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 , and ending

Name of foundation: JOSEPH R. MCMICKING FOUNDATION

A Employer identification number: 94-6058305

Number and street (or P O box number if mail is not delivered to street address): 1004B O'REILLY AVENUE | Room/suite

B Telephone number: (415)474-1784

City or town, state, and ZIP code: SAN FRANCISCO, CA 94129

C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [X] Address change [ ] Name change

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 12,905,847.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	72.	72.		STATEMENT 1
	4 Dividends and interest from securities	444,224.	444,224.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	278,275.			
	b Gross sales price for all assets on line 6a 4,281,390.				
	7 Capital gain net income (from Part IV, line 2)		278,275.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	716.	13,676.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	723,287.	736,247.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	44,667.	22,333.		22,334.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	6,600.	3,300.		3,300.
	16a Legal fees				
	b Accounting fees STMT 4	15,450.	7,725.		7,725.
	c Other professional fees STMT 5	91,397.	91,397.		0.
	17 Interest				
	18 Taxes STMT 6	48,334.	4,385.		2,143.
	19 Depreciation and depletion	4,692.	0.		
	20 Occupancy	15,632.	0.		15,632.
	21 Travel, conferences, and meetings	2,288.	0.		2,288.
	22 Printing and publications				
	23 Other expenses STMT 7	1,031,921.	0.		16,333.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,260,981.	129,140.		69,755.
	25 Contributions, gifts, grants paid	643,500.			563,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,904,481.	129,140.		633,255.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-1,181,194.			
	b **Net investment income** (if negative, enter -0-)		607,107.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	103,398.	38,920.	38,920.
	2 Savings and temporary cash investments	570,493.	396,483.	396,483.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	0.		
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ 47,839.			
	Less: allowance for doubtful accounts ▶ 0.	0.	47,839.	47,839.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 8	772,771.	652,511.	652,511.
	b Investments - corporate stock STMT 9	3,386,179.	4,392,055.	4,392,055.
	c Investments - corporate bonds STMT 10	2,855,653.	2,373,926.	2,373,926.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	3,443,224.	5,004,113.	5,004,113.
	14 Land, buildings, and equipment: basis ▶ 4,692.			
	Less accumulated depreciation STMT 12 ▶ 4,692.			
	15 Other assets (describe ▶ STATEMENT 13)	4,692.	0.	0.
	16 **Total assets** (to be completed by all filers)	11,136,410.	12,905,847.	12,905,847.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable	0.	197,500.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 14)	1,086.	43,831.	
	23 **Total liabilities** (add lines 17 through 22)	1,086.	241,331.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	11,135,324.	12,664,516.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	11,135,324.	12,664,516.	
	31 **Total liabilities and net assets/fund balances**	11,136,410.	12,905,847.	

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	11,135,324.
2	Enter amount from Part I, line 27a	2	-1,181,194.
3	Other increases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	3	2,710,386.
4	Add lines 1, 2, and 3	4	12,664,516.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,664,516.

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	PUBLICLY TRADED SECURITIES	P		
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	4,281,390.		4,003,115.	278,275.
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				278,275.
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	278,275.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	537,651.	12,756,825.	.042146
2009	472,431.	11,137,459.	.042418
2008	45,192.	10,660,230.	.004239
2007	698,350.	13,714,652.	.050920
2006	682,080.	14,607,043.	.046695

2 Total of line 1, column (d)	2	.186418
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	.037284
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	13,425,896.
5 Multiply line 4 by line 3	5	500,571.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,071.
7 Add lines 5 and 6	7	506,642.
8 Enter qualifying distributions from Part XII, line 4	8	633,255.

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 ▶ [X] and enter 1% of Part I, line 27b			1	6,071.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	6,071.
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	6,071.
6 Credits/Payments:				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	764.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	6,750.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	7,514.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1,443.
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶		1,443. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
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 ▶ MCMICKINGFOUNDATION.ORG

14 The books are in care of ▶ MIRIAM WHITE Telephone no. ▶ (415)474-1784
Located at ▶ 1004B O'REILLY AVENUE, SAN FRANCISCO, CA ZIP+4 ▶ 94129

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			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.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______ , ______ , ______ , ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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 [X] 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 [X] No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	[ ] Yes [X] 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 [X] No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ [ ]			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	[ ] Yes [ ] No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	[ ] Yes [X] No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	[ ] Yes [X] No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		44,667.	6,600.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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	12,807,371.
b	Average of monthly cash balances	1b	822,980.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	13,630,351.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	13,630,351.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	204,455.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,425,896.
6	**Minimum investment return.** Enter 5% of line 5	6	671,295.

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	671,295.
2a	Tax on investment income for 2011 from Part VI, line 5	2a: 6,071.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b:		
c	Add lines 2a and 2b		2c	6,071.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	665,224.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	665,224.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	665,224.

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	633,255.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	633,255.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	6,071.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	627,184.

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				665,224.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			210,733.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶$ 633,255.				
a Applied to 2010, but not more than line 2a			210,733.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				422,522.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				242,702.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

MIRIAM WHITE, (415)474-1784
1004B O'REILLY AVENUE, SAN FRANCISCO, CA 94129

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

SUBMIT APPICATION IN LETTER FORM - NO SPECIFICATIONS FOR INFORMATION

c Any submission deadlines:

NONE

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

NO RESTRICTION OR LIMITATIONS SPECIFIED

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				
TOWN SCHOOL FOR BOYS 2750 JACKSON STREET SAN FRANCISCO, CA 94115	NONE	501(C)(3)	EDUCATION	1,000.
BOYS HOPE GIRLS HOPE P.O. BOX 347359 SAN FRANCISCO, CA 94134	NONE	501(C)(3)	EDUCATION	1,000.
PHILIPPINE INERNATIONAL AID 5226 DIAMOND HEIGHTS BLVD. SAN FRANCISCO, CA 94131	NONE	501(C)(3)	EDUCATION	1,500.
THE SAN FRANCISCO FOOD BANK 900 PENNSYLVANIA SAN FRANCISCO, CA 94107	NONE	501(C)(3)	SOCIAL SERVICES	4,000.
CHRONICLE SEASON OF SHARING P.O. BOX 44740 SAN FRANCISCO, CA 94114	NONE	501(C)(3)	SOCIAL SERVICES	4,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	563,500.
b Approved for future payment				
826 VALENCIA 826 VALENCIA STREET SAN FRANCISCO, CA 94110	NONE	501(C)(3)	EDUCATION	10,000.
MARIN CATHOLIC HIGH SCHOOL 675 SIR FRANCIS DRAKE KENTFIELD, CA 94904	NONE	501(C)(3)	EDUCATION	7,500.
THE BASIC FUND 268 BUSH STREET, SUITE 2717 SAN FRANCISCO, CA 94104	NONE	501(C)(3)	EDUCATION	30,000.
Total SEE CONTINUATION SHEET(S)			▶ 3b	80,000.

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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
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	72.	
4 Dividends and interest from securities			14	444,224.	
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			14	716.	
8 Gain or (loss) from sales of assets other than inventory			18	278,275.	
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)		0.		723,287.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 723,287.

(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).
	NOT APPLICABLE

123621
12-02-11

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 8-14-2012 Title: PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BARBARA A. BOND	[signature]	8/10/2012		P00294787

Firm's name ▶ MARCUM LLP — Firm's EIN ▶ 11-1986323

Firm's address ▶ 101 MONTGOMERY STREET #1900 SAN FRANCISCO, CA 94104 — Phone no. (415) 981-9400

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
GLIDE MEMORIAL 330 ELLIS STREET SAN FRANCISCO, CA 94102	NONE	501(C)(3)	SOCIAL SERVICES	1,000.
THE SALVATION ARMY 832 FOLSOM STREET SAN FRANCISCO, CA 94107	NONE	501(C)(3)	SOCIAL SERVICES	1,000.
ST. ANTHONY FOUNDATION 150 GOLDEN GATE SAN FRANCISCO, CA 94102	NONE	501(C)(3)	SOCIAL SERVICES	5,000.
ST. IGNATIUS COLLEGE PREP 2001 37TH AVENUE SAN FRANCISCO, CA 94116	NONE	501(C)(3)	EDUCATION	8,000.
MARIN COUNTRY DAY SCHOOL 5221 PARADISE DRIVE CORTE MADERA, CA 94925	NONE	501(C)(3)	EDUCATION	368.
DOMINICAN SISTERS 43326 MISSION BLVD. FREMONT, CA 94539	NONE	501(C)(3)	SOCIAL SERVICES	6,000.
AM. FRIENDS OF BRITISH MUSEUM 6 WEST 48TH STREET, 10TH FLOOR NEW YORK, NY 10036	NONE	501(C)(3)	ARTS AND CULTURE	2,632.
ST. MARTIN DE PORRES SCHOOL 675 41ST STREET OAKLAND, CA 94609	NONE	501(C)(3)	EDUCATION	10,000.
SF SYMPHONY DAVIES SYMPHONY HALL SAN FRANCISCO, CA 94102	NONE	501(C)(3)	ARTS AND CULTURE	5,000.
ST. JOSEPH NOTRE DAME SCHOOL 1011 CHESTNUT STREET ALAMEDA, CA 94501	NONE	501(C)(3)	EDUCATION	7,500.
Total from continuation sheets				552,000.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ST. ELIZABETH ELEMENTARY SCHOOL 1516 33RD AVENUE OAKLAND, CA 94601	NONE	501(C)(3)	EDUCATION	15,000.
ST. EDWARD SCHOOL 5788 THORNTON AVENUE NEWARK, CA 94111	NONE	501(C)(3)	EDUCATION	7,500.
PENINSULA YOUTH ORCHESTRA 1091 INDUSTRIAL ROAD SAN CARLOS, CA 94070	NONE	501(C)(3)	MUSIC PROGRAMS FOR CHILDREN	5,000.
HOLY NAME SCHOOL 1560 40TH AVENUE SAN FRANCISCO, CA 94122	NONE	501(C)(3)	EDUCATION	15,000.
HOLY FAMILY DAY HOME 299 DOLORES STREET SAN FRANCISCO, CA 94103	NONE	501(C)(3)	EDUCATION	5,000.
GIRL SCOUTS OF NORTHERN CALIFORNIA 7700 EDGEWATER DRIVE OAKLAND, CA 94621	NONE	501(C)(3)	SCIENCE PROGRAMS FOR CHILDREN	5,000.
FINE ARTS MUSEUMS OF SF 50 HAGIWARA TEA GARDEN DRIVE SAN FRANCISCO, CA 94118	NONE	501(C)(3)	ARTS AND CULTURE	7,500.
CHARLES ARMSTRONG SCHOOL 1405 SOLANA AVENUE BELMONT, CA 94002	NONE	501(C)(3)	EDUCATION	5,000.
826 VALENCIA 826 VALENCIA STREET SAN FRANCISCO, CA 94110	NONE	501(C)(3)	EDUCATION	5,000.
AIM HIGH 2030 HARRISON STREET SAN FRANCISCO, CA 94110	NONE	501(C)(3)	EDUCATION	10,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CONSERVATORY OF FLOWERS 100 JOHN F. KENNEDY DRIVE SAN FRANCISCO, CA 94118	NONE	501(C)(3)	EDUCATION	5,000.
KIDS IN PARKS P.O. BOX 77664 SAN FRANCISCO, CA 94107	NONE	501(C)(3)	EDUCATION	5,000.
MOREAU CATHOLIC HIGH SCHOOL 27170 MISSION BLVD. HAYWARD, CA 94544	NONE	501(C)(3)	EDUCATION	10,000.
OAKLAND MUSEUM OF CALIFORNIA 1000 OAK STREET OAKLAND, CA 94607	NONE	501(C)(3)	ARTS AND CULTURE	5,000.
SACRED HEART CATHEDRAL PREP. 1055 ELLIS STREET SAN FRANCISCO, CA 94109	NONE	501(C)(3)	EDUCATION	15,000.
ST. MARY'S COLLEGE HIGH SCHOOL 1294 ALBINA AVENUE BERKELEY, CA 94706	NONE	501(C)(3)	EDUCATION	10,000.
TRIPS FOR KIDS 138 SUNNYSIDE AVENUE MILL VALLEY, CA 94941	NONE	501(C)(3)	EDUCATION	2,000.
ZEUM 221 FOURTH STREET SAN FRANCISCO, CA 94103	NONE	501(C)(3)	EDUCATION	5,000.
GATEWAY MIDDLE SCHOOL 1430 SCOTT STREET SAN FRANCISCO, CA 94115	NONE	501(C)(3)	EDUCATION	10,000.
MARIN CATHOLIC HIGH SCHOOL 675 SIR FRANCIS DRAKE KENTFIELD, CA 94904	NONE	501(C)(3)	EDUCATION	7,500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ST. THOMAS THE APOSTLE 3801 BALBOA SAN FRANCISCO, CA 94121	NONE	501(C)(3)	EDUCATION	9,000.
STUDENTS RISING ABOVE P.O. BOX 29174 SAN FRANCISCO, CA 94129	NONE	501(C)(3)	EDUCATION	10,000.
SUNNY HILLS SERVICES 300 SUNNY HILLS DRIVE SAN ANSELMO, CA 94960	NONE	501(C)(3)	EDUCATION	5,000.
SF CHAMBER ORCHESTRA P.O. BOX 191564 SAN FRANCISCO, CA 94119	NONE	501(C)(3)	MUSIC PROGRAMS FOR CHILDREN	10,000.
DEPARTMENT OF CATHOLIC SCHOOLS 2121 HARRISON STREET, SUITE 100 OAKLAND, CA 94612	NONE	501(C)(3)	EDUCATION	10,000.
MARIN COUNTRY DAY SCHOOL 5221 PARADISE DRIVE CORTE MADERA, CA 94925	NONE	501(C)(3)	EDUCATION	5,000.
LITTLE WONDERS SCHOOL 225 TILTON AVENUE SAN MATEO, CA 94401	NONE	501(C)(3)	EDUCATION	1,000.
MISSION DISTRICT CATHOLIC SCHOOLS ONE PETER YORK WAY SAN FRANCISCO, CA 94109	NONE	501(C)(3)	EDUCATION	7,500.
ARCHBISHOP RIORDAN HIGH SCHOOL 175 PHELAN AVENUE SAN FRANCISCO, CA 94112	NONE	501(C)(3)	EDUCATION	10,000.
ASIAN ART MUSEUM 200 LARKIN STREET SAN FRANCISCO, CA 94102	NONE	501(C)(3)	ARTS AND CULTURE	7,500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
THE BASIC FUND 268 BUSH STREET, SUITE 2717 SAN FRANCISCO, CA 94104	NONE	501(C)(3)	EDUCATION	10,000.
COMMUNITY RESOURCES FOR SCIENCE 1611 SAN PABLO AVENUE BERKELEY, CA 94702	NONE	501(C)(3)	EDUCATION	7,500.
CHILDREN'S BOOK PROJECT 45 HOLLY PARK CIRCLE SAN FRANCISCO, CA 94110	NONE	501(C)(3)	EDUCATION	5,000.
DE MARILLAC ACADEMY 175 GOLDEN GATE AVENUE SAN FRANCISCO, CA 94102	NONE	501(C)(3)	EDUCATION	7,500.
EASTSIDE COLLEGE PREP 1041 MYRTLE STREET EAST PALO ALTO, CA 94303	NONE	501(C)(3)	EDUCATION	5,000.
HOLY NAMES UNIVERSITY 3500 MOUNTAIN BLVD. OAKLAND, CA 94619	NONE	501(C)(3)	EDUCATION	10,000.
HOMEWORK CENTRAL P.O. BOX 6687 SAN MATEO, CA 94403	NONE	501(C)(3)	EDUCATION	5,000.
IMMACULATE CONCEPTION ACADEMY 3625 24TH STREET SAN FRANCISCO, CA 94110	NONE	501(C)(3)	EDUCATION	10,000.
LARKIN STREET YOUTH SERVICES 701 SUTTER STREET SAN FRANCISCO, CA 94122	NONE	501(C)(3)	EDUCATION	5,000.
MUSIC AT KOHL MANSION 2750 ADELINE DRIVE BURLINGAME, CA 94010	NONE	501(C)(3)	EDUCATION	7,500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
RAPHAEL HOUSE 1065 SUTTER STREET SAN FRANCISCO, CA 94109	NONE	501(C)(3)	EDUCATION	5,000.
FRIENDS OF SF PUBLIC LIBRARY 391 GROVE STREET SAN FRANCISCO, CA 94102	NONE	501(C)(3)	EDUCATION	25,000.
ST. ELIZABETH HIGH SCHOOL 1530 34TH AVENUE OAKLAND, CA 94601	NONE	501(C)(3)	EDUCATION	10,000.
ST. PAUL OF THE SHIPWRECK 1122 JAMESTOWN AVENUE SAN FRANCISCO, CA 94124	NONE	501(C)(3)	EDUCATION	7,500.
S.M.A.R.T. 1345 MISSION STREET SAN FRANCISCO, CA 94103	NONE	501(C)(3)	EDUCATION	5,000.
URBAN SPROUTS 451 HAYES STREET SAN FRANCISCO, CA 94102	NONE	501(C)(3)	EDUCATION	5,000.
HOLY NAMES HIGH SCHOOL 4660 HARBORD DRIVE OAKLAND, CA 94618	NONE	501(C)(3)	EDUCATION	10,000.
A HOME AWAY FROM HOMELESSNESS FORT MASON, BUILDING 9 SAN FRANCISCO, CA 94123	NONE	501(C)(3)	EDUCATION	5,000.
PEER HEALTH EXCHANGE 545 SANSOME STREET SAN FRANCISCO, CA 94111	NONE	501(C)(3)	EDUCATION	10,000.
CITY COLLEGE OF SF P.O. BOX 40488 SAN FRANCISCO, CA 94140	NONE	501(C)(3)	EDUCATION	20,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
COMMUNITY MUSIC CENTER 544 CAPP STREET SAN FRANCISCO, CA 94110	NONE	501(C)(3)	MUSIC PROGRAMS FOR CHILDREN	7,500.
ARCS P.O. BOX 29405 SAN FRANCISCO, CA 94129	NONE	501(C)(3)	EDUCATION	20,000.
CITY COLLEGE OF SF P.O. BOX 40488 SAN FRANCISCO, CA 94140	NONE	501(C)(3)	EDUCATION	5,000.
BOYS HOPE GIRLS HOPE P.O. BOX 347359 SAN FRANCISCO, CA 94134	NONE	501(C)(3)	EDUCATION	10,000.
MARIN PRIMARY 20 MAGNOLIA AVENUE LARKSPUR, CA 94939	NONE	501(C)(3)	EDUCATION	1,000.
KATHERINE DELMAR BURKE SCHOOL 7070 CALIFORNIA STREET SAN FRANCISCO, CA 94121	NONE	501(C)(3)	EDUCATION	10,000.
BAYKEEPER 785 MARKET STREET SAN FRANCISCO, CA 94103	NONE	501(C)(3)	ENVIRONMENT	1,000.
LEUKEMIA AND LYMPHOMA SOCIETY 123 NW 36TH AVENUE SEATTLE, WA 98107	NONE	501(C)(3)	HEALTH	1,000.
10,000 DEGREES 781 LINCOLN AVENUE SAN RAFAEL, CA 94901	NONE	501(C)(3)	EDUCATION	20,000.
NORTHERN LIGHTS SCHOOL 3710 DORISA OAKLAND, CA 94605	NONE	501(C)(3)	EDUCATION	13,500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
VOICE OF PENTACOST 1970 OCEAN AVENUE SAN FRANCISCO, CA 94127	NONE	501(C)(3)	EDUCATION	5,000.
AMERICAN FRIENDS OF THE TATE 520 WEST 27TH STREET NEW YORK, NY 10001	NONE	501(C)(3)	ARTS AND CULTURE	2,000.
VOICE OF THE PENTACOST 1970 OCEAN AVENUE SAN FRANCISCO, CA 94127	NONE	501(C)(3)	EDUCATION	5,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

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
COMMUNITY RESOURCES FOR SCIENCE 1611 SAN PABLO AVENUE BERKELEY, CA 94702	NONE	501(C)(3)	EDUCATION	7,500.
FRIENDS OF SF PUBLIC LIBRARY 391 GROVE STREET SAN FRANCISCO, CA 94102	NONE	501(C)(3)	EDUCATION	25,000.
Total from continuation sheets				32,500.

2011 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
	MACHINERY & EQUIPMENT														
1	COMPUTER EQUIPMENT	11/01/04	SL	5.00		16	2,442.				2,442.			2,442.	2,442.
2	COMPUTER EQUIPMENT	02/01/07	SL	5.00		16	2,250.				2,250.			2,250.	2,250.
	* 990-PF PG 1 TOTAL MACHINERY & EQUIPMENT						4,692.				4,692.	0.		4,692.	4,692.
	* GRAND TOTAL 990-PF PG 1 DEPR						4,692.				4,692.	0.		4,692.	4,692.

128111
05-01-11

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

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

SOURCE	AMOUNT
MONEY MARKET INTEREST	72.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	72.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BOND INTEREST	174,817.	0.	174,817.
DIVIDEND INCOME	269,407.	0.	269,407.
TOTAL TO FM 990-PF, PART I, LN 4	444,224.	0.	444,224.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER	716.	716.	
SECTION 481(A) ADJUSTMENT - YEAR 1	0.	12,960.	
TOTAL TO FORM 990-PF, PART I, LINE 11	716.	13,676.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OUTSIDE ACCOUNTING SERVICE	15,450.	7,725.		7,725.
TO FORM 990-PF, PG 1, LN 16B	15,450.	7,725.		7,725.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGER FEES	22,000.	22,000.		0.
CUSTODIAL FEES	813.	813.		0.
MONEY MANAGER FEES	68,584.	68,584.		0.
TO FORM 990-PF, PG 1, LN 16C	91,397.	91,397.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	4,286.	2,143.		2,143.
FOREIGN TAX PAID	2,242.	2,242.		0.
FEDERAL EXCISE TAX	41,806.	0.		0.
TO FORM 990-PF, PG 1, LN 18	48,334.	4,385.		2,143.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	9,642.	0.		9,642.
SUPPLIES	570.	0.		570.
TELEPHONE	2,063.	0.		2,063.
POSTAGE/SHIPPING	524.	0.		524.
WEB DESIGN FEES	981.	0.		981.
DUES & SUBSCRIPTIONS	1,709.	0.		1,709.
OFFICE EQUIPMENT	844.	0.		844.
UNREALIZED LOSS ON INVESTMENT	1,015,588.	0.		0.
TO FORM 990-PF, PG 1, LN 23	1,031,921.	0.		16,333.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
FEDERAL OBLIGATIONS	X		481,141.	481,141.
MUNICIPAL BONDS		X	171,370.	171,370.
TOTAL U.S. GOVERNMENT OBLIGATIONS			481,141.	481,141.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			171,370.	171,370.
TOTAL TO FORM 990-PF, PART II, LINE 10A			652,511.	652,511.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	4,392,055.	4,392,055.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,392,055.	4,392,055.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE OBLIGATIONS	2,373,926.	2,373,926.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,373,926.	2,373,926.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER ASSETS	FMV	1,017,170.	1,017,170.
MORTGAGE POOLS	FMV	781,194.	781,194.
MUTUAL FUNDS	FMV	3,205,749.	3,205,749.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,004,113.	5,004,113.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 12

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER EQUIPMENT	2,442.	2,442.	0.
COMPUTER EQUIPMENT	2,250.	2,250.	0.
TOTAL TO FM 990-PF, PART II, LN 14	4,692.	4,692.	0.

FORM 990-PF OTHER ASSETS STATEMENT 13

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
OFFICE LEASE DEPOSIT	4,692.	0.	0.
TO FORM 990-PF, PART II, LINE 15	4,692.	0.	0.

FORM 990-PF OTHER LIABILITIES STATEMENT 14

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL TAXES AND WITHHHOLDINGS	1,086.	2,122.
EXCISE TAX PAYABLE	0.	6,500.
DEFERRED TAX LIABILITY - LONG TERM	0.	35,209.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,086.	43,831.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOSEPH C.M. HALL 1004B O'REILLY AVENUE SAN FRANCISCO, CA 94129	PRESIDENT 3.00	0.	0.	0.
HENRY C. MCMICKING 1004B O'REILLY AVENUE SAN FRANCISCO, CA 94129	SECRETARY/TREASURER 1.00	0.	0.	0.
RODERICK HALL 1004B O'REILLY AVENUE SAN FRANCISCO, CA 94129	CHAIRMAN OF THE BOARD 1.00	0.	0.	0.
CONSUELO H. MCHUGH 1004B O'REILLY AVENUE SAN FRANCISCO, CA 94129	TRUSTEE 1.00	0.	0.	0.
ALAISTAIR MCHUGH 1004B O'REILLY AVENUE SAN FRANCISCO, CA 94129	TRUSTEE 1.00	0.	0.	0.
MIRIAM WHITE 1004B O'REILLY AVENUE SAN FRANCISCO, CA 94129	EXECUTIVE DIRECTOR 20.00	44,667.	6,600.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		44,667.	6,600.	0.

Form **3115** (Rev. December 2009) Department of the Treasury Internal Revenue Service

Application for Change in Accounting Method

OMB No 1545-0152

Name of filer (name of parent corporation if a consolidated group) (see instructions): Joseph R. McMicking Foundation

Identification number (see instructions): 94-6058305

Principal business activity code number (see instructions):

Number, street, and room or suite no. If a P.O box, see the instructions.: 1004B O'Reilly Avenue

Tax year of change begins (MM/DD/YYYY) 01/01/2011

Tax year of change ends (MM/DD/YYYY) 12/31/2011

City or town, state, and ZIP code: San Francisco, CA 94129

Name of contact person (see instructions): Joseph C. M. Hall

Name of applicant(s) (if different than filer) and identification number(s) (see instructions)

Contact person's telephone number: 415-474-1784

If the applicant is a member of a consolidated group, check this box ▶ ☐

If **Form 2848**, Power of Attorney and Declaration of Representative, is attached (see instructions for when Form 2848 is required), check this box ▶ ☐

Check the box to indicate the type of applicant.

- ☐ Individual
- ☐ Corporation
- ☐ Controlled foreign corporation (Sec 957)
- ☐ 10/50 corporation (Sec. 904(d)(2)(E))
- ☐ Qualified personal service corporation (Sec 448(d)(2))
- ☒ Exempt organization Enter Code section ▶ 501(c)(3)
- ☐ Cooperative (Sec. 1381)
- ☐ Partnership
- ☐ S Corporation
- ☐ Insurance Co (Sec. 816(a))
- ☐ Insurance Co. (Sec 831)
- ☐ Other (specify) ▶

Check the appropriate box to indicate the type of accounting method change being requested. (see instructions)

- ☐ Depreciation or Amortization
- ☐ Financial Products and/or Financial Activities of Financial Institutions
- ☒ Other (specify) ▶ overall cash to accrual method (Section 446)

Caution: *To be eligible for approval of the requested change in method of accounting, the taxpayer must provide all information that is relevant to the taxpayer or to the taxpayer's requested change in method of accounting. This includes all information requested on this Form 3115 (including its instructions), as well as any other information that is not specifically requested*

The taxpayer must attach all applicable supplemental statements requested throughout this form.

Part I Information For Automatic Change Request

		Yes	No
1	Enter the applicable designated automatic accounting method change number for the requested automatic change. Enter only one designated automatic accounting method change number, except as provided for in guidance published by the IRS if the requested change has no designated automatic accounting method change number, check "Other," and provide both a description of the change and citation of the IRS guidance providing the automatic change. See instructions. ▶ (a) Change No. 122 (b) Other ☐ Description ▶		
2	Do any of the scope limitations described in section 4 02 of Rev Proc. 2008-52 cause automatic consent to be unavailable for the applicant's requested change? If "Yes," attach an explanation		x

Note: *Complete Part II below and then Part IV, and also Schedules A through E of this form (if applicable)*

Part II Information For All Requests

		Yes	No
3	Did or will the applicant cease to engage in the trade or business to which the requested change relates, or terminate its existence, in the tax year of change (see instructions)? If "Yes," the applicant is not eligible to make the change under automatic change request procedures.		x
4a	Does the applicant (or any present or former consolidated group in which the applicant was a member during the applicable tax year(s)) have any Federal income tax return(s) under examination (see instructions)? If "No," go to line 5.		x
b	Is the method of accounting the applicant is requesting to change an issue (with respect to either the applicant or any present or former consolidated group in which the applicant was a member during the applicable tax year(s)) either (i) under consideration or (ii) placed in suspense (see instructions)?		x

Signature *(see instructions)*

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

Filer

8-14-2012

Signature and date

Joseph C M. Hall, President

Name and title (print or type)

Preparer (other than filer/applicant)

Signature of individual preparing the application and date

Barbara A Bond

Name of individual preparing the application (print or type)

Marcum LLP

Name of firm preparing the application

Part II Information For All Requests (continued)

		Yes	No
4 c	Is the method of accounting the applicant is requesting to change an issue pending (with respect to either the applicant or any present or former consolidated group in which the applicant was a member during the applicable tax year(s)) for any tax year under examination (see instructions)?		x
d	Is the request to change the method of accounting being filed under the procedures requiring that the operating division director consent to the filing of the request (see instructions)? If "Yes," attach the consent statement from the director.		x
e	Is the request to change the method of accounting being filed under the 90-day or 120-day window period? If "Yes," check the box for the applicable window period and attach the required statement (see instructions). ☐ 90 day ☐ 120 day: Date examination ended ▶		x
f	If you answered "Yes" to line 4a, enter the name and telephone number of the examining agent and the tax year(s) under examination Name ▶ Telephone number ▶ Tax year(s) ▶		
g	Has a copy of this Form 3115 been provided to the examining agent identified on line 4f?		x
5 a	Does the applicant (or any present or former consolidated group in which the applicant was a member during the applicable tax year(s)) have any Federal income tax return(s) before Appeals and/or a Federal court? If "Yes," enter the name of the (check the box) ☐ Appeals officer and/or ☐ counsel for the government, telephone number, and the tax year(s) before Appeals and/or a Federal court Name ▶ Telephone number ▶ Tax year(s) ▶		x
b	Has a copy of this Form 3115 been provided to the Appeals officer and/or counsel for the government identified on line 5a?		x
c	Is the method of accounting the applicant is requesting to change an issue under consideration by Appeals and/or a Federal court (for either the applicant or any present or former consolidated group in which the applicant was a member for the tax year(s) the applicant was a member) (see instructions)? If "Yes," attach an explanation.		x
6	If the applicant answered "Yes" to line 4a and/or 5a with respect to any present or former consolidated group, attach a statement that provides each parent corporation's **(a)** name, **(b)** identification number, **(c)** address, and **(d)** tax year(s) during which the applicant was a member that is under examination, before an Appeals office, and/or before a Federal court		
7	If, for federal income tax purposes, the applicant is either an entity (including a limited liability company) treated as a partnership or an S corporation, is it requesting a change from a method of accounting that is an issue under consideration in an examination, before Appeals, or before a Federal court, with respect to a Federal income tax return of a partner, member, or shareholder of that entity? If "Yes," the applicant is **not** eligible to make the change.		x
8a	Does the applicable revenue procedure (advance consent or automatic consent) state that the applicant does not receive audit protection for the requested change (see instructions)?		x
b	If "Yes," attach an explanation.		
9 a	Has the applicant, its predecessor, or a related party requested or made (under either an automatic change procedure or a procedure requiring advance consent) a change in method of accounting within the past 5 years (including the year of the requested change)?		x
b	If "Yes," for each trade or business, attach a description of each requested change in method of accounting (including the tax year of change) and state whether the applicant received consent		
c	If any application was withdrawn, not perfected, or denied, or if a Consent Agreement granting a change was not signed and returned to the IRS, or the change was not made or not made in the requested year of change, attach an explanation.		
10a	Does the applicant, its predecessor, or a related party currently have pending any request (including any concurrently filed request) for a private letter ruling, change in method of accounting, or technical advice?		x
b	If "Yes," for each request attach a statement providing the name(s) of the taxpayer, identification number(s), the type of request (private letter ruling, change in method of accounting, or technical advice), and the specific issue(s) in the request(s).		
11	Is the applicant requesting to change its **overall** method of accounting? If "Yes," check the appropriate boxes below to indicate the applicant's present and proposed methods of accounting Also, complete Schedule A on page 4 of this form	x	

Present method: [x] Cash ☐ Accrual ☐ Hybrid (attach description)

Proposed method: ☐ Cash [x] Accrual ☐ Hybrid (attach description)

Part II Information For All Requests (continued)

		Yes	No
12	If the applicant is either (i) **not** changing its overall method of accounting, or (ii) is changing its overall method of accounting and also changing to a special method of accounting for one or more items, attach a detailed and complete description for each of the following: a The item(s) being changed b The applicant's present method for the item(s) being changed. c The applicant's proposed method for the item(s) being changed. d The applicant's present overall method of accounting (cash, accrual, or hybrid)		
13	Attach a detailed and complete description of the applicant's trade(s) or business(es), and the principal business activity code for each If the applicant has more than one trade or business as defined in Regulations section 1.446-1(d), describe: whether each trade or business is accounted for separately; the goods and services provided by each trade or business and any other types of activities engaged in that generate gross income; the overall method of accounting for each trade or business, and which trade or business is requesting to change its accounting method as part of this application or a separate application.		
14	Will the proposed method of accounting be used for the applicant's books and records and financial statements? For insurance companies, see the instructions If "No," attach an explanation	X	
15a	Has the applicant engaged, or will it engage, in a transaction to which section 381(a) applies (e.g., a reorganization, merger, or liquidation) during the proposed tax year of change determined without regard to any potential closing of the year under section 381(b)(1)?		X
b	If "Yes," for the items of income and expense that are the subject of this application, attach a statement identifying the methods of accounting used by the parties to the section 381(a) transaction immediately before the date of distribution or transfer and the method(s) that would be required by section 381(c)(4) or (c)(5) absent consent to the change(s) requested in this application		
16	Does the applicant request a conference with the IRS National Office if the IRS proposes an adverse response?		X
17	If the applicant is changing to either the overall cash method, an overall accrual method, or is changing its method of accounting for any property subject to section 263A, any long-term contract subject to section 460, or inventories subject to section 474, enter the applicant's gross receipts for the 3 tax years preceding the tax year of change		

1st preceding year ended mo 12 yr 2010	2nd preceding year ended mo 12 yr 2009	3rd preceding year ended mo 12 yr 2008
$ 1,307,677.00	$ -747,811.00	$ -205,009.00

Part III Information For Advance Consent Request N/A

		Yes	No
18	Is the applicant's requested change described in any revenue procedure, revenue ruling, notice, regulation, or other published guidance as an automatic change request? If "Yes," attach an explanation describing why the applicant is submitting its request under advance consent request procedures.		
19	Attach a full explanation of the legal basis supporting the proposed method for the item being changed Include a detailed and complete description of the facts that explains how the law specifically applies to the applicant's situation and that demonstrates that the applicant is authorized to use the proposed method. Include all authority (statutes, regulations, published rulings, court cases, etc.) supporting the proposed method. Also, include either a discussion of the contrary authorities or a statement that no contrary authority exists.		
20	Attach a copy of all documents related to the proposed change (see instructions)		
21	Attach a statement of the applicant's reasons for the proposed change.		
22	If the applicant is a member of a consolidated group for the year of change, do all other members of the consolidated group use the proposed method of accounting for the item being changed? If "No," attach an explanation		
23a	Enter the amount of **user fee** attached to this application (see instructions). ▶ $ ____		
b	If the applicant qualifies for a reduced user fee, attach the required information or certification (see instructions).		

Part IV Section 481(a) Adjustment

		Yes	No
24	Does the applicable revenue procedure, revenue ruling, notice, regulation, or other published guidance require the applicant to implement the requested change in method of accounting on a cut-off basis rather than a section 481(a) adjustment? If "Yes," do not complete lines 25, 26, and 27 below.		X
25	Enter the section 481(a) adjustment Indicate whether the adjustment is an increase (+) or a decrease (-) in income. ▶ $ 51,838.00 Attach a summary of the computation and an explanation of the methodology used to determine the section 481(a) adjustment If it is based on more than one component, show the computation for each component. If more than one applicant is applying for the method change on the same application, attach a list of the name, identification number, principal business activity code (see instructions), and the amount of the section 481(a) adjustment attributable to each applicant		

Part IV Section 481(a) Adjustment (continued)

		Yes	No
26	If the section 481(a) adjustment is an increase to income of less than $25,000, does the applicant elect to take the entire amount of the adjustment into account in the year of change?		X
27	Is any part of the section 481(a) adjustment attributable to transactions between members of an affiliated group, a consolidated group, a controlled group, or other related parties? If "Yes," attach an explanation.		X

Schedule A - Change in Overall Method of Accounting (If Schedule A applies, Part I below must be completed.)

Part I Change in Overall Method (see instructions)

1 Enter the following amounts as of the close of the tax year preceding the year of change If none, state "None." Also, attach a statement providing a breakdown of the amounts entered on lines 1a through 1g

		Amount
a	Income accrued but not received (such as accounts receivable) See Statement II	$ 51,838.00
b	Income received or reported before it was earned (such as advanced payments) Attach a description of the income and the legal basis for the proposed method	
c	Expenses accrued but not paid (such as accounts payable)	
d	Prepaid expenses previously deducted	
e	Supplies on hand previously deducted and/or not previously reported	
f	Inventory on hand previously deducted and/or not previously reported. Complete Schedule D, Part II	
g	Other amounts (specify). Attach a description of the item and the legal basis for its inclusion in the calculation of the section 481(a) adjustment ▶	
h	**Net section 481(a) adjustment** (Combine lines 1a-1g.) Indicate whether the adjustment is an increase (+) or decrease (-) in income Also enter the net amount of this section 481(a) adjustment amount on Part IV, line 25.	$ 51,838.00

2 Is the applicant also requesting the recurring item exception under section 461(h)(3)? ☐ Yes ☒ No

3 Attach copies of the profit and loss statement (Schedule F (Form 1040) for farmers) and the balance sheet, if applicable, as of the close of the tax year preceding the year of change. Also attach a statement specifying the accounting method used when preparing the balance sheet If books of account are not kept, attach a copy of the business schedules submitted with the Federal income tax return or other return (e g , tax-exempt organization returns) for that period. If the amounts in Part I, lines 1a through 1g, do not agree with those shown on both the profit and loss statement and the balance sheet, attach a statement explaining the differences.

Part II Change to the Cash Method For Advance Consent Request (see instructions) N/A

Applicants requesting a change to the cash method must attach the following information:

1 A description of inventory items (items whose production, purchase, or sale is an income-producing factor) and materials and supplies used in carrying out the business

2 An explanation as to whether the applicant is required to use the accrual method under any section of the Code or regulations.

Schedule B - Change to the Deferral Method for Advance Payments (see instructions) N/A

1 If the applicant is requesting to change to the Deferral Method for advance payments described in section 5.02 of Rev. Proc. 2004-34, 2004-1 C.B 991, attach the following information.

a A statement explaining how the advance payments meet the definition in section 4.01 of Rev Proc. 2004-34.

b If the applicant is filing under the automatic change procedures of Rev Proc 2008-52, the information required by section 8 02(3)(a)-(c) of Rev. Proc. 2004-34

c If the applicant is filing under the advance consent provisions of Rev Proc 97-27, the information required by section 8.03(2)(a)-(f) of Rev. Proc. 2004-34

2 If the applicant is requesting to change to the deferral method for advance payments described in Regulations section 1.451-5(b)(1)(ii), attach the following

a A statement explaining how the advance payments meet the definition in Regulations section 1.451-5(a)(1)

b A statement explaining what portions of the advance payments, if any, are attributable to services, whether such services are integral to the provisions of goods or items, and whether any portions of the advance payments that are attributable to non-integral services are less than five percent of the total contract prices See Regulations sections 1.451-5(a)(2)(i) and (3)

c A statement explaining that the advance payments will be included in income no later than when included in gross receipts for purposes of the applicant's financial reports. See Regulations section 1.451-5(b)(1)(ii).

d A statement explaining whether the inventoriable goods exception of Regulations section 1 451-5(c) applies and if so, when substantial advance payments will be received under the contracts, and how the exception will limit the deferral of income.

Schedule C - Changes Within the LIFO Inventory Method (see instructions)

Part I General LIFO Information

Complete this section if the requested change involves changes within the LIFO inventory method. Also, attach a copy of all **Forms 970,** Application To Use LIFO Inventory Method, filed to adopt or expand the use of the LIFO method.

1 Attach a description of the applicant's present and proposed LIFO methods and submethods for each of the following items:
  a Valuing inventory (e.g., unit method or dollar-value method).
  b Pooling (e g , by line or type or class of goods, natural business unit, multiple pools, raw material content, simplified dollar-value method, inventory price index computation (IPIC) pools, vehicle-pool method, etc)
  c Pricing dollar-value pools (e g , double-extension, index, link-chain, link-chain index, IPIC method, etc)
  d Determining the current-year cost of goods in the ending inventory (i.e., most recent acquisitions, earliest acquisitions during the current year, average cost of current-year acquisitions, or other permitted method).

2 If any present method or submethod used by the applicant is not the same as indicated on Form(s) 970 filed to adopt or expand the use of the method, attach an explanation.

3 If the proposed change is not requested for all the LIFO inventory, attach a statement specifying the inventory to which the change is and is not applicable.

4 If the proposed change is not requested for all of the LIFO pools, attach a statement specifying the LIFO pool(s) to which the change is applicable.

5 Attach a statement addressing whether the applicant values any of its LIFO inventory on a method other than cost For example, if the applicant values some of its LIFO inventory at retail and the remainder at cost, identify which inventory items are valued under each method.

6 If changing to the IPIC method, attach a completed Form 970.

Part II Change in Pooling Inventories

1 If the applicant is proposing to change its pooling method or the number of pools, attach a description of the contents of, and state the base year for, each dollar-value pool the applicant presently uses and proposes to use.

2 If the applicant is proposing to use natural business unit (NBU) pools or requesting to change the number of NBU pools, attach the following information (to the extent not already provided) in sufficient detail to show that each proposed NBU was determined under Regulations section 1.472-8(b)(1) and (2)
  a A description of the types of products produced by the applicant. If possible, attach a brochure.
  b A description of the types of processes and raw materials used to produce the products in each proposed pool.
  c If all of the products to be included in the proposed NBU pool(s) are not produced at one facility, state the reasons for the separate facilities, the location of each facility, and a description of the products each facility produces.
  d A description of the natural business divisions adopted by the taxpayer State whether separate cost centers are maintained and if separate profit and loss statements are prepared
  e A statement addressing whether the applicant has inventories of items purchased and held for resale that are not further processed by the applicant, including whether such items, if any, will be included in any proposed NBU pool.
  f A statement addressing whether all items including raw materials, goods-in-process, and finished goods entering into the entire inventory investment for each proposed NBU pool are presently valued under the LIFO method. Describe any items that are not presently valued under the LIFO method that are to be included in each proposed pool.
  g A statement addressing whether, within the proposed NBU pool(s), there are items both sold to unrelated parties and transferred to a different unit of the applicant to be used as a component part of another product prior to final processing.

3 If the applicant is engaged in manufacturing and is proposing to use the multiple pooling method or raw material content pools, attach information to show that each proposed pool will consist of a group of items that are substantially similar. See Regulations section 1 472-8(b)(3).

4 If the applicant is engaged in the wholesaling or retailing of goods and is requesting to change the number of pools used, attach information to show that each of the proposed pools is based on customary business classifications of the applicant's trade or business See Regulations section 1.472-8(c).

Schedule D - Change in the Treatment of Long-Term Contracts Under Section 460, Inventories, or Other Section 263A Assets (see instructions)

Part I Change in Reporting Income From Long-Term Contracts (Also complete Part III on pages 7 and 8.)

1 To the extent not already provided, attach a description of the applicant's present and proposed methods for reporting income and expenses from long-term contracts. Also, attach a representative actual contract (without any deletion) for the requested change. If the applicant is a construction contractor, attach a detailed description of its construction activities

2 a Are the applicant's contracts long-term contracts as defined in section 460(f)(1) (see instructions)? . . . . ☐ Yes ☐ No

b If "Yes," do all the contracts qualify for the exception under section 460(e) (see instructions)? . . . . ☐ Yes ☐ No
If line 2b is "No," attach an explanation.

c If line 2b is "Yes," is the applicant requesting to use the percentage-of-completion method using cost-to-cost under Regulations section 1.460-4(b)? . . . . . . ☐ Yes ☐ No

d If line 2c is "No," is the applicant requesting to use the exempt-contract percentage-of-completion method under Regulations section 1 460-4(c)(2)?. . . . . . ☐ Yes ☐ No
If line 2d is "Yes," attach an explanation of what cost comparison the applicant will use to determine a contract's completion factor
If line 2d is "No," attach an explanation of what method the applicant is using and the authority for its use.

3 a Does the applicant have long-term manufacturing contracts as defined in section 460(f)(2)? . . . . ☐ Yes ☐ No

b If "Yes," attach an explanation of the applicant's present and proposed method(s) of accounting for long-term manufacturing contracts.

c Attach a description of the applicant's manufacturing activities, including any required installation of manufactured goods.

4 To determine a contract's completion factor using the percentage-of-completion method·

a Will the applicant use the cost-to-cost method in Regulations section 1 460-4(b)? . . . . ☐ Yes ☐ No

b If line 4a is "No," is the applicant electing the simplified cost-to-cost method (see section 460(b)(3) and Regulations section 1 460-5(c))? . . . . ☐ Yes ☐ No

5 Attach a statement indicating whether any of the applicant's contracts are either cost-plus long-term contracts or Federal long-term contracts.

Part II Change in Valuing Inventories Including Cost Allocation Changes (Also complete Part III on pages 7 and 8.)

1 Attach a description of the inventory goods being changed.

2 Attach a description of the inventory goods (if any) NOT being changed.

3 a Is the applicant subject to section 263A? If "No," go to line 4a . . . . ☐ Yes ☐ No

b Is the applicant's present inventory valuation method in compliance with section 263A (see instructions)? If "No," attach a detailed explanation . . . . ☐ Yes ☐ No

4 a Check the appropriate boxes below.	Inventory Being Changed		Inventory Not Being Changed
Identification methods	Present method	Proposed method	Present method
Specific identification			
FIFO			
LIFO			
Other (attach explanation)			
Valuation methods:			
Cost			
Cost or market, whichever is lower			
Retail cost			
Retail, lower of cost or market			
Other (attach explanation)			
b Enter the value at the end of the tax year preceding the year of change			

5 If the applicant is changing from the LIFO inventory method to a non-LIFO method, attach the following information (see instructions).

a Copies of Form(s) 970 filed to adopt or expand the use of the method

b **Only for applicants requesting advance consent.** A statement describing whether the applicant is changing to the method required by Regulations section 1 472-6(a) or (b), or whether the applicant is proposing a different method

c **Only for applicants requesting an automatic change.** The statement required by section 22.01(5) of the Appendix of Rev. Proc 2008-52 (or its successor)

JSA
1X9050 1 000

Part III Method of Cost Allocation (Complete this part if the requested change involves either property subject to section 263A or long-term contracts as described in section 460 (see instructions)).

Section A - Allocation and Capitalization Methods

Attach a description (including sample computations) of the present and proposed method(s) the applicant uses to capitalize direct and indirect costs properly allocable to real or tangible personal property produced and property acquired for resale, or to allocate and, where appropriate, capitalize direct and indirect costs properly allocable to long-term contracts. Include a description of the method(s) used for allocating indirect costs to intermediate cost objectives such as departments or activities prior to the allocation of such costs to long-term contracts, real or tangible personal property produced, and property acquired for resale The description must include the following

1 The method of allocating direct and indirect costs (i.e., specific identification, burden rate, standard cost, or other reasonable allocation method).

2 The method of allocating mixed service costs (i.e., direct reallocation, step-allocation, simplified service cost using the labor-based allocation ratio, simplified service cost using the production cost allocation ratio, or other reasonable allocation method)

3 The method of capitalizing additional section 263A costs (i.e., simplified production with or without the historic absorption ratio election, simplified resale with or without the historic absorption ratio election including permissible variations, the U.S. ratio, or other reasonable allocation method).

Section B - Direct and Indirect Costs Required To Be Allocated

Check the appropriate boxes showing the costs that are or will be fully included, to the extent required, in the cost of real or tangible personal property produced or property acquired for resale under section 263A or allocated to long-term contracts under section 460. Mark "N/A" in a box if those costs are not incurred by the applicant. If a box is not checked, it is assumed that those costs are not fully included to the extent required Attach an explanation for boxes that are not checked.

		Present method	Proposed method
1	Direct material		
2	Direct labor		
3	Indirect labor		
4	Officers' compensation (not including selling activities)		
5	Pension and other related costs		
6	Employee benefits		
7	Indirect materials and supplies		
8	Purchasing costs		
9	Handling, processing, assembly, and repackaging costs		
10	Offsite storage and warehousing costs		
11	Depreciation, amortization, and cost recovery allowance for equipment and facilities placed in service and not temporarily idle		
12	Depletion		
13	Rent		
14	Taxes other than state, local, and foreign income taxes		
15	Insurance		
16	Utilities		
17	Maintenance and repairs that relate to a production, resale, or long-term contract activity		
18	Engineering and design costs (not including section 174 research and experimental expenses)		
19	Rework labor, scrap, and spoilage		
20	Tools and equipment		
21	Quality control and inspection		
22	Bidding expenses incurred in the solicitation of contracts awarded to the applicant		
23	Licensing and franchise costs		
24	Capitalizable service costs (including mixed service costs)		
25	Administrative costs (not including any costs of selling or any return on capital)		
26	Research and experimental expenses attributable to long-term contracts		
27	Interest		
28	Other costs (Attach a list of these costs.)		

Part III Method of Cost Allocation (see instructions) (continued)

Section C - Other Costs Not Required To Be Allocated (Complete Section C only if the applicant is requesting to change its method for these costs)

		Present method	Proposed method
1	Marketing, selling, advertising, and distribution expenses		
2	Research and experimental expenses not included in Section B, line 26		
3	Bidding expenses not included in Section B, line 22		
4	General and administrative costs not included in Section B		
5	Income taxes		
6	Cost of strikes		
7	Warranty and product liability costs		
8	Section 179 costs		
9	On-site storage		
10	Depreciation, amortization, and cost recovery allowance not included in Section B, line 11		
11	Other costs (Attach a list of these costs)		

Schedule E - Change in Depreciation or Amortization (see instructions)

Applicants requesting approval to change their method of accounting for depreciation or amortization complete this section Applicants *must* provide this information for each item or class of property for which a change is requested

Note. *See the* ***List of Automatic Accounting Method Changes*** *in the instructions for information regarding automatic changes under sections 56, 167, 168, 197, 1400I, 1400L, or former section 168.* ***Do not*** *file Form 3115 with respect to certain late elections and election revocations (see instructions).*

1 Is depreciation for the property determined under Regulations section 1.167(a)-11 (CLADR)? ☐ Yes ☐ No
If "Yes," the only changes permitted are under Regulations section 1 167(a)-11(c)(1)(iii)

2 Is any of the depreciation or amortization required to be capitalized under any Code section (e g., section 263A)? ☐ Yes ☐ No
If "Yes," enter the applicable section ▶

3 Has a depreciation, amortization, or expense election been made for the property (e g , the election under sections 168(f)(1), 179, or 179C)? ☐ Yes ☐ No
If "Yes," state the election made ▶

4a To the extent not already provided, attach a statement describing the property being changed. Include in the description the type of property, the year the property was placed in service, and the property's use in the applicant's trade or business or income-producing activity.

b If the property is residential rental property, did the applicant live in the property before renting it? ☐ Yes ☐ No

c Is the property public utility property? ☐ Yes ☐ No

5 To the extent not already provided in the applicant's description of its present method, attach a statement explaining how the property is treated under the applicant's present method (e g , depreciable property, inventory property, supplies under Regulations section 1.162-3, nondepreciable section 263(a) property, property deductible as a current expense, etc)

6 If the property is not currently treated as depreciable or amortizable property, attach a statement of the facts supporting the proposed change to depreciate or amortize the property.

7 If the property is currently treated and/or will be treated as depreciable or amortizable property, provide the following information for both the present (if applicable) and proposed methods

a The Code section under which the property is or will be depreciated or amortized (e g , section 168(g))

b The applicable asset class from Rev. Proc. 87-56, 1987-2 C.B. 674, for each asset depreciated under section 168 (MACRS) or under section 1400L; the applicable asset class from Rev. Proc. 83-35, 1983-1 C.B. 745, for each asset depreciated under former section 168 (ACRS); an explanation why no asset class is identified for each asset for which an asset class has not been identified by the applicant.

c The facts to support the asset class for the proposed method

d The depreciation or amortization method of the property, including the applicable Code section (e.g , 200% declining balance method under section 168(b)(1)).

e The useful life, recovery period, or amortization period of the property.

f The applicable convention of the property

g A statement of whether or not the additional first-year special depreciation allowance (for example, as provided by section 168(k), 168(l), 168(m), 168(n), 1400L(b), or 1400N(d)) was or will be claimed for the property. If not, also provide an explanation as to why no special depreciation allowance was or will be claimed.

Attachment to Form 3115

The Joseph R. McMicking Foundation
94-6058305
Tax Year Ended December 31, 2011

Statement I – Schedule A Attachment

The cash method of accounting was used when preparing the balance sheet for the period ending December 31, 2010.

Statement II – Schedule A, Part I, Line 1, Detail

Income accrued but not received at December 31, 2010: Interest receivable from corporate and municipal bonds	$51,838

Statement III – Information Required by Rev. Proc. 2011-14, Sec. 5.01

The Joseph R. McMicking Foundation hereby agrees to all of the conditions of Rev. Proc. 2011-14, including the requirement to take the Section 481(a) adjustment into account over the four-year period beginning with 2011, as required by Section 5.04 of that revenue procedure.

The Joseph R. McMicking Foundation

Statement of Cash Receipts and Disbursements and Change in Net Assets - Modified Cash Basis
(See Independent Accountant's Report)

For the Year ended December 31, 2010 and the Fourteen Month Period Ended December 31, 2009

	2010	2009
Net Investment Receipts		
Cash receipts:		
Interest	$ 210,174	$ 202,399
Dividends	200,737	218,245
Net realized gain (loss) on investments	892,705	(1,375,900)
Other income	4,061	2,436
	1,307,677	(952,820)
Cash disbursements and other expenses:		
Investment manager fees	78,783	63,233
Custodial fees	55	2,372
Advisor fees	22,000	26,000
Excise taxes	-	10,287
	100,838	101,892
Net investment receipts (disbursements)	1,206,839	(1,028,712)
Other Disbursements and Expenses		
Grants	483,775	456,000
Administrative expenses:		
Salary	41,000	33,835
Rent	16,424	16,218
Accounting and consulting	22,247	13,500
Payroll taxes	5,406	2,659
Employee pension plan		7,376
Insurance	8,031	9,088
Other	9,365	12,879
Other disbursements and expenses	586,248	551,555
Change in Net Assets	620,591	(1,606,267)
Unrestricted Net Assets - Beginning of year	10,514,733	12,121,000
Unrestricted Net Assets - End of year	$ 11,135,324	$ 10,514,733

The accompanying notes are an integral part of this statement.