Suite 105 Indianapolis, IN 46260-1812	n/a	Public	Charitable	100.00
SILICON VALLEY FACES (SV Conf. for Comm. & Justice) 2735 Sand Hill Road Menlo Park, CA 94025	n/a	Public	Charitable	1,000.00
SMITHSONIAN INSTITUTION (Adopt-a-Library) P.O. Box 62066 Tampa, FL 33662-0663	n/a	Public	Charitable	500.00
SMITHSONIAN INSTITUTION (James Smithson Society) P.O. Box 420319 Palm Coast, FL 32142-9156	n/a	Public	Charitable	2,500.00
SOUTHERN POVERTY LAW CENTER 400 Washington Avenue Montgomery, AL 36104	n/a	Public	Charitable	100.00
SPECIAL OLYMPICS NO. CALIFORNIA 3480 Buskirk Avenue, Suite 340 Pleasant Hill, CA 94523	n/a	Public	Charitable	1,000.00
SPUR-S.F. Planning & Urban Research 312 Sutter Street, Suite 500 San Francisco, CA 94108-4305	n/a	Public	Charitable	1,000.00

Form 990-PF, Part XV, Line 3:
Grants and Contributions Paid During the Year

Schedule A-1

Recipient Name and address	If recipient is an individual, show any relationship to any foundation manager of substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ST. ANTHONY FOUNDATION 150 Golden Gate Avenue San Francisco, CA 94102	n/a	Public	Charitable	100,000.00
STEADMAN PHILIPPON RESEARCH INSTITUTE 181 West Meadow Drive, Suite 1000 Vail, CO 81657	n/a	Public	Charitable	10,000.00
STUDENT CONSERVATION ASSOC. P.O. Box 550 Charlestown, NH 03603-0550	n/a	Public	Charitable	1,000.00
SUNDANCE INSTITUTE P.O. Box 684429 Park City, UT 84068	n/a	Public	Charitable	1,000.00
SYRACUSE UNIVERSITY 820 Comstock Avenue Syracuse, NY 13244-5040	n/a	Public	Charitable	50,000.00
TENDERLOIN NEIGHBORHOOD DEV. CENTER 201 Eddy Street San Francisco, CA 94102-2715	n/a	Public	Charitable	2,500.00
THAT MAN MAY SEE (Beckman Vision UCSF) 10 Koret Way/Box 0352 San Francisco, CA 94143-0352	n/a	Public	Charitable	2,500.00
THEATRE ASPEN 110 E. Hallam Street, Suite 103 Aspen, CO 81611	n/a	Public	Charitable	250.00
THEATRE COMMUNICATIONS GROUP 520 Eighth Avenue, 24th Floor New York, NY 10018-4156	n/a	Public	Charitable	15,000.00
UCSF FOUNDATION (University of California San Francisco Foundation) Box 0248 San Francisco, CA 94143	n/a	Public	Educational	10,000.00
UNICEF (United States Fund for UNICEF) 125 Maiden Lane New York, NY 10038	n/a	Public	Charitable	1,000.00
UNITED WAY OF THE BAY AREA 221 Main Street, Suite 300 San Francisco, CA 94105	n/a	Public	Charitable	100,000.00
UNIVERSITY OF ROCHESTER-SCHOOL OF MEDICINE Dept. of Neurology/Parkinson's Disease 300 East River Road Rochester, NY 14627-8996	n/a	Public	Educational	500.00

Form 990-PF, Part XV, Line 3:
Grants and Contributions Paid During the Year

Schedule A-1

Recipient	If recipient is an individual, show any relationship to any foundation manager of substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address				
UNIVERSITY OF WASHINGTON LAW SCHOOL Box 353020 Seattle, WA 98195	n/a	Public	Educational	15,000.00
US DISTRICT COURT HISTORICAL SOCIETY P.O. Box 36060 San Francisco, CA 94102	n/a	Public	Charitable	1,000.00
US ENGLISH FOUNDATION 1747 Pennsylvania Avenue, NW Washington, DC 20006	n/a	Public	Charitable	1,000.00
US SKI & SNOWBOARD TEAM FOUNDATION (United States Skiing Foundation) Box 100, 1500 Kearns Blvd. Park City, UT 84060	n/a	Public	Charitable	500.00
US TERM LIMITS FOUNDATION 9900 Main Street, Suite 303 Fairfax, VA 22031	n/a	Public	Charitable	1,000.00
WEST MARIN COMMUNITY SERVICES P.O. Box 1093 Pt. Reyes Station, CA 94956	n/a	Public	Charitable	500.00
WHEELER ASSOCIATES (Wheeler Opera House Association) P.O. Box 10750 Aspen, CO 81612	n/a	Public	Charitable	250.00
WILDERNESS LAND TRUST P.O. Box 1420 Carbondale, CO 81623	n/a	Public	Charitable	1,000.00
WOMEN FOR WOMEN INTERNATIONAL 4455 Connecticut Ave., NW, #200 Washington, DC 20008	n/a	Public	Charitable	500.00
WORLD AFFAIRS COUNCIL OF NORTHERN CALIFORNIA of Northern California 312 Sutter Street, Suite 200 San Francisco, CA 94108	n/a	Public	Charitable	1,000.00
WORLD JEWISH CONGRESS FOUNDATION P.O. Box 90400 Washington, DC 10090-0400	n/a	Public	Charitable	1,000.00
TOTAL				1,715,595.00

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.

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	THE ROCK FOUNDATION	☒ 94-1671318
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	ONE MARITIME PLAZA, SUITE 1220	☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	SAN FRANCISCO, CA 94111	

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

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

ARTHUR ROCK

- The books are in the care of ▶ **ONE MARITIME PLAZA, STE. 1220 - SAN FRANCISCO, CA 94111**
Telephone No. ▶ **415/981-3921** FAX No. ▶ **415/981-3924**
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ ☒ calendar year **2011** or
▶ ☐ tax year beginning _____, and ending _____

- 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	\$ 5,100.
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	\$ 23,090.
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	\$ 0.

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

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

Form **8868** (Rev. 1-2012)

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

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 THE ROCK FOUNDATION	Employer identification number (EIN) or ☒ 94-1671318
File by the due date for filing your return See instructions Number, street, and room or suite no. If a P.O. box, see instructions ONE MARITIME PLAZA, SUITE 1220	Social security number (SSN) ☐
City, town or post office, state, and ZIP code For a foreign address, see instructions SAN FRANCISCO, CA 94111	

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

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 (sec. 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.

ARTHUR ROCK

- The books are in the care of **ONE MARITIME PLAZA, STE. 1220 - SAN FRANCISCO, CA 94111**

Telephone No. **415/981-3921**

FAX No. **415/981-3924**

- 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 **NOVEMBER 15, 2012.**

5 For calendar year **2011**, or other tax year beginning ☐ , and ending ☐

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

INFORMATION FROM THIRD PARTY SOURCES IS PENDING; ADDITIONAL TIME IS REQUIRED TO FILE AN 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	\$	5,100.
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	\$	23,090.
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.

Signature **Pamela J. Smith**

Title **Representative**

Date **8/13/12**

Form 8868 (Rev. 1-2012)