Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545 0052

2011

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

Chrysopolae Foundation
PO Box 10174
San Rafael, CA 94912

A Employer identification number 94-3265060

B Telephone number (see the instructions) (415) 488-4740

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

H Check type of organization. [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 9,925,347.

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► [X] if the foundn is **not** req to att Sch B				
	3 Interest on savings and temporary cash investments	153.	153.	N/A	
	4 Dividends and interest from securities	299,371.	299,371.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	552,362.			
	b Gross sales price for all assets on line 6a 1,344,215.				
	7 Capital gain net income (from Part IV, line 2)		552,362.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule) See Statement 1	3,761.	3,014.		
	12 **Total.** Add lines 1 through 11	855,647.	854,900.		
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 2	9,145.			9,145.
	c Other prof fees (attach sch) See St 3	69,952.	69,952.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Stm 4	10,000.			
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 5	590.	50.		540.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	89,687.	70,002.		9,685.
	25 Contributions, gifts, grants paid Part XV	516,436.			516,436.
	26 **Total expenses and disbursements.** Add lines 24 and 25	606,123.	70,002.		526,121.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	249,524.			
	b **Net investment income** (if negative, enter 0)		784,898.		
	c **Adjusted net income** (if negative, enter 0)				

RECEIVED
NOV 19 2012
OGDEN, UT

SCANNED NOV 23 2012

914,15 3

Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing			
	2	Savings and temporary cash investments	458,295.	406,506.	406,506.
	3	Accounts receivable ►			
		Less. allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less. allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch) ►			
		Less. allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments — U.S. and state government obligations (attach schedule)			
	b	Investments — corporate stock (attach schedule) Statement 6	3,866,046.	2,699,794.	2,699,794.
	c	Investments — corporate bonds (attach schedule)			
	11	Investments — land, buildings, and equipment. basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	12	Investments — mortgage loans			
	13	Investments — other (attach schedule) Statement 7	6,369,032.	6,819,047.	6,819,047.
	14	Land, buildings, and equipment basis ►			
		Less. accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ►)			
	16	**Total assets** (to be completed by all filers — see the instructions. Also, see page 1, item I)	10,693,373.	9,925,347.	9,925,347.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)	4,158.		
	23	**Total liabilities** (add lines 17 through 22)	4,158.	0.	
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here ► [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	10,689,215.	9,925,347.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► [ ] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	10,689,215.	9,925,347.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	10,693,373.	9,925,347.	

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	10,689,215.
2	Enter amount from Part I, line 27a	2	249,524.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	10,938,739.
5	Decreases not included in line 2 (itemize) ► See Statement 8	5	1,013,392.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	9,925,347.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	Sales of Publicly Traded Securities	P	Various	Various
b	Capital Gain Distributions	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	1,298,998.		791,853.	507,145.
b	45,217.			45,217.
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				507,145.
b				45,217.
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	552,362.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	0.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	486,990.	10,076,143.	0.048331
2009	486,037.	9,300,142.	0.052261
2008	410,877.	11,653,659.	0.035257
2007	425,447.	12,776,633.	0.033299
2006	390,966.	11,528,460.	0.033913

2	**Total** of line 1, column (d)	2	0.203061
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.040612
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	10,587,819.
5	Multiply line 4 by line 3	5	429,993.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,849.
7	Add lines 5 and 6	7	437,842.
8	Enter qualifying distributions from Part XII, line 4	8	526,121.

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 instrs) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			1	7,849.
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	7,849.
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	7,849.
6 Credits/Payments.				
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	14,600.		
b Exempt foreign organizations — tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	6,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	20,600.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►			9	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	12,751.
11 Enter the amount of line 10 to be **Credited to 2012 estimated tax** ► 12,751.	**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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either. • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► 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*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses.*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► Lawrence C. Ford, Jr. Telephone no. ► (415) 488-4740

Located at ► PO Box 10174 San Rafael, CA ZIP + 4 ► 94912

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

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

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country ►			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly).			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ 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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ .			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions.)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here.			
	► 20__ , 20__ , 20__ , 20__ .			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Stmt 11 ☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** X

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? ☐ Yes ☒ No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Lawrence Charles Ford, Jr. PO Box 10174 San Rafael, CA 94912	President 5.00	0.	0.	0.
Cynthia Carroll PO Box 10174 San Rafael, CA 94912	Tres/Sec't 5.00	0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
Northern Trust 580 California Street, Ste 1800 San Francisco, CA 94104	Investment Fees	69,952.
Total number of others receiving over $50,000 for professional services ►		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

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

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	10,105,374.
b Average of monthly cash balances			1b	643,681.
c Fair market value of all other assets (see instructions)			1c	
d **Total** (add lines 1a, b, and c)			1d	10,749,055.
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	10,749,055.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)			4	161,236.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	10,587,819.
6 **Minimum investment return.** Enter 5% of line 5			6	529,391.

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	529,391.
2a Tax on investment income for 2011 from Part VI, line 5	2a	7,849.		
b Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c Add lines 2a and 2b			2c	7,849.
3 Distributable amount before adjustments. Subtract line 2c from line 1			3	521,542.
4 Recoveries of amounts treated as qualifying distributions			4	
5 Add lines 3 and 4			5	521,542.
6 Deduction from distributable amount (see instructions)			6	
7 **Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	521,542.

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	526,121.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 **Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	526,121.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	7,849.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	518,272.

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				521,542.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years 20___, 20___, 20___		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009 221,344.				
e From 2010 489,205.				
f **Total** of lines 3a through e	710,549.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► $ 526,121.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2011 distributable amount				521,542.
e Remaining amount distributed out of corpus	4,579.			
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	715,128.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	715,128.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009 221,344.				
d Excess from 2010 489,205.				
e Excess from 2011 4,579.				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

See Statement 9

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

None

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

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

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

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Statement 10				
Total			► **3a**	516,436.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	153.	
4 Dividends and interest from securities			14	299,371.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	552,362.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a Investment Psp			14	850.	
b Litigation Settlement			18	747.	
c Other Investment Income			14	2,164.	
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				855,647.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 855,647.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
N/A	

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

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

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

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

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

b If 'Yes,' complete the following schedule

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

Sign Here

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

[signature] 11/15/12 PRESIDENT

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self employed	PTIN
Carol Duffield	Carol Duffield [signature]	11/13/12		P01257136

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

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

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Investment Psp	$ 850.	$ 850.	
Litigation Settlement	747.		
Other Investment Income	2,164.	2,164.	
Total	$ 3,761.	$ 3,014.	$ 0.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax Preparation	$ 9,145.			$ 9,145.
Total	$ 9,145.	$ 0.		$ 9,145.

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Management Fees	$ 69,952.	$ 69,952.		
Total	$ 69,952.	$ 69,952.		$ 0.

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise Tax	$ 10,000.			
Total	$ 10,000.	$ 0.		$ 0.

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank Fees	$ 50.	$ 50.		
Bookkeeping	540.			$ 540.
Total	$ 590.	$ 50.		$ 540.

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

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Freeport-McMoran Copper & Gold, 180 Sh	Mkt Val	$ 6,622.	$ 6,622.
AT&T Inc, 995 Sh	Mkt Val	30,089.	30,089.
Exxon Mobil Corp, 260 Sh	Mkt Val	22,037.	22,037.
Johnson & Johnson, 310 Sh	Mkt Val	20,330.	20,330.
McDonalds Corp, 202 Sh	Mkt Val	20,267.	20,267.
Wal-Mart Stores Inc, 395 Sh	Mkt Val	23,749.	23,749.
General Electric, 1,438 Sh	Mkt Val	25,999.	25,999.
Int'l Business Machines Corp, 130 Sh	Mkt Val	23,904.	23,904.
Kraft Foods Inc - A, 332 Sh	Mkt Val	12,500.	12,500.
Coca Cola Co, 186 Sh	Mkt Val	13,014.	13,014.
Goldman Sachs Group Inc, 208 Sh	Mkt Val	18,809.	18,809.
Intuitive Surgical Inc, 59 Sh	Mkt Val	27,318.	27,318.
National Oilwell Varco Inc, 370 Sh	Mkt Val	25,156.	25,156.
Chevron Corp, 325 Sh	Mkt Val	34,580.	34,580.
Dow Chemical Co, 913 Sh	Mkt Val	26,486.	26,486.
JP Morgan Chase & Co, 780 Sh	Mkt Val	25,935.	25,935.
Intel Corp Com, 1,260 Sh	Mkt Val	30,555.	30,555.
Medtronic, Inc Com Stk, 740 Sh	Mkt Val	28,305.	28,305.
MetLife Inc Com, 870 Sh	Mkt Val	27,127.	27,127.
Microsoft Corp Com, 1,145 Sh	Mkt Val	29,724.	29,724.
Omnicom Group Inc, 675 Sh	Mkt Val	30,260.	30,260.
Pepsico Inc Com, 322 Sh	Mkt Val	21,531.	21,531.
Pfizer Inc Com Stk, 1,368 Sh	Mkt Val	29,603.	29,603.
Philip Morris Intl Inc Com, 210 Sh	Mkt Val	16,642.	16,642.
Schlumberger Ltd Com, 425 Sh	Mkt Val	29,138.	29,138.
Wells Fargo & Co New Com, 1,015 Sh	Mkt Val	27,973.	27,973.
3M Co Com, 215 Sh	Mkt Val	17,572.	17,572.
New York Cmnty Bancorp, 1,885 Sh	Mkt Val	23,317.	23,317.
Bank New York Mellon Corp, 850 Sh	Mkt Val	16,924.	16,924.
Baker Hughes Inc, 430 Sh	Mkt Val	20,915.	20,915.
Allstate Corp Com Stk, 860 Sh	Mkt Val	23,753.	23,753.
American Express Co, 535 Sh	Mkt Val	25,236.	25,236.
Sanofi-Aventis Spon Adr, 555 Sh	Mkt Val	20,280.	20,280.
Danaher Corp Com Stk, 505 Sh	Mkt Val	23,768.	23,768.
Johnson Controls Inc, 755 Sh	Mkt Val	23,737.	23,737.
Nike Inc C B Cl B, 192 Sh	Mkt Val	18,572.	18,572.
Walt Disney Co, 480 Sh	Mkt Val	18,288.	18,288.
Air Prods & Chem Inc, 123 Sh	Mkt Val	10,550.	10,550.
Abbott Labs Com Stk, 310 Sh	Mkt Val	17,431.	17,431.
Amazon Com Inc, 185 Sh	Mkt Val	32,024.	32,024.
Apache Corp Com Stk, 165 Sh	Mkt Val	14,946.	14,946.

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

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Blackrock Inc Com Stk, 169 Sh	Mkt Val	$ 30,123.	$ 30,123.
Boeing Co Com, 195 Sh	Mkt Val	14,303.	14,303.
Celgene Corp Com, 285 Sh	Mkt Val	19,266.	19,266.
Cognizant Technology Solutions, 355 Sh	Mkt Val	22,830.	22,830.
Costco Wholesale Corp, 170 Sh	Mkt Val	14,164.	14,164.
EMC Corp Com, 945 Sh	Mkt Val	20,355.	20,355.
Mastercard Inc Cl A, 30 Sh	Mkt Val	11,185.	11,185.
Oracle Corp, 355 Sh	Mkt Val	9,106.	9,106.
Qualcomm Inc, 600 Sh	Mkt Val	32,820.	32,820.
United Technologies Corp, 215 Sh	Mkt Val	15,714.	15,714.
BHP Billiton Ltd Spon, 120 Sh	Mkt Val	8,476.	8,476.
Covidien Plc, 265 Sh	Mkt Val	11,928.	11,928.
Teva Pharmaceutical, 520 Sh	Mkt Val	20,987.	20,987.
Cerner Corp Com, 274 Sh	Mkt Val	16,783.	16,783.
Cummins Inc, 207 Sh	Mkt Val	18,220.	18,220.
Google Inc Cl A, 72 Sh	Mkt Val	46,505.	46,505.
Apple Inc, 184 Sh	Mkt Val	74,520.	74,520.
Deere & Co Com Stk, 265 Sh	Mkt Val	20,607.	20,607.
Molex Inc Cl A, 600 Sh	Mkt Val	11,988.	11,988.
Penny, J C Co Inc Com Stk, 485 Sh	Mkt Val	17,048.	17,048.
Vodafone Grp Plc, 855 Sh	Mkt Val	24,918.	24,918.
Avnet Inc Com Stk, 495 Sh	Mkt Val	15,389.	15,389.
Berkley W R Corp, 300 Sh	Mkt Val	10,317.	10,317.
Cabot Oil & Gas Corp, 205 Sh	Mkt Val	15,559.	15,559.
Denbury Res Inc Hldg Co, 779 Sh	Mkt Val	11,763.	11,763.
Fifth Third Bancorp Com Stk, 820 Sh	Mkt Val	10,496.	10,496.
Leucadia Nat'l Corp, 495 Sh	Mkt Val	11,256.	11,256.
Oneok Inc Com Stk, 145 Sh	Mkt Val	12,570.	12,570.
Plum Creek Timber Co Inc, 540 Sh	Mkt Val	19,742.	19,742.
Raymond James Finl Inc Com Stk, 295 Sh	Mkt Val	9,171.	9,171.
SL Green Rlty Corp, 140 Sh	Mkt Val	9,363.	9,363.
White Mountains Inc Grp, 39 Sh	Mkt Val	17,685.	17,685.
Amerco Com, 90 Sh	Mkt Val	8,046.	8,046.
Assisted Living Concepts, 670 Sh	Mkt Val	9,976.	9,976.
Encore Wire Corp Com, 425 Sh	Mkt Val	11,007.	11,007.
Foot Locker Inc Com, 975 Sh	Mkt Val	23,244.	23,244.
Investors Bancorp Inc Com, 620 Sh	Mkt Val	8,358.	8,358.
Kaiser Alum Corp Com, 320 Sh	Mkt Val	14,682.	14,682.
Schnitzer Steel Inds Inc, 200 Sh	Mkt Val	8,456.	8,456.
The Men's Wearhouse Inc, 435 Sh	Mkt Val	14,098.	14,098.
Trinity Industries Com Stk, 550 Sh	Mkt Val	16,533.	16,533.
Vail Resorts Inc Com, 310 Sh	Mkt Val	13,178.	13,178.
American Tower Corp CL A, 240 Sh	Mkt Val	14,402.	14,402.
Citrix Sys Inc, 321 Sh	Mkt Val	19,491.	19,491.
F5 Networks Inc, 75 Sh	Mkt Val	7,959.	7,959.
Precision Castparts Corp, 108 Sh	Mkt Val	17,800.	17,800.
Priceline.com Inc, 36 Sh	Mkt Val	16,838.	16,838.
Salesforce.com Inc, 129 Sh	Mkt Val	13,088.	13,088.
Starbucks Corp, 515 Sh	Mkt Val	23,695.	23,695.
Acme Packet Inc, 215 Sh	Mkt Val	6,646.	6,646.
Alexion Pharmaceuticals Inc, 229 Sh	Mkt Val	16,374.	16,374.
Autodesk Inc, 285 Sh	Mkt Val	8,644.	8,644.
Green Mtn Coffee Roasters, 102 Sh	Mkt Val	4,575.	4,575.
Intercontinental Exchange Inc, 110 Sh	Mkt Val	13,260.	13,260.
Kansas City Southern, 342 Sh	Mkt Val	23,259.	23,259.

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

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Red Hat Inc, 250 Sh	Mkt Val	$ 10,324.	$ 10,324.
Teradata Corp, 235 Sh	Mkt Val	11,400.	11,400.
Tiffany & Co, 325 Sh	Mkt Val	21,628.	21,628.
Applied Materials Inc, 1,360 Sh	Mkt Val	14,566.	14,566.
Cit Group, 420 Sh	Mkt Val	14,644.	14,644.
Discover Financial Srvcs, 730 Sh	Mkt Val	17,591.	17,591.
Ensco PLC, 465 Sh	Mkt Val	21,818.	21,818.
Family DLR Stores, 285 Sh	Mkt Val	16,482.	16,482.
Hyatt Hotels Corp, 410 Sh	Mkt Val	15,432.	15,432.
Keycorp, 1,285 Sh	Mkt Val	9,881.	9,881.
Masco Corp, 1,710 Sh	Mkt Val	17,921.	17,921.
Merck & Co, 715 Sh	Mkt Val	27,256.	27,256.
Prudential Financial Inc, 545 Sh	Mkt Val	27,315.	27,315.
Range Res Corp, 210 Sh	Mkt Val	13,007.	13,007.
Spirit Aerosystems, 895 Sh	Mkt Val	18,598.	18,598.
Tech Data Corp, 315 Sh	Mkt Val	15,564.	15,564.
Ultra Pete Corp, 160 Sh	Mkt Val	4,740.	4,740.
Atlas Air Worldwide, 320 Sh	Mkt Val	12,297.	12,297.
Cabot Corp, 310 Sh	Mkt Val	9,978.	9,978.
Caseys Gen Stores Inc, 205 Sh	Mkt Val	10,559.	10,559.
Commonwealth REIT, 375 Sh	Mkt Val	6,239.	6,239.
Allergan Inc, 115 Sh	Mkt Val	10,090.	10,090.
Biogen Idec Inc, 123 Sh	Mkt Val	13,536.	13,536.
Coach Inc, 232 Sh	Mkt Val	14,213.	14,213.
Directv Com, 275 Sh	Mkt Val	11,759.	11,759.
Du Pont, 295 Sh	Mkt Val	13,505.	13,505.
Estee Lauder, 95 Sh	Mkt Val	10,670.	10,670.
Grainger WW Inc, 52 Sh	Mkt Val	9,734.	9,734.
Halliburton Co, 180 Sh	Mkt Val	6,212.	6,212.
Monsanto Co, 215 Sh	Mkt Val	15,065.	15,065.
Whole Foods Mkt Inc, 290 Sh	Mkt Val	20,178.	20,178.
Deckers Outdoor Corp, 113 Sh	Mkt Val	8,539.	8,539.
Dicks Sporting Goods Inc, 390 Sh	Mkt Val	14,383.	14,383.
Dollar Tree Inc, 150 Sh	Mkt Val	12,467.	12,467.
Informatica Corp, 170 Sh	Mkt Val	6,278.	6,278.
Perrigo Co, 90 Sh	Mkt Val	8,757.	8,757.
Stericycle Inc, 160 Sh	Mkt Val	12,467.	12,467.
Trimble Nav Ltd, 350 Sh	Mkt Val	15,190.	15,190.
Polypore Int'l Inc, 214 Sh	Mkt Val	9,414.	9,414.
LuluLemon Athletica Inc, 270 Sh	Mkt Val	12,598.	12,598.
Arm Hlds, 480 Sh	Mkt Val	13,282.	13,282.
Abbott Labs Com Stk, 395 Sh	Mkt Val	22,211.	22,211.
Boeing Co Com, 485 Sh	Mkt Val	35,575.	35,575.
CME Group Inc, 80 Sh	Mkt Val	19,494.	19,494.
Exxon Mobil Corp, 414 Sh	Mkt Val	35,091.	35,091.
Freeport-McMoran Copper & Gold, 265 Sh	Mkt Val	9,749.	9,749.
Johnson Controls Inc, 330 Sh	Mkt Val	10,375.	10,375.
Pepsico Inc Com, 270 Sh	Mkt Val	18,054.	18,054.
Qualcomm Inc, 330 Sh	Mkt Val	18,051.	18,051.
Schlumberger Ltd Com, 360 Sh	Mkt Val	24,682.	24,682.
Invesco Ltd, 1220 Sh	Mkt Val	24,510.	24,510.
MLP KKR & Co, 1,825 Sh	Mkt Val	23,415.	23,415.
Newell Rubbermaid Inc, 1,835 Sh	Mkt Val	29,635.	29,635.
Staples Inc, 1,470 Sh	Mkt Val	20,565.	20,565.
Accrued Income included as FMV	Mkt Val	-922.	-922.
	Total	$ 2,699,794.	$ 2,699,794.

Statement 7
Form 990-PF, Part II, Line 13
Investments - Other

Other Publicly Traded Securities	Valuation Method	Book Value	Fair Market Value
MFO DFA Inv Dimensions Grp, 84,459.46 Sh	Mkt Val	$ 908,784.	$ 908,784.
MFB Northern Intl Eq, 55,071.43 Sh	Mkt Val	491,788.	491,788.
MFB Northern Multi Mgr, 58,648.87 Sh	Mkt Val	485,026.	485,026.
MFB Northern FDS Multi Mgr, 11,350.66 Sh	Mkt Val	183,994.	183,994.
MFB Northern Funds Emrg Mkt, 20,259.81Sh	Mkt Val	207,055.	207,055.
MFO DFA Emrg Mkts, 7,282.77 Sh	Mkt Val	189,061.	189,061.
MFB Northrn Hi Yield Fix, 119,594.71 Sh	Mkt Val	841,947.	841,947.
MFC Ishares Intrm Credit, 12,500 Sh	Mkt Val	1,343,462.	1,343,462.
MFC Ishares Barclays 1-3yr Bd, 8,000 Sh	Mkt Val	834,665.	834,665.
MFO PIMCO Fds, 25,689.61 Sh	Mkt Val	302,881.	302,881.
MFC SPDR Gold Tr, 4,250 Sh	Mkt Val	645,957.	645,957.
MFO PIMCO Fds Pac Inv, 26,531.83 Sh	Mkt Val	173,517.	173,517.
Excelsior Lasalle Ppty Fd, 3,934.89 Sh	Mkt Val	210,910.	210,910.
	Total	$ 6,819,047.	$ 6,819,047.

Statement 8
Form 990-PF, Part III, Line 5
Other Decreases

FMV Adjustment of Investments	$ 1,013,392.
Total	$ 1,013,392.

Statement 9
Form 990-PF, Part XV, Line 1a
Foundation Managers - 2% or More Contributors

Lawrence Charles Ford, Jr.
Cynthia Carroll

Statement 10
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Scholarship Recipient 1 PO Box 10174 San Rafael, CA 94912	None	N/A	College Scholarship	$ 7,500.

Statement 10 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
Scholarship Recipient 2 PO Box 10174 San Rafael, CA 94912	None	N/A	College Scholarship	$ 1,000.
Scholarship Recipient 3 PO Box 10174 San Rafael, CA 94912	None	N/A	College Scholarship	1,000.
Scholarship Recipient 4 PO Box 10174 San Rafael, CA 94912	None	N/A	College Scholarship	8,000.
Scholarship Recipient 5 PO Box 10174 San Rafael, CA 94912	None	N/A	College Scholarship	1,000.
The Reading Tree 455 Frederick Street San Francisco, CA 94117	N/A	509(a)(1)	General support for literacy	1,000.
Marin Country Day School 5221 Paradise Drive Corte Madera, CA 94925	N/A	School	Annual Fund	35,000.
Tamiscal High School 305 Doherty Drive Larkspur, CA 94939	N/A	School	General Support - Youth Programs	17,631.
Sierra Club Foundation 85 Second Street San Francisco, CA 94105	N/A	509(a)(1)	General Support -- Inner city Outings	15,000.
The Bay Home, Inc. 19 Hearthstone Court San Rafael, CA 94903	N/A	509(a)(1)	General Support - Care of developmentally disabled adults.	42,000.
Community Homes & Services 401 Washington Street Petaluma, CA 94903	N/A	509(a)(1)	General Support	15,000.
The Thacher School 5025 Thacher Road Ojai, CA 93023	N/A	School	General support of non-profit high school	35,000.
Scholarship Recipient 6 PO Box 10174 San Rafael, CA 94912	None	N/A	College Scholarship	8,000.
Scholarship Recipient 7 PO Box 10174 San Rafael, CA 94912	None	N/A	College Scholarship	16,750.

Statement 10 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
California Film Institute 38 Miller Avenue Mill Valley, CA 94941	N/A	509(a)(1)	Support for schools outreach program	$ 6,000.
Huntington's Disease Sociey of America 505 Eighth Avenue, Suite 902 New York, NY 10018	N/A	509(a)(1)	General Support	50,000.
The Millbrook School 131 Millbrook School Road Millbrook, NY 12545	N/A	School	Annual Fund	5,000.
St. Mary the Virgin Episcopal Church 2325 Union Street San Francisco, CA 94123	N/A	Church	General support of non-profit church	5,000.
Hamilton College 198 College Hill Road Clinton, NY 13323	N/A	School	General Support	5,000.
The Pomfret School 398 Pomfret Street, PO Box 128 Pomfret, CT 06258	N/A	School	General Support	2,500.
San Francisco Zoological Society 1 Zoo Road San Francisco, CA 94132	N/A	509(a)(1)	General Support	22,000.
Gateway Public Schools 1430 Scott Street San Francisco, CA 94115	N/A	School	General support	1,000.
Golden Gate Natl Parks Cnsvcy Building 201, Fort Mason San Francisco, CA 94123	N/A	509(a)(1)	General funding for parks and trails	9,500.
Scholarship Recipient 8 PO Box 10174 San Rafael, CA 94912	None	N/A	College Scholarship	8,000.
Scholarship Recipient 9 PO Box 10174 San Rafael, CA 94912	None	N/A	College Scholarship	8,000.

Statement 10 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
Scholarship Recipient 10 PO Box 10174 San Rafael, CA 94912	None	N/A	College Scholarship	$ 3,500.
Scholarship Recipient 11 PO Box 10174 San Rafael, CA 94912	None	N/A	College Scholarship	10,000.
Lawrenceville School 2500 Lawrenceville Road Lawrenceville, NJ 08648	N/A	School	General Support	5,000.
UCSF Foundation 220 Montgomery Street San Francisco, CA 94104	N/A	509(a)(1)	General Suppport	1,000.
Scholarship Recipient 12 PO Box 10174 San Rafael, CA 94912	None	N/A	College Scholarship	2,000.
Middlebury College 5 Court Street Middlebury, VT 05753	N/A	School	General Support	5,200.
The Nature Conservancy 201 Mission Street, 4th Floor San Francisco, CA 94105	N/A	509(a)(1)	General Support	1,000.
California Trout 870 Market Street, Suite 528 San Francisco, CA 94102	N/A	509(a)(1)	General Support	1,000.
Scholarship Recipient 13 PO Box 10174 San Rafael, CA 94912	N/A	N/A	College Scholarship	1,500.
Scholarship Recipient 14 PO Box 10174 San Rafael, CA 94912	N/A	N/A	College Scholarship	27,500.
Summer Search 620 Davis Street San Francisco, CA 94111	N/A	509(a)(1)	General support for education	6,020.
Youth Speaks 1663 Mission Street San Francisco, CA 94103	N/A	509(a)(1)	General support of arts organization for youth	20,000.

Statement 10 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Sugar Bowl Ski Team Foundation P.O. Box 68 Norden, CA 95724	N/A	509(a)(1)	General Support	$ 15,000.
Friends of the SF Public Library 391 Grove Street San Francisco, CA 94102	N/A	509(a)(1)	General support for Presidio Library Campaign	15,000.
San Geronimo Valley Community Ctr P O Box 194 San Geronimo, CA 94963	N/A	509(a)(1)	General Support	20,000.
The First Tee c/o Harding Park 99 Harding Road San Francisco, CA 94132	N/A	509(a)(1)	General Support	1,000.
SF General Hospital 2789 25th Street, Ste 2029 San Francisco, CA 94110	N/A	Hospital	General support for hospital	2,500.
Lassen Park Foundation PO Box 3155 Chico, CA 95973	N/A	509(a)(1)	General Support	2,500.
Boy Scouts of America, Troop 14 1001 Davis Street San Leandro, CA 94577	N/A	509(a)(1)	General support of boy leadership	1,000.
UC Regents Ctr of Equine Health, Univ of Calif Davis, CA 95616	N/A	509(a)(1)	General Support	33,335.
The San Francisco Historical Society 785 Market Street, Suite 510 San Francisco, CA 94103	N/A	509(a)(1)	General Support	1,500.
Intersection for the Arts 925 Mission Street San Francisco, CA 94103	N/A	509(a)(1)	General Support	5,000.

Statement 10 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Meyers Memorial Healthcare Foundation 425 NW 10th Avenue, Suite 400 Portland, OR 97209	N/A	509(a)(1)	General Support	$ 2,500.
Oxbow School 530 3rd Street Napa, CA 94559	N/A	509(a)(1)	General Support	7,500.
			Total	$ 516,436.

The Chrysopolae Foundation
Post Office Box 10174
San Rafael
California 94912

TEAM PROGRAM SCHOLARSHIP AWARDS
Application Guide for Academic Year 2011-2012

PURPOSE AND GENERAL INFORMATION

The Team Program Scholarship Awards provide financial assistance to former students of the Tamiscal High School Team Program to attend college or vocational school. Scholarships are awarded based upon the combination of financial need, outstanding achievement (academic and non-academic), demonstrated community responsibility and service, and leadership. Awards range from $500 to $10,000 per academic year. Funds can be used for tuition, room and board, and general educational expenses such as books, materials, transportation or other directly associated expenses.

The Team Program Scholarship Awards were established to provide educational opportunities to students who might not otherwise have them and to students whose post-secondary education would be delayed or impeded by the necessity to earn money to support themselves.

WHO CAN APPLY

- Former Tamiscal High School Team Program students attending an accredited or state approved undergraduate school or graduate program leading to a degree.
- Former Tamiscal High School Team Program students attending an industry sanctioned or state certified vocational program leading to a certificate, license or diploma (non-degree).

ELIGIBILITY CRITERIA

- Financial Need: Proven financial need is the baseline criteria in the selection of scholarship recipients. Determination of financial need is based on family size, income, assets, and number of family members attending college.
- Outstanding Achievement (academic): Applicants should demonstrate exemplary academic achievement in their previous schooling.
- Outstanding Achievement (non-academic): Applicants should demonstrate having achieved a goal despite struggles, barriers, or challenges, demonstrating motivation, perseverance and integrity.
- Community Responsibility and Service: Applicants should demonstrate doing volunteer work which benefits individuals, groups, non-profit or political organizations, agencies, schools, or the community at large.

Statement 11
Form 990-PF, Part VLL-B, 5a(3)
Scholarships

- Leadership: Applicants should demonstrate guiding, inspiring, or directing others in achievement. Leadership can be shown in your personal, community, or academic life.

APPLICATION PROCEDURE

All applicants are required to complete a Team Program Scholarship Award application, including a personal statement, and attach a final high school transcript (if you graduated from somewhere other than the Tamalpais Union High School District) and transcripts of all your college work.

DEADLINES:
• For entering college undergraduates, the completed application packet, including transcripts, must be postmarked no later than **May 15, 2011**.
• For all others, the completed application packet, including transcripts, must be postmarked no later than **August 12, 2011.**

Send the completed application to:

Team Program Scholarship Award
The Chrysopolae Foundation
Post Ofice Box 10174
San Rafael, CA 94912

SELECTION AWARD PROCEDURE

Applications will be reviewed by the Board of Directors of the Chrysopolae Foundation. The Board will also seek recommendations from the faculty of the Team Program. Entering college students will be informed of their status in writing on June 16, 2011. All other applicants will be informed of their status in writing on September 1, 2011.

Successful applicants will be sent a Scholarship Grant Agreement. Upon receipt of the signed Scholarship Grant Agreement, the Foundation will send the scholarship check, payable to the student, directly to the student. Payment will be made in October 2011. Scholarship payments in excess of $5,000 are usually made in two installments.

It is the student's responsibility to notify the Chrysopolae Foundation of any changes of address, enrollment, or other factors which could affect scholarship eligibility.

APPLICATION CHECKLIST

- ☐ Application (4 pages, including financial statement)
- ☐ Personal statement (2 pages)
- ☐ Final high school transcript (not necessary for Tamalpais District graduates)
- ☐ Proof of acceptance or enrollment
- ☐ Transcripts from all colleges attended

Statement 11
Form 990-PF, Part VII-B, 5a(3)
Scholarships

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

Application for Extension of Time To File an Exempt Organization Return

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

OMB No 1545 1709

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ► [ ]

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions Chrysopolae Foundation	Employer identification number (EIN) or [X] 94-3265060
	Number, street, and room or suite number If a P O box, see instructions PO Box 10174	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions San Rafael, CA 94912	

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

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

- The books are in the care of ► Lawrence C. Ford, Jr.

Telephone No ► (415) 488-4740 FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ► [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ► [ ]. If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for.
► [X] calendar year 20 11 or
► [ ] tax year beginning ________, 20 ___, and ending ________, 20 ___.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**3a**	$ 13,600.
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**	$ 20,600.
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.

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the extended due date for filing the return See instructions	Name of exempt organization or other filer, see instructions. Chrysopolae Foundation	Employer identification number (EIN) or [X] 94-3265060
	Number, street, and room or suite number. If a P O. box, see instructions PO Box 10174	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions San Rafael, CA 94912	

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

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

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

• The books are in care of ► Lawrence C. Ford, Jr.

Telephone No. ► (415) 488-4740 FAX No. ►

• If the organization does not have an office or place of business in the United States, check this box ... ► [ ]

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ► [ ] If it is for part of the group, check this box .. ► [ ] and attach a list with the names and EINs of all members the extension is for.

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

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

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

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

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$ 7,849.
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	$ 20,600.
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 ► Carol Dozzall Title ► CPA Date ► 8/10/12