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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

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

Name of foundation BATTLE FAMILY FOUNDATION		A Employer identification number 94-3350554
Number and street (or P O box number if mail is not delivered to street address) 35 VICENTE ROAD		B Telephone number (see instructions) (510) 848-3653
City or town, state, and ZIP code BERKELEY, CA 94705		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
G Check all that apply.	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 4,738,305. J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	1,913.	1,913.		ATCH 1
4 Dividends and interest from securities	90,267.	95,889.		ATCH 2
5a Gross rents	467.	467.		
b Net rental income or (loss)	467.			
6a Net gain or (loss) from sale of assets not on line 10	231,765.			
b Gross sales price for all assets on line 6a	418,436.			
7 Capital gain net income (from Part IV, line 2)		231,765.		
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) (attach schedule)				
11 Other income (attach schedule)	1,530.	1,530.		ATCH 3
12 Total. Add lines 1 through 11	325,942.	331,564.		
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 schedule)				
c Other professional fees (attach schedule) *	60,781.	30,390.		30,391.
17 Interest, ATTACHMENT 5	750.	375.		375.
18 Taxes (attach schedule) (see instructions) **	1,838.	1,844.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 7	10.			
24 Total operating and administrative expenses. Add lines 13 through 23	63,379.	32,609.		30,766.
25 Contributions, gifts, grants paid	202,640.			202,640.
26 Total expenses and disbursements. Add lines 24 and 25	266,019.	32,609.		233,406.
27 Subtract line 26 from line 12	59,923.			
a Excess of revenue over expenses and disbursements		298,955.		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

* ATCH 4 JSA ** ATCH 6

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	473,980.	51,726.	51,726.
	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 schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U.S. and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 8	918,745.	1,344,504.	1,687,668.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶				
12 Investments - mortgage loans ATCH 9				
13 Investments - other (attach schedule)	2,913,117.	2,969,535.	2,998,911.	
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)	4,305,842.	4,365,765.	4,738,305.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶) ATCH 10	25,000.	25,000.	
23 Total liabilities (add lines 17 through 22)	25,000.	25,000.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	4,280,842.	4,340,765.	
	30 Total net assets or fund balances (see instructions)	4,280,842.	4,340,765.	
31 Total liabilities and net assets/fund balances (see instructions)	4,305,842.	4,365,765.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,280,842.
2 Enter amount from Part I, line 27a	2	59,923.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	4,340,765.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,340,765.

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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 SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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					
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	231,765.	
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 (col (b) divided by col (c))
2010	212,953.	4,546,605.	0.046838
2009	162,671.	3,838,673.	0.042377
2008	268,290.	4,204,260.	0.063814
2007	514,175.	4,344,490.	0.118351
2006	525,964.	4,877,940.	0.107825
2 Total of line 1, column (d)			2 0.379205
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 0.075841
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 5,055,460.
5 Multiply line 4 by line 3			5 383,411.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,990.
7 Add lines 5 and 6			7 386,401.
8 Enter qualifying distributions from Part XII, line 4 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.			8 233,406.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	5,979.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	5,979.
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	5,979.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	10,034.	
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	10,034.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,055.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 4,055. Refunded <input type="checkbox"/> <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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

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?	13	X	
Website address N/A				
14	The books are in care of A. GEORGE BATTLE Telephone no 510-848-3653			
	Located at 35 VICENTE ROAD BERKELEY, CA ZIP + 4 94705			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		
and enter the amount of tax-exempt interest received or accrued during the year				
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 CAYMAN ISLANDS				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	X
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

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

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

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

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

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

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

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

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? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (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
ATTACHMENT 11		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 ☐

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	3,801,117.
b	Average of monthly cash balances	1b	283,956.
c	Fair market value of all other assets (see instructions)	1c	1,047,374.
d	Total (add lines 1a, b, and c)	1d	5,132,447.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	5,132,447.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	76,987.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,055,460.
6	Minimum investment return. Enter 5% of line 5	6	252,773.

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	252,773.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	5,979.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,979.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	246,794.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	246,794.
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	246,794.

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	233,406.
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	233,406.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	233,406.

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				246,794.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006 285,291.				
b From 2007 307,294.				
c From 2008 59,427.				
d From 2009				
e From 2010				
f Total of lines 3a through e	652,012.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 233,406.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				233,406.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	13,388.			13,388.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	638,624.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	271,903.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	366,721.			
10 Analysis of line 9				
a Excess from 2007 307,294.				
b Excess from 2008 59,427.				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

NOT APPLICABLE

- 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)
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- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

- b** 85% of line 2a

- C** Qualifying distributions from Part XII, line 4 for each year listed .

- d** Amounts included in line 2c not used directly for active conduct of exempt activities

- e** Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.

- 3** Complete 3a, b, or c for the alternative test relied upon

- a** 'Assets' alternative test enter

- (1) Value of all assets
(2) Value of assets qualifying
under section

- 4942(j)(3)(B)(i). . . .

- b** "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.

- C** "Support" alternative test - enter

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942 (i)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization

- (4) Gross investment income .

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

- ## 1 Information Regarding Foundation Managers:

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

A. GEORGE BATTLE

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

NONE

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

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

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

ATTACHMENT 12

- 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				
ATTACHMENT 13				
Total			3a	202,640.
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

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.)

RENT AND ROYALTY INCOME

Taxpayer's Name		Identifying Number	
BATTLE FAMILY FOUNDATION		94-3350554	
DESCRIPTION OF PROPERTY			
FROM RAMIUS LEVERED MULTI-STRATEGY FOF LP K-1			
<input type="checkbox"/>	Yes	<input type="checkbox"/>	No
Did you actively participate in the operation of the activity during the tax year?			

TYPE OF PROPERTY:			
REAL RENTAL INCOME			
OTHER INCOME:			
RENTAL INCOME (LOSS)		467.	
TOTAL GROSS INCOME			467.
OTHER EXPENSES:			
DEPRECIATION (SHOWN BELOW)			
LESS: Beneficiary's Portion			
AMORTIZATION			
LESS: Beneficiary's Portion			
DEPLETION			
LESS: Beneficiary's Portion			
TOTAL EXPENSES			
TOTAL RENT OR ROYALTY INCOME (LOSS)			467.

Less Amount to	
Rent or Royalty	_____
Depreciation	_____
Depletion	_____
Investment Interest Expense	_____
Other Expenses	_____
Net Income (Loss) to Others	_____
Net Rent or Royalty Income (Loss)	<u>467.</u>
Deductible Rental Loss (if Applicable)	_____

[illegible]

**SCHEDULE D
(Form 1041)****Capital Gains and Losses**

OMB No 1545-0092

Department of the Treasury
Internal Revenue Service**► Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for
Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).****2011**

Name of estate or trust

Employer identification number

BATTLE FAMILY FOUNDATION

94-3350554

Note: Form 5227 filers need to complete *only* Parts I and II.**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-2,798.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	632.
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►	5	-2,166.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	210,520.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	23,411.
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►	12	233,931.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		-2,166.
14	Net long-term gain or (loss):			
a	Total for year	14a		233,931.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		231,765.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation	
16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of a The loss on line 15, column (3) or b \$3,000

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates	
Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.	
Caution: Skip this part and complete the Schedule D Tax Worksheet in the instructions if: • Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or • Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.	
Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the Schedule D Tax Worksheet in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.	

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Department of the Treasury
Internal Revenue Service

► See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

2011

Name of estate or trust

BATTLE FAMILY FOUNDATION

Employer identification number

94-3350554

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less[illegible]

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b -2,798.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

Employer identification number

6a

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 210,520.

1F1222 2 000

BATTLE FAMILY FOUNDATION (94-3350554)
ATTACHMENT TO SCHEDULE D
STIFEL PRESTIGE ACCOUNT 6104-0698
TAX YEAR 2011

Holding Period	Code	Shares	Description	Purchase Date	Sale Date	Proceeds	Cost	Adjustments to Gain or Loss	Realized Gain/(Loss)
Long-Term	Noncovered	2,000 000	LIVE NATION	5/20/2011	2/25/2011	179,526 15	40,000 00	-	139,526 15
Long-Term	Noncovered	1,000 000	LIVE NATION	5/20/2011	5/17/2011	94,148 19	20,000 00	-	74,148 19
Long-Term Total						<u>273,674.34</u>	<u>60,000.00</u>	<u>-</u>	<u>213,674.34</u>
Account Total						<u>273,674.34</u>	<u>60,000.00</u>	<u>-</u>	<u>213,674.34</u>

BATTLE FAMILY FOUNDATION (94-3350554)
ATTACHMENT TO SCHEDULE D
MORGAN STANLEY ACCOUNT 14-AF378
TAX YEAR 2011

Holding Period	Code	Shares	Description	Purchase Date	Sale Date	Proceeds	Cost	Adjustments to Gain or Loss	Realized Gain/(Loss)
Long-Term	Noncovered	0.00	EXPEDIA INC	5/30/2006	12/21/2011	13.50	98.08	-	(84.58)
Long-Term	Noncovered	0.00	TRIPADVISOR INC	5/30/2006	12/21/2011	15.13	49.87	-	(34.74)
Short-Term Total						28.63	147.95	-	(119.32)
Account Total						28.63	147.95	-	(119.32)

BATTLE FAMILY FOUNDATION (94-3350554)
ATTACHMENT TO SCHEDULE D
STIFEL PRESTIGE ACCOUNT 2377-0283
TAX YEAR 2011

Holding Period	Code	Shares	Description	Purchase Date	Sale Date	Proceeds	Cost	Adjustments to Gain or Loss	Realized Gain/(Loss)
Short-Term		0.90	SUMITOMO MITSUI TR HLDGS	4/1/2011	4/1/2011	3.06	-	-	3.06
Short-Term	B	23.00	SUMITOMO MITSUI TR HLDGS	4/1/2011	4/21/2011	77.04	-	(138.02)	(60.98)
Subtotal						80.10	-	(138.02)	(57.92)
Short-Term		41.00	ESPRIT HOLDINGS LTD	3/30/2010	1/14/2011	390.77	676.50	-	(285.73)
Short-Term		226.00	UNINAS SIDERURGICAS DE MINAS GERAIS A USIMINAS	VARIOUS	1/14/2011	4,055.51	5,434.56	-	(1,379.05)
Short-Term		27.00	PUBLICIS SA NEW	3/19/2010	3/3/2011	764.89	573.48	-	191.41
Short-Term		10.00	GRUPO FINANCIERO BANORTE SAB CE C V	9/30/2010	4/21/2011	247.09	190.31	-	56.78
Short-Term		7.00	JSC MMC NORILSK NICKEL	12/6/2010	4/21/2011	192.49	199.57	-	(7.08)
Short-Term		42.00	LLOYDS BANKING GROUP PLC SPONSORED ADR	8/6/2010	4/21/2011	163.79	197.40	-	(33.61)
Short-Term		10.00	STMICROELECTRONICS N V	7/15/2010	4/21/2011	119.40	87.25	-	32.15
Short-Term		42.00	SYNGENTA AG	8/3/2010	4/21/2011	2,979.85	1,908.94	-	1,070.91
Short-Term		297.00	GRUPO FINANCIERO BANORTE SAB CE C V	VARIOUS	7/13/2011	6,939.11	5,713.07	-	1,226.04
Short-Term		456.00	VESTAS WIND SYSTEMS A/S	VARIOUS	8/12/2011	2,609.94	5,503.39	-	(2,893.45)
Short-Term		259.00	STERLITE INDUSTRIES INDIA LTD ADS	12/22/2010	8/29/2011	2,953.90	4,084.25	-	(1,130.35)
Short-Term		211.00	MECHEL OAO SPONSORED ADR	VARIOUS	10/3/2011	2,011.64	6,145.23	-	(4,133.59)
Short-Term		325.00	JSC MMC NORILSK	12/6/2010	11/3/2011	9,945.00	4,670.00	-	5,275.00
Short-Term		360.00	LLOYDS BANKING GROUP PLC SPONSORED ADR	10/3/2011	11/30/2011	554.39	730.73	-	(176.34)
Short-Term		64.00	PING AN INSURANCE GROUP COMPANY CHINA	1/14/2011	12/1/2011	946.04	1,404.16	-	(458.12)
Subtotal						34,873.81	37,518.84	-	(2,645.03)
Short-Term Total						34,953.91	37,518.84	(138.02)	(2,702.95)
Long-Term		406.00	ESPRIT HOLDINGS LTD	1/8/2010	1/14/2011	3,869.47	5,911.36	-	(2,041.89)
Long-Term		33.00	CREDICORP LIMITED	7/29/2009	1/14/2011	3,703.77	2,176.14	-	1,527.63
Long-Term		0.00	APERAM NY REGISTRY SHS	3/11/2008	2/1/2011	26.14	50.91	-	(24.77)
Long-Term		8.00	APERAM NY REGISTRY SHS	VARIOUS	2/4/2011	299.99	539.71	-	(239.72)
Long-Term		31.00	HENKEL AG & COMPANY KGAA	6/26/2007	2/18/2011	1,915.76	1,609.08	-	306.68
Long-Term		32.00	SYNGENTA AG	12/2/2008	2/18/2011	2,101.79	1,081.28	-	1,020.51
Long-Term		42.00	NIDEC CORP	7/28/2009	2/28/2011	977.85	745.57	-	232.28
Long-Term		125.00	SUMITOMO CORP	10/26/2006	2/28/2011	1,844.96	1,634.75	-	210.21
Long-Term		42.00	SUNCOR ENERGY INC NEW	1/28/2010	2/28/2011	1,958.42	1,339.77	-	618.65
Long-Term		551.00	DANONE SPONSORED ADR	VARIOUS	3/3/2011	6,911.32	5,793.44	-	1,117.88
Long-Term		131.00	COMPANHIA ENERGETICA DEF MINAS GERIAS	5/30/2006	3/24/2011	2,378.99	1,230.61	-	1,148.38
Long-Term		18.00	NESTLE S A SPNSD ADR	6/26/2007	2/18/2011	1,026.16	664.76	-	361.40
Long-Term		38.00	GAZPROM O A O SPONSORED ADR	10/15/2007	4/20/2011	1,249.41	1,812.60	-	(563.19)
Long-Term		12.00	OIL COMPANY LUKOIL	9/5/2007	4/20/2011	838.54	894.00	-	(55.46)
Long-Term		5.00	ARCELORMITTAL SA	3/11/2008	4/21/2011	181.59	355.80	-	(174.21)
Long-Term		5.00	BNP PARIBAS SPONS ADR	5/30/2006	4/21/2011	186.59	198.25	-	(11.66)
Long-Term		7.00	BARCLAYS PLC ADR	5/15/2009	4/21/2011	138.03	114.10	-	23.93
Long-Term		5.00	CREDIT SUISSE GROUP	5/30/2006	4/21/2011	220.14	255.64	-	(35.50)

BATTLE FAMILY FOUNDATION (94-3350554)
ATTACHMENT TO SCHEDULE D
STIFEL PRESTIGE ACCOUNT 2377-0283
TAX YEAR 2011

Holding Period	Code	Shares	Description	Purchase Date	Sale Date	Proceeds	Cost	Adjustments to Gain or Loss	Realized Gain/(Loss)
Long-Term	Noncovered	9 00	ERICSSON L M TEL COMPANY	1/19/2010	4/21/2011	116 29	90 57	-	25 72
Long-Term	Noncovered	13 00	KINGFISHER PLC SPONSORED ADR	2/10/2010	4/21/2011	117 38	84 26	-	33 12
Long-Term	Noncovered	6 00	MARUI GROUP COMPANY LTD ADR NEW	10/20/2006	4/21/2011	78 77	174 90	-	(96 13)
Long-Term	Noncovered	11 00	SUMITOMO CORP	10/26/2006	4/21/2011	148 93	143 86	-	5 07
Long-Term	Noncovered	40 00	SYNGENTA AG	VARIOUS	4/21/2011	2,837 92	1,458 80	-	1,379 12
Long-Term	Noncovered	5 00	TECK RESOURCES LTD CL B	1/19/2010	4/21/2011	282 09	201 16	-	80 93
Long-Term	Noncovered	371 00	ERICSSON L M TEL COMPANY	1/19/2010	5/6/2011	5,556 91	3,733 21	-	1,823 70
Long-Term	Noncovered	21 00	SUNCOR ENERGY INC NEW	1/28/2010	5/6/2011	878 05	669 88	-	208 17
Long-Term	Noncovered	140 00	SANDVIK AB ADR	3/15/2010	7/13/2011	2,380 58	1,745 03	-	635 55
Long-Term	Noncovered	40 00	TECK RESOURCES LTD CL B	VARIOUS	7/13/2011	2,083 64	1,603 07	-	480 57
Long-Term	Noncovered	40 00	AMERICA MOVIL S A B DE	5/30/2007	8/12/2011	944 45	1,186 38	-	(241 93)
Long-Term	Noncovered	40 00	ROCHE HOLDING LIMITED	2/6/2008	8/19/2011	1,635 96	1,786 06	-	(150 10)
Long-Term	Noncovered	36 00	MARUI GROUP COMPANY LTD ADR NEW	10/20/2006	8/22/2011	580 61	1,049 40	-	(468 79)
Long-Term	Noncovered	24 00	MARUI GROUP COMPANY LTD ADR NEW	10/20/2006	9/20/2011	356 63	699 60	-	(342 97)
Long-Term	Noncovered	156 00	AMERICA MOVIL S A B DE	VARIOUS	10/3/2011	3,416 20	4,214 00	-	(797 80)
Long-Term	Noncovered	502 00	STMICROELECTRONICS N V NY REGISTRY	VARIOUS	10/3/2011	3,152 66	4,215 20	-	(1,062 54)
Long-Term	Noncovered	21 00	SIEMENS A G SPONS ADR	VARIOUS	10/3/2011	1,854 47	2,707 06	-	(852 59)
Long-Term	Noncovered	48 00	ADIDAS AG SPONSORED ADR	1/24/2007	10/13/2011	1,644 44	1,166 21	-	478 23
Long-Term	Noncovered	24 00	CANADIAN NATIONAL RAILWAY COMPANY	3/15/2010	11/4/2011	1,883 46	1,373 91	-	509 55
Long-Term	Noncovered	14 00	CANADIAN NATIONAL RAILWAY COMPANY	3/15/2010	11/7/2010	1,104 76	801 45	-	303 31
Long-Term	Noncovered	61 00	SUBSEA 7 S A SPONSORED	8/26/2008	11/7/2011	1,218 75	1,021 37	-	197 38
Long-Term	Noncovered	1,129 00	LLOYDS BANKING GROUP PLC SPONSORED ADR	8/6/2010	11/30/2011	1,738 62	5,306 29	-	(3,567 67)
Long-Term Total						63,840 49	61,839 44	-	2,001 05
Account Total						98,794 40	99,358 28	(138 02)	(701 90)

BATTLE FAMILY FOUNDATION (94-3350554)
ATTACHMENT TO SCHEDULE D
MORGAN STANLEY ACCOUNT 696 013614 558
TAX YEAR 2011

Holding Period	Code	Shares	Description	Purchase Date	Sale Date	Proceeds	Cost	Adjustments to Gain or Loss	Realized Gain/(Loss)
Short-Term	Noncovered	2.00	BP PLC ADR SPONS ADR	10/14/2011	12/15/2011	83.17	79.56	-	3.61
Short-Term	Noncovered	5.00	GLAXOSMITHKLINE SPONS PLC ADR	4/21/2011	12/15/2011	226.74	206.35	-	20.39
Short-Term	Noncovered	1.00	INFOSYS TECHNOLOGIES ADR	8/29/2011	12/15/2011	50.24	51.54	-	(1.30)
Short-Term	Noncovered	24.00	MMC NORILSK NICKEL ADR	11/9/2011	12/15/2011	374.15	431.76	-	(57.61)
Short-Term	Noncovered	5.00	PRUDENTIAL PLC	11/30/2011	12/15/2011	95.54	98.05	-	(2.51)
Short-Term	Noncovered	18.00	SBERBANK RUSSIA SPONSORED ADR	7/13/2011	12/15/2011	187.73	268.74	-	(81.01)
Short-Term	Noncovered	8.00	UNILEVER N V COM SHR	2/18/2011	12/15/2011	263.19	240.15	-	23.04
Short-Term Total						1,280.76	1,376.15	-	(95.39)
Long-Term	Noncovered	12.00	ABB LTD ZUERICH ADR	5/30/2006	12/15/2011	212.87	110.76	-	102.11
Long-Term	Noncovered	7.00	SUBSEA 7 S A SPONSORED ADR	8/26/2008	12/15/2011	122.84	117.20	-	5.64
Long-Term	Noncovered	34.00	ADIDAS SALOMON ADR 144A	1/24/2007	12/15/2011	1,057.03	826.07	-	230.96
Long-Term	Noncovered	5.00	ARCELORMITTAL N V ROTTERDAM C L A ADR	3/11/2008	12/15/2011	83.94	355.80	-	(271.86)
Long-Term	Noncovered	11.00	BANCO BRADESCO S A ADR PFD NEW	5/30/2006	12/15/2011	176.54	91.42	-	85.12
Long-Term	Noncovered	16.00	BANCO SANTANDER CEN SPON ADR	5/30/2006	12/15/2011	115.35	203.72	-	(88.37)
Long-Term	Noncovered	6.00	BARCLAYS PLC	5/15/2009	12/15/2011	63.89	97.80	-	(33.91)
Long-Term	Noncovered	1.00	BAYER AG LEVERKUSEN ADR	2/6/2008	12/15/2011	58.35	81.16	-	(22.81)
Long-Term	Noncovered	6.00	BNP PARIBAS PARIS ADR	5/30/2006	12/15/2011	108.59	237.90	-	(129.31)
Long-Term	Noncovered	16.00	COMPANHIA ENERGETICA DE MINAS GERAIS	5/30/2006	12/15/2011	290.55	150.30	-	140.25
Long-Term	Noncovered	1.00	CREDIT SUISSE GROUP ZUERICH ADR	5/30/2006	12/15/2011	163.51	357.89	-	(194.38)
Long-Term	Noncovered	7.00	DBS GROUP HOLDINGS LTD ADR	5/30/2006	12/15/2011	35.24	38.90	-	(3.66)
Long-Term	Noncovered	3.00	ENI SPA ENI SPONS ADR	5/30/2006	12/15/2011	120.77	166.88	-	(46.11)
Long-Term	Noncovered	3.00	FANUC LTD UNSPONSORED ADR (JAPAN)	9/24/2010	12/15/2011	77.54	62.55	-	14.99
Long-Term	Noncovered	25.00	GAFISA ADR	2/10/2010	12/15/2011	134.74	359.39	-	(224.65)
Long-Term	Noncovered	5.00	GDF SUEZ ADR WI	5/30/2006	12/15/2011	129.89	152.84	-	(22.95)
Long-Term	Noncovered	5.00	HSBC HOLDINGS PLC ADR	VARIOUS	12/15/2011	186.54	605.00	-	(418.46)
Long-Term	Noncovered	10.00	ICAP PLC	5/15/2009	12/15/2011	100.99	117.50	-	(16.51)
Long-Term	Noncovered	86.00	ISHARES FTSE CHINA 25 INDEX	3/15/2010	12/15/2011	2,947.19	3,499.34	-	(552.15)
Long-Term	Noncovered	3.00	KB FINANCIAL GROUP ADR	VARIOUS	12/15/2011	93.17	233.00	-	(139.83)
Long-Term	Noncovered	243.00	KINGFISHER ADR	2/10/2010	12/15/2011	1,800.59	1,574.92	-	225.67
Long-Term	Noncovered	4.00	LUKOIL (OAO) ADR EACH REPR 4 ORD	9/5/2007	12/15/2011	204.99	298.00	-	(93.01)
Long-Term	Noncovered	263.00	MARUI LTD	VARIOUS	12/15/2011	3,863.39	7,277.85	-	(3,414.46)
Long-Term	Noncovered	1.00	MITSUBI & CO LTD ADR	3/19/2010	12/15/2011	301.30	341.63	-	(40.33)
Long-Term	Noncovered	7.00	NESTLE SA CHF10 SPONS ADR	6/26/2007	12/15/2011	383.59	258.51	-	125.08
Long-Term	Noncovered	5.00	NIDEC CORP SPONSORED ADR	7/28/2009	12/15/2011	106.34	88.76	-	17.58
Long-Term	Noncovered	7.00	NOVARTIS AG USD SPON ADR	5/30/2006	12/15/2011	393.11	371.94	-	21.17
Long-Term	Noncovered	1.00	PETROCHINA CO LTD ADR	5/15/2009	12/15/2011	116.41	102.94	-	13.47
Long-Term	Noncovered	151.00	PUBLICIS GROUPE SA PARIS ADR	3/19/2010	12/15/2011	3,350.62	3,207.24	-	143.38
Long-Term	Noncovered	6.00	ROCHE HOLDING AG BASEL ADR	2/6/2008	12/15/2011	254.57	267.91	-	(13.34)
Long-Term	Noncovered	4.00	SAP AG, WALLDORF/BADEN ADR	2/16/2007	12/15/2011	225.03	188.24	-	36.79
Long-Term	Noncovered	1.00	SUNCOR ENERGY INC	1/28/2010	12/15/2011	26.79	31.90	-	(5.11)

BATTLE FAMILY FOUNDATION (94-3350554)
ATTACHMENT TO SCHEDULE D
MORGAN STANLEY ACCOUNT 696 013614 558
TAX YEAR 2011

Holding Period	Code	Shares	Description	Purchase Date	Sale Date	Proceeds	Cost	Adjustments to Gain or Loss	Realized Gain/(Loss)
Long-Term	Noncovered	7 00	TAIWAN SEMICONDUCTOR MANUFACTURING ADR	5/30/2006	12/15/2011	87 42	65 40	-	22 02
Long-Term	Noncovered	2 00	TECK RESOURCES LTD	2/10/2010	12/15/2011	67 45	68 06	-	(0 61)
Long-Term	Noncovered	11 00	TESCO PLC SPONS ADR	10/15/2007	12/15/2011	198 10	317 89	-	(119 79)
Long-Term	Noncovered	2 00	TOTAL S A SPON ADR	5/30/2006	12/15/2011	96 09	128 30	-	(32 21)
Long-Term	Noncovered	12 00	VALE S A CLASS A ADR	5/30/2006	12/15/2011	244 07	110 37	-	133 70
Long-Term	Noncovered	5 00	VODAFONE GP PLC ADS NEW	5/30/2006	12/15/2011	136 09	124 78	-	11 31
Long-Term	Noncovered	4 00	WESTPAC BANKING CORP SYDNEY ADR	5/30/2006	12/15/2011	408 15	325 96	-	82 19
Long-Term	Noncovered	110 00	BANK YOKOHAMA LTD JAPAN ADR	7/29/2009	12/15/2011	2,071 26	2,349 09	-	(277 83)
Long-Term Total						20,614 89	25,365 11	-	(4,750 22)
Account Total						21,895 65	26,741 26	-	(4,845 61)

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

RENTAL INCOME (LOSS)

467.
467.

RENT AND ROYALTY SUMMARY

<u>PROPERTY</u>	<u>TOTAL INCOME</u>	<u>DEPLETION/ DEPRECIATION</u>	<u>OTHER EXPENSES</u>	<u>ALLOWABLE NET INCOME</u>
FROM RAMIUS LEVERED	467.			467.
TOTALS	<u>467.</u>			<u>467.</u>

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST INCOME FROM RAMIUS LEVERED FOF		
MORGAN STANLEY 014-AF3786	1,782.	1,782.
MORGAN STANLEY 14-AG215	19.	19.
STIFEL PRESTIGE 2377-0283	2.	2.
	110.	110.
TOTAL	1,913.	1,913.

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
NATIONAL FINANCIAL SVCS LLC F81-276707		226.
DIVIDEND INCOME RAMIUS LEVERED FOF LP		5,276.
STIFEL PRESTIGE 8573-9434	5,276.	59,188.
STIFEL PRESTIGE 2377-0283	59,188.	11,417.
STIFEL PRESTIGE 6104-0698	11,417.	2,102.
MORGAN STANLEY 014-AF3786	2,102.	700.
MORGAN STANLEY 014-AG2167	700.	16,942.
MORGAN STANLEY 696 013614 558	11,552.	38.
	32.	
TOTAL	<u>90,267.</u>	<u>95,889.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FROM RAMIUS LEVERED MULTI-STRAT. FOF LP	1,449.	1,449.
STIFEL PRESTIGE 2377-0283	81.	81.
TOTALS	<u>1,530.</u>	<u>1,530.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEES	43,000.	21,500.	21,500.
FROM RAMIUS LEVERED FOF LP	3,133.	1,566.	1,567.
ACCOUNT MANAGEMENT FEES	14,648.	7,324.	7,324.
TOTALS	60,781.	30,390.	30,391.

ATTACHMENT 5

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
FROM RAMIUS LEVERED FOF LP	750.	375.	375.
TOTALS	<u>750.</u>	<u>375.</u>	<u>375.</u>

ATTACHMENT 6

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
RAMIUS K-1 - FOREIGN TAXES	417.	417.
RAMIUS K-1 - STATE TAXES PAID	12.	12.
STIFEL 2377-0283 - FOREIGN TAX	1,409.	1,409.
MS 696013614558 - FOREIGN TAX	6.	6.
TOTALS	<u>1,838.</u>	<u>1,844.</u>

ATTACHMENT 7FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
CA FRANCHISE TAX BOARD	10.
TOTALS	<u>10.</u>

ATTACHMENT 8FORM 990PF, PART II - CORPORATE STOCKDESCRIPTION

	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
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INVESTMENT IN CORPORATE STOCK

	1,344,504.	1,687,668.
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TOTALS

	<u>1,344,504.</u>	<u>1,687,668.</u>
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ATTACHMENT 9FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INVEST. IN PIMCO RETURN FUND	1,820,161.	1,849,537.
INVEST. IN RAMIUS LEVERED FOF	104,597.	104,597.
INVEST. IN NORTHSOUND, L.P.	113,597.	113,597.
INVEST. IN OLD KINGS, L.P.	307,903.	307,903.
INVEST. IN LIGHTHOUSE GLOBAL	521,277.	521,277.
INVEST. IN SUNGEVITY	102,000.	102,000.
TOTALS	<u>2,969,535.</u>	<u>2,998,911.</u>

ATTACHMENT 10FORM 990PF, PART II - OTHER LIABILITIESDESCRIPTIONENDING
BOOK VALUE

CREDIT CARD EXPENSE PAYABLE

25,000.

TOTALS

25,000.

BATTLE FAMILY FOUNDATION

94-3350554

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
A. GEORGE BATTLE 35 VICENTE ROAD BERKELEY, CA 94705	PRESIDENT 1.00	0	0	0
EMILY T. BATTLE 287 THE UPLANDS BERKELEY, CA 94705	VP & TREASURER 1.00	0	0	0
DANIEL K. BATTLE 287 THE UPLANDS BERKELEY, CA 94705	SECRETARY 1.00	0	0	0
GRAND TOTALS		0	0	0

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					632.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					23,411.	
273,674.		SEE STATEMENT D-1 PROPERTY TYPE: SECURITIES 60,000.				P	VARIOUS	VARIOUS
							213,674.	
29.		SEE STATEMENT D-2 PROPERTY TYPE: SECURITIES 148.				P	VARIOUS	VARIOUS
							-119.	
34,954.		SEE STATEMENT D-3 PROPERTY TYPE: SECURITIES 37,657.				P	VARIOUS	VARIOUS
							-2,703.	
63,840.		SEE STATEMENT D-3 PROPERTY TYPE: SECURITIES 61,839.				P	VARIOUS	VARIOUS
							2,001.	
1,281.		SEE STATEMENT D-4 PROPERTY TYPE: SECURITIES 1,376.				P	VARIOUS	VARIOUS
							-95.	
20,615.		SEE STATEMENT D-4 PROPERTY TYPE: SECURITIES 25,365.				P	VARIOUS	VARIOUS
							-4,750.	
		SECTION 1231 LOSS FROM RAMIUS LEVERED FO PROPERTY TYPE: OTHER					VARIOUS	VARIOUS
							-286.	
TOTAL GAIN(LOSS)							<u>231,765.</u>	

ATTACHMENT 12

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

N/A

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BERKELEY COMMUNITY FUND 800 JONES STREET BERKELEY, CA 94710	NONE SECTION 501(C)(3)	GENERAL SUPPORT	101,139.
FROM RAMIUS LEVERED MULTI-STRATEGY FOF LP K-1 N/A	NONE N/A	CHARITABLE CONTRIBUTIONS PASSED THROUGH FROM RAMIUS LEVERED MULTI-STRATEGY FOF LP K-1	1.
WOFFORD COLLEGE 429 NORTH CHURCH STREET SPARTANBURG, SC 29303-3663	NONE SECTION 501(C)(3)	GENERAL SUPPORT	20,000.
SIERRA WATCH 408 BROAD STREET, SUITE 12 NEVADA CITY, CA 95959	NONE SECTION 501(C)(3)	GENERAL SUPPORT	500
PONAGANSET EDUCATION FOUNDATION 91 ANAN WADE ROAD N SCITUATE, RI 02857-2611	NONE SECTION 501(C)(3)	GENERAL SUPPORT	1,000.
MAKING WAVES 4123 LAKESIDE DRIVE RICHMOND, CA 94806	NONE SECTION 501(C)(3)	GENERAL SUPPORT	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
STANFORD BUSINESS SCHOOL 655 KNIGHT WAY STANFORD, CA 94305	NONE	SECTION 501(C)(3)	GENERAL SUPPORT	5,000.
BANCROFT LIBRARY UNIVERSITY OF CALIFORNIA, BERKELEY BERKELEY, CA 94720-6000	NONE	SECTION 501(C)(3)	GENERAL SUPPORT	26,000.
BERKELEY YMCA 2001 ALLSTON WAY BERKELEY, CA 94704	NONE	SECTION 501(C)(3)	GENERAL SUPPORT	25,000.
COLORADO BLUEGRASS MUSIC SOCIETY P O. BOX 406 WHEAT RIDGE, CO 80034-0406	NONE	SECTION 501(C)(3)	GENERAL SUPPORT	2,000.
FREIGHT AND SALVAGE 2020 ADDISON STREET BERKELEY, CA 94704	NONE	SECTION 501(C)(3)	GENERAL SUPPORT	20,000
FRIENDS OF NEW ORLEANS 4536 NORTH 25TH ROAD ARLINGTON, VA 22207	NONE	SECTION 501(C)(3)	GENERAL SUPPORT	1,000.
TOTAL CONTRIBUTIONS PAID				202,640.

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 File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Enter filer's identifying number, see instructions	
	BATTLE FAMILY FOUNDATION	<input checked="" type="checkbox"/> 94-3350554	Employer identification number (EIN) or
	Number, street, and room or suite no. If a P.O. box, see instructions	<input type="checkbox"/>	Social security number (SSN)
	35 VICENTE ROAD		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions		
	BERKELEY, CA 94705		

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

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

- The books are in the care of ▶ A. GEORGE BATTLE

Telephone No ▶ 510 848-3653

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 08/15, 20 12, 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 _____, 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 \$	10,034.
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 \$	10,034.
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 ☐ **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)

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions	Enter filer's identifying number, see instructions Employer identification number (EIN) or	
	BATTLE FAMILY FOUNDATION	<input checked="" type="checkbox"/>	94-3350554
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)	
	35 VICENTE ROAD	<input type="checkbox"/>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions		
	BERKELEY, CA 94705		

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 0 ☐ 1 ☐ 2 ☐ 3 ☐ 4

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.

• The books are in the care of ☒ A. GEORGE BATTLE

Telephone No ☒ 510 848-3653

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, 2012

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 ADDITIONAL TIME IS 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	\$	10,034.
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	\$	10,034.
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 ☒

M. George Battle

PTIN ☒ P00294136

Title ☒ MANAGING DIRECTOR

Date ☒

8/8/12

Form 8868 (Rev 1-2012)