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 , 20

Name of foundation
NEPHELI FOUNDATION

A Employer identification number
94-3379122

Number and street (or P O box number if mail is not delivered to street address)
823 MENDOCINO AVENUE

Room/suite

B Telephone number (see instructions)
(510) 558-3355

City or town, state, and ZIP code
BERKELEY, CA 94707-1922

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 270,023.

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

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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 (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	10.	10.		ATCH 1
	4	Dividends and interest from securities	5,774.	5,774.		ATCH 2
	5a	Gross rents				
	b	Net rental income or (loss) ______				
	6a	Net gain or (loss) from sale of assets not on line 10	5,527.			
	b	Gross sales price for all assets on line 6a 62,918.				
	7	Capital gain net income (from Part IV, line 2)		5,527.		
	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)				
	12	**Total.** Add lines 1 through 11	11,311.	11,311.		
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 schedule) ATCH 3	3,500.	3,500.		
	c	Other professional fees (attach schedule) *	2,556.	2,556.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) **	305.	305.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	6,361.	6,361.		
	25	Contributions, gifts, grants paid	16,114.			16,114.
	26	**Total expenses and disbursements.** Add lines 24 and 25	22,475.	6,361.	0	16,114.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-11,164.			
	b	**Net investment income** (if negative, enter -0-)		4,950.		
	c	**Adjusted net income** (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions. *ATCH 4 JSA ** ATCH 5 Form **990-PF** (2011)

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	831.	26,122.	26,122.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	4,272.		ATCH 6
	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 7	272,555.	240,372.	239,637.
	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)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ ATCH 8)	4,264.	4,264.	4,264.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	281,922.	270,758.	270,023.
Liabilities	17	Accounts payable and accrued expenses			ATCH 9
	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 ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ 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. ▶ ☒			
	27	Capital stock, trust principal, or current funds	30,495.	30,495.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	251,427.	240,263.	
	30	**Total net assets or fund balances** (see instructions)	281,922.	270,758.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	281,922.	270,758.	

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	281,922.
2	Enter amount from Part I, line 27a	2	-11,164.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	270,758.
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	270,758.

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
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 5,527.

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	17,295.	43,298.	0.399441
2009	18,980.	268,037.	0.070811
2008	15,806.	340,788.	0.046381
2007	24,732.	435,891.	0.056739
2006	5,487.	414,703.	0.013231

2	**Total** of line 1, column (d)	2	0.586603
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	0.117321
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	281,086.
5	Multiply line 4 by line 3	5	32,977.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	50.
7	Add lines 5 and 6	7	33,027.
8	Enter qualifying distributions from Part XII, line 4	8	16,114.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☒ and enter "N/A" on line 1 . . . Date of ruling or determination letter _______________ **(attach copy of letter if necessary - see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b . . .	1	N/A
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	0
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	0
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 . . . **6a**		
b	Exempt foreign organizations - tax withheld at source . . . **6b**		
c	Tax paid with application for extension of time to file (Form 8868) . . . **6c**		
d	Backup withholding erroneously withheld . . . **6d**		
7	Total credits and payments Add lines 6a through 6d . . .	7	0
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached . . .	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . ▶	9	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . ▶	10	
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ **Refunded** ▶	11	

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 $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . .	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year? . . .	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶$ __________ (2) On foundation managers ▶ $ __________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ __________			
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		X
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, col (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 ▶ DOMINIC MONTAGU Telephone no ▶ 510-558-3355

Located at ▶ 823 MENDOCINO AVENUE BERKELEY, CA ZIP + 4 ▶ 94707

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			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 ▶ ________ , ________ , ________ , ________			
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? ☐ 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		
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)*

			Yes	No
5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . . . ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) . . . . ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		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? . . . . *If "Yes" to 6b, file Form 8870*	**6b**		X
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?	**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
ATTACHMENT 10		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 VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

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 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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	267,740.
b	Average of monthly cash balances	1b	13,363.
c	Fair market value of all other assets (see instructions)	1c	4,264.
d	**Total** (add lines 1a, b, and c)	1d	285,367.
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	285,367.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	4,281.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	281,086.
6	**Minimum investment return.** Enter 5% of line 5	6	14,054.

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	14,054.
2a	Tax on investment income for 2011 from Part VI, line 5 2a		
b	Income tax for 2011 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1	3	14,054.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	14,054.
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	14,054.

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	16,114.
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	16,114.
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	16,114.

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					14,054.
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					
b From 2007					
c From 2008					
d From 2009	5,578.				
e From 2010	15,130.				
f **Total** of lines 3a through e		20,708.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 16,114.					
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					14,054.
e Remaining amount distributed out of corpus		2,060.			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a))*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		22,768.			
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)					
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		22,768.			
10 Analysis of line 9					
a Excess from 2007					
b Excess from 2008					
c Excess from 2009	5,578.				
d Excess from 2010	15,130.				
e Excess from 2011	2,060.				

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)

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 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))

N/A

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

N/A

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:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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 11				
Total . . . . ▶ **3a**				16,114.
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	10.	
4 Dividends and interest from securities			14	5,774.	
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	5,527.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				11,311.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 11,311.

(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.)

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		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

Sign Here

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

Signature of officer or trustee

Date 5/10/12

Title President

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

Paid Preparer Use Only

Print/Type preparer's name [illegible]	Preparer's signature	Date 5/9/12	Check ☒ if self-employed
			PTIN P01467789
Firm's name ▶ GHIASI & COMPANY			Firm's EIN ▶ 94-3152222
Firm's address ▶ TWO EMBARCADERO CENTER, SUITE 1650 SAN FRANCISCO, CA 94111			Phone no 415-395-9500

NEPHELI FOUNDATION 94-3379122

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)	
		GOLDMAN SACHS #49948-1-SEE STATEMENT: PROPERTY TYPE: SECURITIES				P	VAR	VAR
6,267.		7,821.					-1,554.	
		GOLDMAN SACHS #49948-1-SEE STATEMENT: PROPERTY TYPE: SECURITIES				P	VAR	VAR
21,651.		24,507.					-2,856.	
		2,092 SH GOLDMAN SACHS INTNL EQUITY FUND PROPERTY TYPE: SECURITIES				P	12/23/2008	01/10/2011
35,000.		25,063.					9,937.	
TOTAL GAIN(LOSS)							5,527.	

ATTACHMENT 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GOLDMAN SACHS #30081-2	5.	5.
GOLDMAN SACHS #49948-1	5.	5.
TOTAL	10.	10.

ATTACHMENT 2

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GOLDMAN SACHS #30081-2		3,510.	3,510.
GOLDMAN SACHS #49948-1		2,264.	2,264.
	TOTAL	5,774.	5,774.

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES		3,500.	3,500.		
	TOTALS	3,500.	3,500.		

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GOLDMAN SACHS MANAGEMENT FEES	2,556.	2,556.
TOTALS	2,556.	2,556.

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES		295.	295.
STATE TAXES		10.	10.
	TOTALS	305.	305.

ATTACHMENT 6

FORM 990PF, PART II - RECEIVABLES DUE FROM OFFICERS, ETC.

BORROWER: DOMINIC MONTAGU

ORIGINAL AMOUNT:	4,272.
REPAYMENT TERMS:	DEMAND
PURPOSE OF LOAN:	BOOKKEEPING ERROR
DESCRIPTION AND FMV OF CONSIDERATION:	DUPLICATE PAYMENT OF THE FOUNDATION'S OBLIGATION TO THE OFFICER

BEGINNING BALANCE DUE	4,272.
ENDING BALANCE DUE	
ENDING FAIR MARKET VALUE	
TOTAL BEGINNING RECEIVABLES DUE FROM OFFICERS, ETC.	4,272.
TOTAL ENDING BOOK - RECEIVABLES DUE FROM OFFICERS, ETC.	
TOTAL ENDING FMV - RECEIVABLES DUE FROM OFFICERS, ETC.	

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
GOLDMAN SACHS #30081-2: EQUITY	162,184.	155,993.
GOLDMAN SACHS #49948-1: EQUITY	78,188.	83,644.
TOTALS	240,372.	239,637.

ATTACHMENT 8

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ORGANIZATIONAL COSTS	4,264.	4,264.
TOTALS	4,264.	4,264.

ATTACHMENT 9

FORM 990PF, PART II - LOANS FROM OFFICERS, DIRECTORS, ETC.

LENDER: DOMINIC MONTAGU
ORIGINAL AMOUNT: 4,272.
INTEREST RATE:
DATE OF NOTE: 12/01/2009
MATURITY DATE: 02/01/2010
REPAYMENT TERMS: DEMAND NOTE
PURPOSE OF LOAN: WORKING CAPITAL

BEGINNING BALANCE DUE ....

ENDING BALANCE DUE ....

TOTAL BEGINNING LOANS FROM OFFICERS, DIRECTORS, ETC.

TOTAL ENDING LOANS FROM OFFICERS, DIRECTORS, ETC.

NEPHELI FOUNDATION 94-3379122

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

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
DOMINIC MONTAGU 823 MENDOCINO AVENUE BERKELEY, CA 94707	PRESIDENT	0	0	0
DIEP DOAN 823 MENDOCINO AVENUE BERKELEY, CA 94707	SECRETARY	0	0	0
	GRAND TOTALS	0	0	0

NEPHELI FOUNDATION 94-3379122

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

ATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TROOP 19 -BOY SCOUTS OF AMERICA BERKELEY, CA	NONE 501(C)(3)	GENERAL	1,500
ALAMEDA COUNTY COMMUNITY FOOD BANK 7900 EDGEWATER DRIVE OAKLAND, CA 94621	NONE 501(C)(3)	GENERAL	2,000.
UC REGENTS 2080 ADDISON STREET BERKELEY, CA 94720	NONE 501(C)(3)	EMMA GOLDMAN PAPERS	110.
KQED 2601 MARIPOSA STREET SAN FRANCISCO, CA 94110	NONE 501(C)(3)	GENERAL	154
CEID 182 2ND STREET SUITE 400 SAN FRANCISCO, CA 94105	NONE 501(C)(3)	GENERAL	300.
PROSPECT SIERRA SCHOOL 960 AVIS DRIVE EL CERRITO, CA 94530	NONE 501(C)(3)	GENERAL	2,000

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
VN HELP E. CALAVERES BOULEVARD SUITE 307 MILPITAS, CA 95035	NONE 501(C)(3)	GENERAL	2,000
BERKELEY PUBLIC LIBRARY FOUNDAITON 2059 UNIVERSITY AVENUE BERKELEY, CA 94704	NONE 501(C)(3)	GENERAL	500
PUBLIC LIBRARY OF SCIENCE 1160 BATTERY STREET, SUITE 100 SAN FRANCISCO, CA 94111	NONE 501(C)(3)	GENERAL	600.
KAIROS YOUTH CHOIR 1940 VIRGINIA STREET BERKELEY, CA 94709	NONE 501(C)(3)	GENERAL	200.
LICK WILMERDING HIGH SCHOOL 755 OCEAN AVENUE SAN FRANCISCO, CA 94112	NONE 501(C)(3)	GENERAL	2,000.
COMPASS FAMILY SERVICES 49 POWELL STREET, 3RD FLOOR SAN FRANCISCO, CA 94102	NONE 501(C)(3)	GENERAL	3,000

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WIKIMEDIA FOUNDATION INC 149 NEW MONTGOMERY STREET SAN FRANCISCO, CA 94105	NONE 501(C)(3)	GENERAL	300
EMMA GOLDMAN PAPERS 2241 CHANNING WAY BERKELEY, CA 94720	NONE 501(C)(3)	GENERAL	250
ANDEAN HEALTH & DEVELOPMENT UW DEPARTMENT OF FAMILY MEDICINE 1100 DELAPLAINE COURT MADISON, WI 53715	NONE 501(C)(3)	GENERAL	1,000
UC BOTANICAL GARDEN UC BERKELEY 200 CENTENNIAL DRIVE BERKELEY, CA 94270	NONE 501(C)(3)	GENERAL	200.
		TOTAL CONTRIBUTIONS PAID	16,114.

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ **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).**

OMB No 1545-0092

2011

Name of estate or trust: NEPHELI FOUNDATION

Employer identification number: 94-3379122

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	-1,554.
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	
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	-1,554.

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	7,081.
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	
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	7,081.

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

Part III Summary of Parts I and II

Caution: *Read the instructions **before** completing this part*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-1,554.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			7,081.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			5,527.

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 16 ( )

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? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **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? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **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	

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust
NEPHELI FOUNDATION

Employer identification number
94-3379122

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

(a) Description of property (Example 100 sh 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) Subtract (e) from (d)
1a GOLDMAN SACHS #49948-1-SEE STATEMENT:	VAR	VAR	6,267.	7,821.	-1,554.

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -1,554.

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	**Employer identification number**

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

	(a) Description of property (Example 100 sh 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) Subtract (e) from (d)
6a	GOLDMAN SACHS #49948-1-SEE STATEMENT:	VAR	VAR	21,651.	24,507.	-2,856.
	2,092 SH GOLDMAN SACHS INTNL EQUITY FUND	12/23/2008	01/10/2011	35,000.	25,063.	9,937.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 7,081.

REALIZED GAINS AND LOSSES

Supplemental Information - Consult your Form 1099 for tax reporting purposes

REALIZED GAIN AND LOSS SUMMARY

SHORT-TERM GAINS (LOSSES)		LONG-TERM GAINS (LOSSES)		ORDINARY GAINS (LOSSES)	
Net Covered Short-Term Gains (Losses)	(1,709 37)	Net Covered Long-Term Gains (Losses)	0 00	Net Ordinary Gains (Losses)	0 00
Net NonCovered Short-Term Gains (Losses)	313 42	Net NonCovered Long-Term Gains (Losses)	(2 855 85)		
Net 1099B Non Reportable Short-Term Gains (Losses)	0 00	Net 1099B Non Reportable Long-Term Gains (Losses)	0 00		
Net Miscellaneous Short-Term Gains (Losses)	0 00	Net Miscellaneous Long-Term Gains (Losses)	0 00	Net Miscellaneous Ordinary Gains (Losses)	0 00
Net Regulated Futures Contract Short-Term Gains (Losses)	0 00	Net Regulated Futures Contract Long-Term Gains (Losses)	0 00		
Total Short-Term Gains (Losses)	**(1,395.95)**	**Total Long-Term Gains (Losses)**	**(2,855 85)**	**Total Ordinary Gains (Losses)**	**0 00**

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total Accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
DEUTSCHE BANK AG CMN (D18190898)	01/21/2011	02/17/2011	5 00	326 03	0 00	301 31	24 72
DEUTSCHE BANK AG CMN (D18190898)	01/21/2011	02/18/2011	1 00	65 11	0 00	60 26	4 85
DEUTSCHE BANK AG CMN (D18190898)	01/24/2011	02/18/2011	2 00	130 22	0 00	120 59	9 63
DEUTSCHE BANK AG CMN (D18190898)	02/09/2011	02/18/2011	8 00	520 89	0 00	513 23	7 66
YOUKU.COM INC SPONSORED ADR CMN SERIES (98742U100)	05/13/2011	06/15/2011	5 00	137 35	0 00	236 49	(99 14)
YOUKU COM INC SPONSORED.ADR CMN SERIES (98742U100)	05/16/2011	06/15/2011	6 00	164 83	0 00	268 35	(103 53)
BAYER AG-SPONSORED ADR SPONSORED ADR CMN (072730302)	07/27/2011	09/06/2011	7 00	366 82	0 00	587 62	(220 80)
BAYER AG-SPONSORED ADR SPONSORED ADR CMN (072730302) Disallowed Loss							(157 72)
GAZPROM ADR SPONSORED ADR CMN (368287207)	03/15/2011	09/12/2011	14 00	151 56	0 00	210 11	(58 55)
BAYER AG-SPONSORED ADR SPONSORED ADR CMN (072730302)	07/27/2011	09/15/2011	5 00	269 21	0 00	419 73	(150 51)
BAYER AG-SPONSORED ADR SPONSORED ADR CMN (072730302)	07/27/2011	09/15/2011	5 00	269 21	0 00	472 81	(203 59)
BNP PARIBAS SPONSORED ADR CMN (05565A202)	03/10/2011	09/21/2011	9 00	144 99	0 00	326 68	(181 69)
NEW ORIENTAL ED & TECH GRP SPONSORED ADR CMN (647581107)	03/10/2011	11/22/2011	1 00	23 29	0 00	21 89	1 40
NEW ORIENTAL ED & TECH GRP SPONSORED ADR CMN (647581107)	03/10/2011	11/23/2011	5 00	115 56	0 00	109 43	6 14
ARCELORMITTAL CMN (03938L104)	02/24/2011	11/28/2011	11 00	184 97	0 00	393 22	(208 25)

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[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total Accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
NEW ORIENTAL ED & TECH GRP SPONSORED ADR CMN (647581107)	03/10/2011	11/28/2011	2 00	47 66	0 00	43 77	3 89
ARCELORMITTAL CMN (03938L104)	02/28/2011	12/01/2011	3 00	57 07	0 00	109 57	(52 51)
ARCELORMITTAL CMN (03938L104)	02/25/2011	12/01/2011	10 00	190 22	0 00	360 48	(170 26)
ARCELORMITTAL CMN (03938L104)	05/04/2011	12/09/2011	1 00	18 79	0 00	36 27	(17 48)
ARCELORMITTAL CMN (03938L104)	02/28/2011	12/09/2011	4 00	75 15	0 00	146 10	(70 94)
ARCELORMITTAL CMN (03938L104)	04/01/2011	12/09/2011	7 00	131 52	0 00	252 37	(120 85)
ARCELORMITTAL CMN (03938L104)	03/15/2011	12/09/2011	9 00	169 09	0 00	303 46	(134 37)
ARCELORMITTAL CMN (03938L104)	05/04/2011	12/12/2011	7 00	120 96	0 00	253 87	(132 91)
Net Covered Short-Term Disallowed Losses							**(157.72)**
Net Covered Short-Term Gains (Losses)				**3,680.50**	**0.00**	**5,547.61**	**(1,709.37)**
NonCovered Short-Term Gains (Losses)							
MAN GROUP PLC UNSPONSORED ADR CMN (56164U107)	03/18/2010	02/03/2011	52 00	249 14	0 00	190 60	58 54
LULULEMON ATHLETICA INC CMN (550021109)	09/13/2010	02/10/2011	1 00	82 26	0 00	42 21	40 05
LULULEMON ATHLETICA INC CMN (550021109)	09/10/2010	02/10/2011	3 00	246 79	0 00	120 20	126 59
BRITISH SKY BROADCASTING GROUP PLC AMERICAN DEPOSITARY SHARES (1 ADS = 4 ORDS) (111013108)	04/26/2010	02/16/2011	7 00	336 77	0 00	267 23	69 54
LAFARGE SPONSORED ADR CMN (505861401)	08/05/2010	02/25/2011	3 00	45 27	0 00	40 98	4 29
LAFARGE SPONSORED ADR CMN (505861401)	03/05/2010	02/25/2011	15 00	226 32	0 00	270 18	(43 86)
LAFARGE SPONSORED ADR CMN (505861401)	08/05/2010	02/28/2011	12 00	180 42	0 00	163 90	16 51
LAFARGE SPONSORED ADR CMN (505861401)	09/13/2010	02/28/2011	17 00	255 59	0 00	225 37	30 22
LULULEMON ATHLETICA INC CMN (550021109)	09/13/2010	04/20/2011	2 00	200 03	0 00	84 42	115 62
LULULEMON ATHLETICA INC CMN (550021109)	09/13/2010	05/02/2011	1 00	96 56	0 00	42 21	54 35
LULULEMON ATHLETICA INC CMN (550021109)	09/30/2010	05/03/2011	1 00	93 47	0 00	43 99	49 48
LULULEMON ATHLETICA INC CMN (550021109)	09/22/2010	05/03/2011	3 00	280 40	0 00	127 27	153 13
BNP PARIBAS SPONSORED ADR CMN (05565A202)	09/30/2010	09/20/2011	3 00	51 39	0 00	107 42	(56 03)

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Realized and unrealized gains and loss values do not include securities for which cost basis is unavailable The recognition of any loss reflected herein may be disallowed or deferred by the application of capital loss limitations, wash sale rules or other special tax rules, and you are strongly urged to consult your own outside tax and other advisors about this and all tax-related matters addressed in any way herein All information regarding the cost basis and acquisition dates of securities that you acquired elsewhere and that were subsequently delivered into your Goldman Sachs account(s) were provided by you and/or a third party and Goldman Sachs makes no representation as to the accuracy and completeness of such information and it should not be relied upon as such

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total Accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Short-Term Gains (Losses)							
BNP PARIBAS SPONSORED ADR CMN (05565A202)	09/30/2010	09/21/2011	7 00	112 77	0 00	250 66	(137 89)
BNP PARIBAS SPONSORED ADR CMN (05565A202)	10/21/2010	09/21/2011	8 00	128 88	0 00	296 00	(167 12)
Net NonCovered Short-Term Gains (Losses)				**2,586.06**	**0.00**	**2,272.64**	**313.42**

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total Accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
ARM HOLDINGS PLC SPON ADR SPONSORED ADR CMN (042068106)	02/06/2008	01/06/2011	9 00	209 67	0 00	50 90	158 78
SMITH & NEPHEW PLC ADR CMN (83175M205)	07/10/2008	01/10/2011	3 00	164 57	0 00	161 52	3 05
SMITH & NEPHEW PLC ADR CMN (83175M205)	07/10/2008	01/11/2011	3 00	157 38	0 00	161 52	(4 14)
SMITH & NEPHEW PLC ADR CMN (83175M205)	08/01/2008	01/11/2011	8 00	419 67	0 00	435 02	(15 35)
SMITH & NEPHEW PLC ADR CMN (83175M205)	09/24/2008	01/12/2011	4 00	213 09	0 00	223 60	(10 51)
SMITH & NEPHEW PLC ADR CMN (83175M205)	09/30/2008	01/12/2011	5 00	266 36	0 00	263 12	3 24
SMITH & NEPHEW PLC ADR CMN (83175M205)	10/24/2008	01/12/2011	5 00	266 36	0 00	193 74	72 62
ARM HOLDINGS PLC SPON ADR SPONSORED ADR CMN (042068106)	02/06/2008	01/13/2011	9 00	242 86	0 00	50 90	191 97
CANADIAN NATURAL RESOURCES CMN (136385101)	08/20/2009	02/03/2011	5 00	224 80	0 00	146 14	78 66
KOMATSU LTD ADR (NEW) SPONSORED GDS CMN (500458401)	02/06/2008	02/03/2011	8 00	248 14	0 00	193 12	55 02
SAP AG (SPON ADR) (803054204)	05/19/2008	02/03/2011	2 00	116 83	0 00	103 98	12 85
BRITISH SKY BROADCASTING GROUP PLC AMERICAN DEPOSITARY SHARES (1 ADS = 4 ORDS) (111013108)	03/09/2009	02/09/2011	5 00	244 55	0 00	120 26	124 29
BRITISH SKY BROADCASTING GROUP PLC AMERICAN DEPOSITARY SHARES (1 ADS = 4 ORDS) (111013108)	09/30/2008	02/09/2011	6 00	293 46	0 00	177 05	116 41
WAL-MART DE MEXICO SAB DE CV SPONSORED ADR REPSTG SER V SHS (93114W107)	02/06/2008	02/09/2011	5 00	143 61	0 00	87 00	56 61

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[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

Tax Year	Account No	Legal Name
2011	**010-49948-1**	**NEPHELI FOUNDATION**

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total Accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
WAL-MART DE MEXICO SAB DE CV SPONSORED ADR REPSTG SER V SHS (93114W107)	10/08/2008	02/10/2011	1 00	27 97	0 00	12 34	15 63
WAL-MART DE MEXICO SAB DE CV SPONSORED ADR REPSTG SER V SHS (93114W107)	02/06/2008	02/10/2011	3 00	83 90	0 00	52 20	31 70
SAP AG (SPON ADR) (803054204)	05/19/2008	02/14/2011	5 00	300 54	0 00	259 94	40 60
BRITISH SKY BROADCASTING GROUP PLC AMERICAN DEPOSITARY SHARES (1 ADS = 4 ORDS) (111013108)	03/09/2009	02/15/2011	1 00	48 32	0 00	24 05	24 27
BRITISH SKY BROADCASTING GROUP PLC AMERICAN DEPOSITARY SHARES (1 ADS = 4 ORDS) (111013108)	05/06/2009	02/15/2011	6 00	289 90	0 00	176 78	113 12
BRITISH SKY BROADCASTING GROUP PLC AMERICAN DEPOSITARY SHARES (1 ADS = 4 ORDS) (111013108)	05/08/2009	02/15/2011	7 00	338 22	0 00	204 98	133 24
BRITISH SKY BROADCASTING GROUP PLC AMERICAN DEPOSITARY SHARES (1 ADS = 4 ORDS) (111013108)	05/08/2009	02/16/2011	2 00	96 22	0 00	58 57	37 65
LAFARGE SPONSORED ADR CMN (505861401)	02/04/2010	02/24/2011	7 00	105 08	0 00	128 63	(23 56)
LAFARGE SPONSORED ADR CMN (505861401)	01/28/2010	02/24/2011	33 00	495 36	0 00	633 62	(138 26)
LAFARGE SPONSORED ADR CMN (505861401)	02/04/2010	02/25/2011	16 00	241 41	0 00	294 02	(52 61)
INFOSYS LTD SPONSORED ADR CMN - (456788108)	04/23/2009	03/15/2011	3 00	198 58	0 00	85 17	113 40
INFOSYS LTD SPONSORED ADR CMN - (456788108)	02/20/2009	03/15/2011	4 00	264 77	0 00	98 38	166 39
INFOSYS LTD SPONSORED ADR CMN - (456788108)	03/19/2009	03/15/2011	5 00	330 96	0 00	133 86	197 10
INFOSYS LTD SPONSORED ADR CMN - (456788108)	04/23/2009	03/16/2011	4 00	259 09	0 00	113 57	145 52
NOVO-NORDISK A/S ADR ADR CMN (670100205)	02/06/2008	03/16/2011	2 00	240 34	0 00	121 40	118 94
SAP AG (SPON ADR) (803054204)	05/19/2008	04/18/2011	4 00	253 15	0 00	207 95	45 20
SOUTHERN COPPER CORPORATION CMN (84265V105)	01/28/2010	04/19/2011	7 00	250 94	0 00	195 11	55 83
SOUTHERN COPPER CORPORATION CMN (84265V105)	07/20/2009	04/19/2011	16 00	573 59	0 00	378 16	195 43
VESTAS WIND SYSTEMS A/S ADR CMN (925458101)	01/15/2009	05/11/2011	1 00	10 04	0 00	17 53	(7 50)
VESTAS WIND SYSTEMS A/S ADR CMN (925458101)	09/09/2008	05/11/2011	9 00	90 32	0 00	343 83	(253 51)

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REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total Accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
VESTAS WIND SYSTEMS A/S ADR CMN (925458101)	09/30/2008	05/11/2011	9 00	90 32	0 00	255 79	(165 47)
VESTAS WIND SYSTEMS A/S ADR CMN (925458101)	08/08/2008	05/11/2011	12 00	120 43	0 00	487 50	(367 07)
VESTAS WIND SYSTEMS A/S ADR CMN (925458101)	08/15/2008	05/11/2011	12 00	120 43	0 00	490 27	(369 84)
VESTAS WIND SYSTEMS A/S ADR CMN (925458101)	04/16/2009	05/12/2011	6 00	59 08	0 00	110 90	(51 82)
VESTAS WIND SYSTEMS A/S ADR CMN (925458101)	09/15/2009	05/12/2011	7 00	68 93	0 00	175 78	(106 86)
VESTAS WIND SYSTEMS A/S ADR CMN (925458101)	01/15/2009	05/12/2011	9 00	88 62	0 00	157 79	(69 17)
VESTAS WIND SYSTEMS A/S ADR CMN (925458101)	09/15/2009	05/13/2011	3 00	29 89	0 00	75 34	(45 45)
VESTAS WIND SYSTEMS A/S ADR CMN (925458101)	12/17/2009	05/13/2011	10 00	99 63	0 00	203 10	(103 47)
VESTAS WIND SYSTEMS A/S ADR CMN (925458101)	12/30/2009	05/13/2011	11 00	109 60	0 00	221 90	(112 30)
FRESENIUS MEDICAL CARE AG & CO KGAA SPONSORED ADR CMN (358029106)	03/13/2009	05/16/2011	2 00	141 95	0 00	77 23	64 72
FRESENIUS MEDICAL CARE AG & CO KGAA SPONSORED ADR CMN (358029106)	03/13/2009	05/17/2011	2 00	140 74	0 00	77 23	63 51
COCA-COLA HELLENIC BOTTLING CO SPONSORED ADR CMN (1912EP104)	02/06/2008	05/18/2011	33 00	795 34	0 00	1,346 48	(551 14)
AMERICA MOVIL SAB DE CV SPONSORED ADR CMN SERIES L (02364W105)	02/06/2008	05/19/2011	12 00	601 57	0 00	714 25	(112 68)
AMERICA MOVIL SAB DE CV SPONSORED ADR CMN SERIES L (02364W105)	02/06/2008	05/25/2011	7 00	362 48	0 00	416 65	(54 17)
AMERICA MOVIL SAB DE CV SPONSORED ADR CMN SERIES L (02364W105)	02/06/2008	05/26/2011	12 00	620 27	0 00	714 26	(93 99)
TEVA PHARMACEUTICAL IND LTD ADS (881624209)	02/06/2008	07/26/2011	4 00	187 53	0 00	185 97	1 56
FRESENIUS MEDICAL CARE AG & CO KGAA SPONSORED ADR CMN (358029106)	03/13/2009	07/27/2011	4 00	316 31	0 00	154 45	161 86
LVMH MOET HENNESSY LOUIS VUITTON S A ADR CMN (502441306)	11/12/2008	07/27/2011	7 00	264 09	0 00	78 67	185 42
CANADIAN NATIONAL RAILWAY CO CMN (136375102)	02/06/2008	08/10/2011	7 00	478 02	0 00	350 67	127 35
MAN GROUP PLC UNSPONSORED ADR CMN (56164U107)	03/25/2010	08/11/2011	64 00	195 49	0 00	238 30	(42 80)

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LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total Accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
MAN GROUP PLC UNSPONSORED ADR CMN (56164U107)	03/18/2010	08/11/2011	73 00	222 99	0 00	267 58	(44 59)
MAN GROUP PLC UNSPONSORED ADR CMN (56164U107)	05/12/2010	08/12/2011	62 00	195 04	0 00	211 12	(16 08)
MAN GROUP PLC UNSPONSORED ADR CMN (56164U107)	03/25/2010	08/12/2011	63 00	198 19	0 00	234 57	(36 39)
FANUC CORP UNSPONSORED ADR CMN (307305102)	12/16/2008	08/17/2011	15 00	426 12	0 00	163 99	262 13
WAL-MART DE MEXICO SAB DE CV SPONSORED ADR REPSTG SER V SHS (93114W107)	11/18/2008	08/30/2011	2 00	51 99	0 00	25 01	26 98
WAL-MART DE MEXICO SAB DE CV SPONSORED ADR REPSTG SER V SHS (93114W107)	10/08/2008	08/30/2011	5 00	129 98	0 00	61 68	68 30
NESTLE SA SPONSORED ADR (REP 1/20 CHF 10 REGD SHS) (641069406)	02/06/2008	08/31/2011	5 00	305 84	0 00	216 60	89 24
CHINA MERCHANTS HOLDINGS (INTE UNSPONOSRED ADR CMN (1694EN103)	10/12/2009	09/08/2011	11 00	322 34	0 00	358 20	(35 86)
CHINA MERCHANTS HOLDINGS (INTE UNSPONOSRED ADR CMN (1694EN103)	10/12/2009	09/09/2011	1 00	28 40	0 00	32 56	(4 16)
CHINA MERCHANTS HOLDINGS (INTE UNSPONOSRED ADR CMN (1694EN103)	10/13/2009	09/09/2011	12 00	340 85	0 00	400 65	(59 80)
GAZPROM ADR SPONSORED ADR CMN (368287207)	02/06/2008	09/09/2011	28 00	320 30	0 00	683 20	(362 90)
GAZPROM ADR SPONSORED ADR CMN (368287207)	02/06/2008	09/12/2011	78 00	844 41	0 00	1,903 20	(1,058 79)
NEW ORIENTAL ED & TECH GRP SPONSORED ADR CMN (647581107)	09/14/2009	09/13/2011	1 00	32 21	0 00	18 65	13 56
NEW ORIENTAL ED & TECH GRP SPONSORED ADR CMN (647581107)	09/09/2009	09/13/2011	4 00	128 85	0 00	70 84	58 01
NEW ORIENTAL ED & TECH GRP SPONSORED ADR CMN (647581107)	09/11/2009	09/13/2011	4 00	128 85	0 00	74 11	54 74
NEW ORIENTAL ED & TECH GRP SPONSORED ADR CMN (647581107)	09/14/2009	09/15/2011	4 00	133 21	0 00	74 60	58 62
BNP PARIBAS SPONSORED ADR CMN (05565A202)	01/07/2009	09/16/2011	2 00	40 94	0 00	47 28	(6 34)
BNP PARIBAS SPONSORED ADR CMN (05565A202)	10/17/2008	09/16/2011	4 00	81 88	0 00	155 90	(74 03)
BNP PARIBAS SPONSORED ADR CMN (05565A202)	10/22/2008	09/16/2011	7 00	143 28	0 00	264 26	(120 98)
BNP PARIBAS SPONSORED ADR CMN (05565A202)	06/11/2008	09/16/2011	9 00	184 22	0 00	419 90	(235 68)
BNP PARIBAS SPONSORED ADR CMN (05565A202)	05/15/2008	09/16/2011	10 00	204 69	0 00	546 65	(341 96)

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[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total Accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
CHINA MERCHANTS HOLDINGS (INTE UNSPONOSRED ADR CMN (1694EN103)	10/13/2009	09/16/2011	2 00	53 48	0 00	66 77	(13 29)
CHINA MERCHANTS HOLDINGS (INTE UNSPONOSRED ADR CMN (1694EN103)	10/20/2009	09/16/2011	5 00	133 71	0 00	174 63	(40 92)
NEW ORIENTAL ED & TECH GRP SPONSORED ADR CMN (647581107)	09/16/2009	09/16/2011	1 00	32 80	0 00	18 96	13 83
NEW ORIENTAL ED & TECH GRP SPONSORED ADR CMN (647581107)	09/14/2009	09/16/2011	3 00	98 39	0 00	55 95	42 44
CHINA MERCHANTS HOLDINGS (INTE UNSPONOSRED ADR CMN (1694EN103)	09/07/2010	09/19/2011	5 00	128 04	0 00	179 31	(51 27)
CHINA MERCHANTS HOLDINGS (INTE UNSPONOSRED ADR CMN (1694EN103)	10/20/2009	09/19/2011	7 00	179 25	0 00	244 48	(65 22)
BNP PARIBAS SPONSORED ADR CMN (05565A202)	05/25/2010	09/20/2011	7 00	119 91	0 00	195 24	(75 33)
BNP PARIBAS SPONSORED ADR CMN (05565A202)	01/07/2009	09/20/2011	9 00	154 17	0 00	212 74	(58 57)
LOGITECH INTERNATIONAL SA ORD CMN (H50430232)	04/16/2008	09/22/2011	3 00	23 22	0 00	76 64	(53 41)
LOGITECH INTERNATIONAL SA ORD CMN (H50430232)	02/06/2008	09/22/2011	34 00	263 17	0 00	953 11	(689 94)
LOGITECH INTERNATIONAL SA ORD CMN (H50430232)	01/22/2009	09/23/2011	3 00	23 14	0 00	32 26	(9 12)
LOGITECH INTERNATIONAL SA ORD CMN (H50430232)	04/16/2008	09/23/2011	5 00	38 57	0 00	127 73	(89 15)
LOGITECH INTERNATIONAL SA ORD CMN (H50430232)	04/17/2008	09/23/2011	9 00	69 43	0 00	231 97	(162 54)
LOGITECH INTERNATIONAL SA ORD CMN (H50430232)	11/21/2008	09/23/2011	10 00	77 15	0 00	118 76	(41 62)
LOGITECH INTERNATIONAL SA ORD CMN (H50430232)	01/22/2009	09/26/2011	9 00	69 90	0 00	96 79	(26 89)
LOGITECH INTERNATIONAL SA ORD CMN (H50430232)	07/23/2009	09/26/2011	10 00	77 66	0 00	153 37	(75 71)
LOGITECH INTERNATIONAL SA ORD CMN (H50430232)	07/23/2009	09/27/2011	3 00	24 00	0 00	46 01	(22 01)
LOGITECH INTERNATIONAL SA ORD CMN (H50430232)	04/29/2010	09/27/2011	12 00	96 01	0 00	200 20	(104 19)
ARM HOLDINGS PLC SPON ADR SPONSORED ADR CMN (042068106)	05/02/2008	10/11/2011	3 00	82 97	0 00	19 22	63 75
ARM HOLDINGS PLC SPON ADR SPONSORED ADR CMN (042068106)	02/06/2008	10/11/2011	5 00	138 29	0 00	28 28	110 01
TESCO PLC (SPONSORED) ADR SPONSORED ADR CMN (881575302)	10/21/2009	10/11/2011	19 00	362 16	0 00	373 33	(11 17)
SABMILLER PLC SPONSORED ADR (78572M105)	02/06/2008	10/13/2011	6 00	212 98	0 00	131 10	81 88

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[4] Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently You should consult with your own tax advisor to determine your correct basis

[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total Accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
SABMILLER PLC SPONSORED ADR (78572M105)	02/06/2008	10/14/2011	9 00	321 44	0 00	196 65	124 79
NEW ORIENTAL ED & TECH GRP SPONSORED ADR CMN (647581107)	09/16/2009	10/17/2011	2 00	60 24	0 00	37 92	22 32
EMBRAER SA ADR CMN (29082A107)	02/06/2008	10/31/2011	6 00	170 95	0 00	260 11	(89 16)
NEW ORIENTAL ED & TECH GRP SPONSORED ADR CMN (647581107)	09/16/2009	11/18/2011	5 00	114 08	0 00	94 81	19 27
NEW ORIENTAL ED & TECH GRP SPONSORED ADR CMN (647581107)	10/08/2009	11/18/2011	6 00	136 89	0 00	122 69	14 21
NEW ORIENTAL ED & TECH GRP SPONSORED ADR CMN (647581107)	10/08/2009	11/21/2011	2 00	46 17	0 00	40 90	5 28
NEW ORIENTAL ED & TECH GRP SPONSORED ADR CMN (647581107)	12/02/2009	11/21/2011	8 00	184 70	0 00	145 65	39 05
SAP AG (SPON ADR) (803054204)	05/19/2008	11/21/2011	3 00	173 64	0 00	155 97	17 68
NEW ORIENTAL ED & TECH GRP SPONSORED ADR CMN (647581107)	12/02/2009	11/22/2011	8 00	186 28	0 00	145 65	40 63
TELEFONICA S A ADR SPONSORED ADR CMN (879382208)	02/06/2008	11/23/2011	24 00	418 94	0 00	679 26	(260 32)
DASSAULT SYSTEMES SA SPONSORED ADR CMN (237545108)	02/06/2008	12/14/2011	2 00	156 61	0 00	109 74	46 87
DASSAULT SYSTEMES SA SPONSORED ADR CMN (237545108)	02/06/2008	12/28/2011	2 00	157 42	0 00	109 74	47 68
Net NonCovered Long-Term Gains (Losses)				**21,651.11**	**0.00**	**24,506.98**	**(2,855.85)**

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[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment