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

OMB No 1545 0052

**2011**Department of the Treasury  
Internal Revenue Service

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

**For calendar year 2011, or tax year beginning****, 2011, and ending**van Loben Sels/RembeRock Foundation  
131 Steuart Street #301  
San Francisco, CA 94105**A** Employer identification number  
94-6109309**B** Telephone number (see the instructions)  
415-512-0577**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, column (c), line 16)  
\$ 25,865,575.  
**J** Accounting method ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis)**Part I Analysis of Revenue and****Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

|                                                                                | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--------------------------------------------------------------------------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| <b>1</b> Contributions, gifts, grants, etc. received (att sch)                 | 769,244.                           |                           |                         |                                                             |
| <b>2</b> <input type="checkbox"/> if the foundn is not req to att Sch B        |                                    |                           |                         |                                                             |
| <b>3</b> Interest on savings and temporary cash investments                    | 405.                               | 405.                      | N/A                     |                                                             |
| <b>4</b> Dividends and interest from securities                                | 499,103.                           | 499,103.                  |                         |                                                             |
| <b>5a</b> Gross rents                                                          |                                    |                           |                         |                                                             |
| <b>b</b> Net rental income or (loss)                                           |                                    |                           |                         |                                                             |
| <b>6a</b> Net gain/(loss) from sale of assets not on line 10                   | -73,189.                           |                           |                         |                                                             |
| <b>b</b> Gross sales less all assets on line 6a                                | RECEIVED, 417,587.                 |                           |                         |                                                             |
| <b>7</b> Capital gain net income (from Part IV, line 2)                        |                                    | 0.                        |                         |                                                             |
| <b>8</b> Net short-term capital gain                                           |                                    |                           |                         |                                                             |
| <b>9</b> Income modifications                                                  |                                    |                           |                         |                                                             |
| <b>10a</b> Gross sales less returns and allowances                             |                                    |                           |                         |                                                             |
| <b>b</b> Less Cost of goods sold                                               |                                    |                           |                         |                                                             |
| <b>c</b> Gross profit/(loss) (att sch)                                         |                                    |                           |                         |                                                             |
| <b>11</b> Other income (attach schedule)                                       | See Statement 1                    | 795.                      | 795.                    |                                                             |
| <b>12</b> Total. Add lines 1 through 11                                        | * 1,196,358.                       | 500,303.                  |                         |                                                             |
| <b>13</b> Compensation of officers, directors, trustees, etc                   | 110,531.                           |                           |                         | 110,531.                                                    |
| <b>14</b> Other employee salaries and wages                                    | 84,655.                            | 4,233.                    |                         | 80,422.                                                     |
| <b>15</b> Pension plans, employee benefits                                     | 21,466.                            | 1,073.                    |                         | 20,393.                                                     |
| <b>16a</b> Legal fees (attach schedule)                                        |                                    |                           |                         |                                                             |
| <b>b</b> Accounting fees (attach sch)                                          | See St 2                           | 21,760.                   | 10,880.                 | 10,880.                                                     |
| <b>c</b> Other prof fees (attach sch)                                          | See St 3                           | 95,409.                   | 95,409.                 |                                                             |
| <b>17</b> Interest                                                             |                                    |                           |                         |                                                             |
| <b>18</b> Taxes (attach schedule)(see instrs)                                  |                                    |                           |                         |                                                             |
| <b>19</b> Depreciation (attach sch) and depletion                              |                                    |                           |                         |                                                             |
| <b>20</b> Occupancy                                                            | 44,808.                            |                           |                         | 44,808.                                                     |
| <b>21</b> Travel, conferences, and meetings                                    | 1,280.                             |                           |                         | 1,280.                                                      |
| <b>22</b> Printing and publications                                            |                                    |                           |                         |                                                             |
| <b>23</b> Other expenses (attach schedule)                                     | See Statement 4                    | 52,650.                   | 6,967.                  | 45,683.                                                     |
| <b>24</b> Total operating and administrative expenses. Add lines 13 through 23 | 432,559.                           | 118,562.                  |                         | 313,997.                                                    |
| <b>25</b> Contributions, gifts, grants paid Part XV                            | 1,813,500.                         |                           |                         | 1,813,500.                                                  |
| <b>26</b> Total expenses and disbursements. Add lines 24 and 25                | * 2,246,059.                       | 118,562.                  |                         | 2,127,497.                                                  |
| <b>27</b> Subtract line 26 from line 12:                                       |                                    |                           |                         |                                                             |
| <b>a</b> Excess of revenue over expenses and disbursements                     | -1,049,701.                        |                           |                         |                                                             |
| <b>b</b> Net investment income (if negative, enter 0)                          |                                    | 381,741.                  |                         |                                                             |
| <b>c</b> Adjusted net income (if negative, enter 0-)                           |                                    |                           |                         |                                                             |

BAA For Paperwork Reduction Act Notice, see instructions.

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\*See Statement 13

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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

|                                                                                                                                              |                                                                                                                                               | Beginning of year<br>(a) Book Value | End of year<br>(b) Book Value | (c) Fair Market Value |
|----------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|-------------------------------|-----------------------|
| <b>A<br/>S<br/>S<br/>E<br/>T<br/>S</b>                                                                                                       | 1 Cash — non-interest-bearing                                                                                                                 | 49,418.                             | 74,678.                       | 74,678.               |
|                                                                                                                                              | 2 Savings and temporary cash investments                                                                                                      | 138,007.                            | 130,019.                      | 130,019.              |
|                                                                                                                                              | 3 Accounts receivable                                                                                                                         |                                     |                               |                       |
|                                                                                                                                              | Less: allowance for doubtful accounts                                                                                                         |                                     |                               |                       |
|                                                                                                                                              | 4 Pledges receivable                                                                                                                          |                                     |                               |                       |
|                                                                                                                                              | Less: allowance for doubtful accounts                                                                                                         |                                     |                               |                       |
|                                                                                                                                              | 5 Grants receivable                                                                                                                           |                                     |                               |                       |
|                                                                                                                                              | 6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)                     |                                     |                               |                       |
|                                                                                                                                              | 7 Other notes and loans receivable (attach sch.)                                                                                              |                                     |                               |                       |
|                                                                                                                                              | Less: allowance for doubtful accounts                                                                                                         |                                     |                               |                       |
|                                                                                                                                              | 8 Inventories for sale or use                                                                                                                 |                                     |                               |                       |
|                                                                                                                                              | 9 Prepaid expenses and deferred charges                                                                                                       |                                     |                               |                       |
|                                                                                                                                              | 10a Investments — U.S. and state government obligations (attach schedule) Statement 5                                                         | 3,199,450.                          | 1,899,884.                    | 1,899,944.            |
|                                                                                                                                              | b Investments — corporate stock (attach schedule) Statement 6                                                                                 | 238,248.                            | 5.                            |                       |
|                                                                                                                                              | c Investments — corporate bonds (attach schedule) Statement 7                                                                                 | 1.                                  | 1.                            |                       |
|                                                                                                                                              | 11 Investments — land, buildings, and equipment, basis                                                                                        |                                     |                               |                       |
| Less: accumulated depreciation (attach schedule)                                                                                             |                                                                                                                                               |                                     |                               |                       |
| 12 Investments — mortgage loans                                                                                                              |                                                                                                                                               |                                     |                               |                       |
| 13 Investments — other (attach schedule) Statement 8                                                                                         | 23,572,051.                                                                                                                                   | 24,042,887.                         | 23,760,934.                   |                       |
| 14 Land, buildings, and equipment, basis                                                                                                     | 34,013.                                                                                                                                       |                                     |                               |                       |
| Less: accumulated depreciation (attach schedule) See Stmt 9                                                                                  | 34,013.                                                                                                                                       |                                     |                               |                       |
| 15 Other assets (describe )                                                                                                                  |                                                                                                                                               |                                     |                               |                       |
| 16 <b>Total assets</b> (to be completed by all filers — see the instructions. Also, see page 1, item I)                                      | 27,197,175.                                                                                                                                   | 26,147,474.                         | 25,865,575.                   |                       |
| <b>L<br/>I<br/>A<br/>B<br/>I<br/>L<br/>I<br/>T<br/>I<br/>E<br/>S</b>                                                                         | 17 Accounts payable and accrued expenses                                                                                                      |                                     |                               |                       |
|                                                                                                                                              | 18 Grants payable                                                                                                                             |                                     |                               |                       |
|                                                                                                                                              | 19 Deferred revenue                                                                                                                           |                                     |                               |                       |
|                                                                                                                                              | 20 Loans from officers, directors, trustees, & other disqualified persons                                                                     |                                     |                               |                       |
|                                                                                                                                              | 21 Mortgages and other notes payable (attach schedule)                                                                                        |                                     |                               |                       |
|                                                                                                                                              | 22 Other liabilities (describe )                                                                                                              |                                     |                               |                       |
|                                                                                                                                              | 23 <b>Total liabilities</b> (add lines 17 through 22)                                                                                         | 0.                                  | 0.                            |                       |
| <b>N<br/>E<br/>T<br/>A<br/>S<br/>S<br/>E<br/>T<br/>S<br/>O<br/>R<br/>F<br/>U<br/>N<br/>D<br/>B<br/>A<br/>L<br/>A<br/>N<br/>C<br/>E<br/>S</b> | <b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> <input checked="" type="checkbox"/> |                                     |                               |                       |
|                                                                                                                                              | 24 Unrestricted                                                                                                                               | 27,197,175.                         | 26,147,474.                   |                       |
|                                                                                                                                              | 25 Temporarily restricted                                                                                                                     |                                     |                               |                       |
|                                                                                                                                              | 26 Permanently restricted                                                                                                                     |                                     |                               |                       |
|                                                                                                                                              | <b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input type="checkbox"/>                         |                                     |                               |                       |
|                                                                                                                                              | 27 Capital stock, trust principal, or current funds                                                                                           |                                     |                               |                       |
|                                                                                                                                              | 28 Paid-in or capital surplus, or land, building, and equipment fund                                                                          |                                     |                               |                       |
|                                                                                                                                              | 29 Retained earnings, accumulated income, endowment, or other funds                                                                           |                                     |                               |                       |
|                                                                                                                                              | 30 <b>Total net assets or fund balances</b> (see instructions)                                                                                | 27,197,175.                         | 26,147,474.                   |                       |
|                                                                                                                                              | 31 <b>Total liabilities and net assets/fund balances</b> (see instructions)                                                                   | 27,197,175.                         | 26,147,474.                   |                       |

**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 | 27,197,175. |
| 2 Enter amount from Part I, line 27a                                                                                                                         | 2 | -1,049,701. |
| 3 Other increases not included in line 2 (itemize)                                                                                                           | 3 |             |
| 4 Add lines 1, 2, and 3                                                                                                                                      | 4 | 26,147,474. |
| 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 | 26,147,474. |

**Part IV Capital Gains and Losses for Tax on Investment Income**

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company) |  | (b) How acquired<br>P — Purchase<br>D — Donation | (c) Date acquired<br>(month, day, year) | (d) Date sold<br>(month, day, year) |
|------------------------------------------------------------------------------------------------------------------------------------------|--|--------------------------------------------------|-----------------------------------------|-------------------------------------|
| <b>1a Sale of Publicly Traded Securities</b>                                                                                             |  | P                                                | Various                                 | Various                             |
| b 1 sh Cambric                                                                                                                           |  | P                                                | 3/06/97                                 | 6/06/11                             |
| c 182,827 shs Mekong Leisure                                                                                                             |  | P                                                | 4/23/97                                 | 8/17/11                             |
| d                                                                                                                                        |  |                                                  |                                         |                                     |
| e                                                                                                                                        |  |                                                  |                                         |                                     |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a 20,295,768.         |                                            | 20,252,534.                                     | 43,234.                                      |
| b 3,540.              |                                            | 112,959.                                        | -109,419.                                    |
| c 118,279.            |                                            | 125,283.                                        | -7,004.                                      |
| d                     |                                            |                                                 |                                              |
| e                     |                                            |                                                 |                                              |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                      |                                                     | (i) Gains (Column (h)<br>gain minus column (k), but not less<br>than -0-) or Losses (from column (h)) |
|---------------------------------------------------------------------------------------------|--------------------------------------|-----------------------------------------------------|-------------------------------------------------------------------------------------------------------|
| (i) Fair Market Value<br>as of 12/31/69                                                     | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of column (i)<br>over column (j), if any |                                                                                                       |
| a                                                                                           |                                      |                                                     | 43,234.                                                                                               |
| b                                                                                           |                                      |                                                     | -109,419.                                                                                             |
| c                                                                                           |                                      |                                                     | -7,004.                                                                                               |
| d                                                                                           |                                      |                                                     |                                                                                                       |
| e                                                                                           |                                      |                                                     |                                                                                                       |

|                                                                                 |                                                                                                                                                                                                           |  |   |          |
|---------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|---|----------|
| 2 Capital gain net income or (net capital loss).                                | <div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 7<br/>           If (loss), enter -0- in Part I, line 7         </div>                                 |  | 2 | -73,189. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). | <div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0-<br/>           in Part I, line 8         </div> |  | 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)<br>Base period years<br>Calendar year (or tax year<br>beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of<br>noncharitable-use assets | (d)<br>Distribution ratio<br>(column (b) divided by column (c)) |
|-------------------------------------------------------------------------|------------------------------------------|-------------------------------------------------|-----------------------------------------------------------------|
| 2010                                                                    | 2,456,338.                               | 26,565,264.                                     | 0.092464                                                        |
| 2009                                                                    | 2,763,186.                               | 26,251,852.                                     | 0.105257                                                        |
| 2008                                                                    | 3,922,957.                               | 33,938,580.                                     | 0.115590                                                        |
| 2007                                                                    | 3,249,534.                               | 39,810,472.                                     | 0.081625                                                        |
| 2006                                                                    | 2,941,056.                               | 39,556,060.                                     | 0.074352                                                        |

|                                                                                                                                                                                |   |             |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|-------------|
| 2 Total of line 1, column (d)                                                                                                                                                  | 2 | 0.469288    |
| 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 | 0.093858    |
| 4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5                                                                                                 | 4 | 21,906,170. |
| 5 Multiply line 4 by line 3                                                                                                                                                    | 5 | 2,056,069.  |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                   | 6 | 3,817.      |
| 7 Add lines 5 and 6                                                                                                                                                            | 7 | 2,059,886.  |
| 8 Enter qualifying distributions from Part XII, line 4                                                                                                                         | 8 | 2,127,497.  |

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)**

|                                                                                                                                                                                                                                   |    |         |        |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|---------|--------|
| 1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1<br>Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs) |    |         |        |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b                                                                      |    | 1       | 3,817. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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       | 3,817. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                     |    | 4       | 0.     |
| 5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-                                                                                                                                  |    | 5       | 3,817. |
| 6 Credits/Payments                                                                                                                                                                                                                |    |         |        |
| a 2011 estimated tax pmts and 2010 overpayment credited to 2011                                                                                                                                                                   | 6a | 34,017. |        |
| 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  | 34,017. |        |
| 8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached                                                                                             | 8  |         |        |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>                                                                                                                                            | 9  | 0.      |        |
| 10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>                                                                                                                        | 10 | 30,200. |        |
| 11 Enter the amount of line 10 to be <b>Credited to 2012 estimated tax</b> <input type="checkbox"/> 30,200.   <b>Refunded</b> <input type="checkbox"/>                                                                            | 11 | 0.      |        |

**Part VII-A Statements Regarding Activities**

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

BAA

Form 990-PF (2011)

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

|    |                                                                                                                                                                                                                                                                                                                                |     |   |   |
|----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|---|---|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)                                                                                                                                        | 11  |   | X |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)                                                                                                                                       | 12  |   | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?<br>Website address <u>www.vlsrr.org</u>                                                                                                                                                                    | 13  | X |   |
| 14 | The books are in care of <u>Mel Varrelman</u> Telephone no <u>415-512-0500</u><br>Located at <u>131 Steuart St, Ste 301 San Francisco CA</u> ZIP + 4 <u>94105</u>                                                                                                                                                              |     |   |   |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here<br>and enter the amount of tax-exempt interest received or accrued during the year                                                                                                                                         | N/A |   |   |
| 16 | At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?<br>See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country | 16  |   | X |

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

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

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Yes                                                                 | No  |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|-----|
| 1a During the year did the foundation (either directly or indirectly)                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                     |     |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                           | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                       | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |     |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                             | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |     |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?                                                                                                                                                                                                                                                                                                                                                    | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |
| (6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)                                                                                                                                                                                                                                                  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |
| b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?<br>Organizations relying on a current notice regarding disaster assistance check here                                                                                                                                                                                     |                                                                     | X   |
| 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?                                                                                                                                                                                                                                                                                                        |                                                                     | 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?<br>If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>                                                                                                                                                                                                                                                            | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |
| b Are there any years listed in 2a for which the foundation is <b>not</b> 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 |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here<br>► <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>                                                                                                                                                                                                                                                                                                                     |                                                                     |     |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?                                                                                                                                                                                                                                                                                                                                                                    | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |
| b If 'Yes,' did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011) |                                                                     | N/A |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                               |                                                                     | 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?                                                                                                                                                                                                                                                              |                                                                     | X   |

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Form 990-PF (2011)

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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 N/A

Organizations relying on a current notice regarding disaster assistance check here

☐

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

N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation (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 |
|----------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| See Statement 11     |                                                           | 110,531.                                  | 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 |
|-----------------------------------------------------------------|-----------------------------------------------------------|------------------|-----------------------------------------------------------------------|---------------------------------------|
| Gail Schuster<br>131 Steuart St #301<br>San Francisco, CA 94105 | Program Admin<br>40                                       | 84,655.          | 21,467.                                                               | 0.                                    |
|                                                                 |                                                           |                  |                                                                       |                                       |
|                                                                 |                                                           |                  |                                                                       |                                       |
|                                                                 |                                                           |                  |                                                                       |                                       |
|                                                                 |                                                           |                  |                                                                       |                                       |

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

0

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'**

| (a) Name and address of each person paid more than \$50,000                             | (b) Type of service | (c) Compensation |
|-----------------------------------------------------------------------------------------|---------------------|------------------|
| Hall Capital Partners LLC<br>One Maritime Plaza, Fifth Floor<br>San Francisco, CA 94111 | Investment Mgmt     | 85,979.          |
|                                                                                         |                     |                  |
|                                                                                         |                     |                  |
|                                                                                         |                     |                  |
|                                                                                         |                     |                  |
|                                                                                         |                     |                  |
| <b>Total</b> number of others receiving over \$50,000 for professional services         |                     | 0                |

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

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

|       | Expenses |
|-------|----------|
| 1 N/A |          |
| 2     |          |
| 3     |          |
| 4     |          |

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

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

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Form 990-PF (2011)

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

|                                                                                                              |    |             |
|--------------------------------------------------------------------------------------------------------------|----|-------------|
| 1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes |    |             |
| a Average monthly fair market value of securities                                                            | 1a | 21,887,866. |
| b Average of monthly cash balances                                                                           | 1b | 351,900.    |
| c Fair market value of all other assets (see instructions)                                                   | 1c |             |
| d Total (add lines 1a, b, and c)                                                                             | 1d | 22,239,766. |
| 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  | 22,239,766. |
| 4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)   | 4  | 333,596.    |
| 5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4        | 5  | 21,906,170. |
| 6 Minimum investment return. Enter 5% of line 5                                                              | 6  | 1,095,309.  |

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

|                                                                                                    |    |        |            |
|----------------------------------------------------------------------------------------------------|----|--------|------------|
| 1 Minimum investment return from Part X, line 6                                                    |    | 1      | 1,095,309. |
| 2a Tax on investment income for 2011 from Part VI, line 5                                          | 2a | 3,817. |            |
| b Income tax for 2011. (This does not include the tax from Part VI.)                               | 2b |        |            |
| c Add lines 2a and 2b                                                                              |    | 2c     | 3,817.     |
| 3 Distributable amount before adjustments Subtract line 2c from line 1                             |    | 3      | 1,091,492. |
| 4 Recoveries of amounts treated as qualifying distributions                                        |    | 4      |            |
| 5 Add lines 3 and 4                                                                                |    | 5      | 1,091,492. |
| 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      | 1,091,492. |

**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 | 2,127,497. |
| 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  | 2,127,497. |
| 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  | 3,817.     |
| 6 Adjusted qualifying distributions. Subtract line 5 from line 4                                                                                       | 6  | 2,123,680. |

**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.

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Form 990-PF (2011)

**Part XIII Undistributed Income** (see instructions)

|                                                                                                                                                                            | (a)<br>Corpus | (b)<br>Years prior to 2010 | (c)<br>2010 | (d)<br>2011 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2011 from Part XI, line 7                                                                                                                       |               |                            |             | 1,091,492.  |
| 2 Undistributed income, if any, as of the end of 2011:                                                                                                                     |               |                            |             |             |
| a Enter amount for 2010 only                                                                                                                                               |               |                            | 0.          |             |
| b Total for prior years. 20__, 20__, 20__                                                                                                                                  |               | 0.                         |             |             |
| 3 Excess distributions carryover, if any, to 2011:                                                                                                                         |               |                            |             |             |
| a From 2006 1,029,323.                                                                                                                                                     |               |                            |             |             |
| b From 2007 1,311,018.                                                                                                                                                     |               |                            |             |             |
| c From 2008 2,239,084.                                                                                                                                                     |               |                            |             |             |
| d From 2009 1,458,590.                                                                                                                                                     |               |                            |             |             |
| e From 2010 1,150,159.                                                                                                                                                     |               |                            |             |             |
| f Total of lines 3a through e                                                                                                                                              | 7,188,174.    |                            |             |             |
| 4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 2,127,497.                                                                                                  |               |                            |             |             |
| a Applied to 2010, but not more than line 2a                                                                                                                               |               |                            | 0.          |             |
| b Applied to undistributed income of prior years (Election required — see instructions)                                                                                    |               | 0.                         |             |             |
| c Treated as distributions out of corpus (Election required — see instructions)                                                                                            | 0.            |                            |             |             |
| d Applied to 2011 distributable amount                                                                                                                                     |               |                            |             | 1,091,492.  |
| e Remaining amount distributed out of corpus                                                                                                                               | 1,036,005.    |                            |             |             |
| 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                                                                                                                          | 8,224,179.    |                            |             |             |
| b Prior years' undistributed income Subtract line 4b from line 2b                                                                                                          |               | 0.                         |             |             |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed |               | 0.                         |             |             |
| d Subtract line 6c from line 6b. Taxable amount — see instructions                                                                                                         |               | 0.                         |             |             |
| e Undistributed income for 2010. Subtract line 4a from line 2a Taxable amount — see instructions                                                                           |               |                            | 0.          |             |
| f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012                                                              |               |                            |             | 0.          |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)                                  | 0.            |                            |             |             |
| 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)                                                                              | 1,029,323.    |                            |             |             |
| 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a                                                                                              | 7,194,856.    |                            |             |             |
| 10 Analysis of line 9                                                                                                                                                      |               |                            |             |             |
| a Excess from 2007 1,311,018.                                                                                                                                              |               |                            |             |             |
| b Excess from 2008 2,239,084.                                                                                                                                              |               |                            |             |             |
| c Excess from 2009 1,458,590.                                                                                                                                              |               |                            |             |             |
| d Excess from 2010 1,150,159.                                                                                                                                              |               |                            |             |             |
| e Excess from 2011 1,036,005.                                                                                                                                              |               |                            |             |             |

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

**Part XV Supplementary Information** (Complete this part only if the organization had \$5,000 or more in assets at any time during the year — see instructions.)**1 Information Regarding Foundation Managers:**

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

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.

See Statement 12

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

See Statement for Line 2a

c Any submission deadlines.

See Statement for Line 2a

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

See Statement for Line 2a

**Part XV** **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient<br>Name and address (home or business)  | If recipient is an individual,<br>show any relationship to<br>any foundation manager or<br>substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount     |
|---------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|------------|
| <b>a</b> Paid during the year<br>See Statement 15 | N/A                                                                                                                | 509 (a)<br>(1)                       | Various                             | 1,813,500. |
| <b>Total</b>                                      |                                                                                                                    |                                      | <b>3a</b>                           | 1,813,500. |
| <b>b</b> Approved for future payment              |                                                                                                                    |                                      |                                     |            |
| <b>Total</b>                                      |                                                                                                                    |                                      | <b>3b</b>                           |            |

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

| Enter gross amounts unless otherwise indicated.            | Unrelated business income |               | Excluded by section 512, 513, or 514 |               | (e)<br>Related or exempt<br>function income<br>(See instructions) |
|------------------------------------------------------------|---------------------------|---------------|--------------------------------------|---------------|-------------------------------------------------------------------|
|                                                            | (a)<br>Business<br>code   | (b)<br>Amount | (c)<br>Exclu-<br>sion<br>code        | (d)<br>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                                   | 405.          |                                                                   |
| 4 Dividends and interest from securities                   |                           |               | 14                                   | 499,103.      |                                                                   |
| 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                                   | -73,189.      |                                                                   |
| 9 Net income or (loss) from special events                 |                           |               |                                      |               |                                                                   |
| 10 Gross profit or (loss) from sales of inventory          |                           |               |                                      |               |                                                                   |
| 11 Other revenue:                                          |                           |               |                                      |               |                                                                   |
| a Other Investment Revenue                                 |                           |               | 14                                   | 795.          |                                                                   |
| b                                                          |                           |               |                                      |               |                                                                   |
| c                                                          |                           |               |                                      |               |                                                                   |
| d                                                          |                           |               |                                      |               |                                                                   |
| e                                                          |                           |               |                                      |               |                                                                   |
| 12 Subtotal. Add columns (b), (d), and (e)                 |                           |               |                                      | 427,114.      |                                                                   |
| 13 Total. Add line 12, columns (b), (d), and (e)           |                           |               |                                      | 13            | 427,114.                                                          |

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]



**Schedule B**  
**(Form 990, 990-EZ,**  
**or 990-PF)**

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

► **Attach to Form 990, Form 990-EZ, or Form 990-PF**

OMB No 1545 0047

**2011**

Name of the organization

van Loben Sels/RembeRock Foundation

Employer identification number

94-6109309

**Organization type** (check one).

**Filers of:**

Form 990 or 990-EZ

**Section:**

- ☐ 501(c)( ) (enter number) organization  
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation  
☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation  
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation  
☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year ► \$ \_\_\_\_\_

**Caution:** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

**BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.**

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

van Loben Sels/RembeRock Foundation

94-6109309

**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

| (a)<br>Number | (b)<br>Name, address, and ZIP + 4                                         | (c)<br>Total<br>contributions | (d)<br>Type of contribution                                                                                                                                                         |
|---------------|---------------------------------------------------------------------------|-------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1             | Hogan Unitrust CRUT<br>131 Steuart Street #301<br>San Francisco, CA 94105 | \$ 769,244.                   | Person <input checked="checked" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.) |
|               |                                                                           | \$                            | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)                   |
|               |                                                                           | \$                            | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)                   |
|               |                                                                           | \$                            | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)                   |
|               |                                                                           | \$                            | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)                   |
|               |                                                                           | \$                            | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)                   |
|               |                                                                           | \$                            | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)                   |

Name of organization

Employer identification number

van Loben Sels/RembeRock Foundation

94-6109309

**Part II** **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed

| (a)<br>No. from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
|---------------------------|----------------------------------------------|------------------------------------------------|----------------------|
|                           | N/A                                          |                                                |                      |
|                           |                                              |                                                |                      |
|                           |                                              |                                                |                      |
|                           |                                              | \$                                             |                      |
|                           |                                              |                                                |                      |
|                           |                                              |                                                |                      |
|                           |                                              |                                                |                      |
|                           |                                              | \$                                             |                      |
|                           |                                              |                                                |                      |
|                           |                                              |                                                |                      |
|                           |                                              |                                                |                      |
|                           |                                              | \$                                             |                      |
|                           |                                              |                                                |                      |
|                           |                                              |                                                |                      |
|                           |                                              |                                                |                      |
|                           |                                              | \$                                             |                      |
|                           |                                              |                                                |                      |
|                           |                                              |                                                |                      |
|                           |                                              |                                                |                      |
|                           |                                              | \$                                             |                      |
|                           |                                              |                                                |                      |
|                           |                                              |                                                |                      |
|                           |                                              |                                                |                      |
|                           |                                              | \$                                             |                      |
|                           |                                              |                                                |                      |
|                           |                                              |                                                |                      |
|                           |                                              |                                                |                      |
|                           |                                              | \$                                             |                      |
|                           |                                              |                                                |                      |
|                           |                                              |                                                |                      |
|                           |                                              |                                                |                      |
|                           |                                              | \$                                             |                      |
|                           |                                              |                                                |                      |

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

van Loben Sels/RembeRock Foundation

Employer identification number

94-6109309

**Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.** Complete cols (a) through (e) and the following line entry.

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year (Enter this information once See instructions )

Use duplicate copies of Part III if additional space is needed

► \$ N/A

| (a)<br>No. from<br>Part I | (b)<br>Purpose of gift                  | (c)<br>Use of gift | (d)<br>Description of how gift is held   |
|---------------------------|-----------------------------------------|--------------------|------------------------------------------|
|                           | N/A                                     |                    |                                          |
|                           |                                         |                    |                                          |
|                           |                                         |                    |                                          |
|                           |                                         |                    |                                          |
|                           | (e)<br>Transfer of gift                 |                    |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                    | Relationship of transferor to transferee |
|                           |                                         |                    |                                          |
|                           |                                         |                    |                                          |
|                           |                                         |                    |                                          |
|                           | (e)<br>Transfer of gift                 |                    |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                    | Relationship of transferor to transferee |
|                           |                                         |                    |                                          |
|                           |                                         |                    |                                          |
|                           |                                         |                    |                                          |
|                           | (e)<br>Transfer of gift                 |                    |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                    | Relationship of transferor to transferee |
|                           |                                         |                    |                                          |
|                           |                                         |                    |                                          |
|                           |                                         |                    |                                          |
|                           | (e)<br>Transfer of gift                 |                    |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                    | Relationship of transferor to transferee |
|                           |                                         |                    |                                          |
|                           |                                         |                    |                                          |
|                           |                                         |                    |                                          |
|                           | (e)<br>Transfer of gift                 |                    |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                    | Relationship of transferor to transferee |
|                           |                                         |                    |                                          |
|                           |                                         |                    |                                          |
|                           |                                         |                    |                                          |

**Application for Extension of Time To File an  
Exempt Organization Return**

OMB No. 1545-1709

Department of the Treasury  
Internal Revenue Service► **File a separate application for each return.**

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

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

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

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ☐*All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns.***Enter filer's identifying number, see instructions**

|                                                                                            |                                                                                         |                                                       |
|--------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------|-------------------------------------------------------|
| <b>Type or print</b><br><br>File by the due date for filing your return. See instructions. | Name of exempt organization or other filer, see instructions                            | Employer identification number (EIN) or               |
|                                                                                            | <b>van Loben Sels/RembeRock Foundation</b>                                              | <input checked="" type="checkbox"/> <b>94-6109309</b> |
|                                                                                            | Number, street, and room or suite number. If a P.O. box, see instructions               | Social security number (SSN)                          |
|                                                                                            | <b>131 Steuart Street #301</b>                                                          | <input type="checkbox"/>                              |
|                                                                                            | City, town or post office, state, and ZIP code. For a foreign address, see instructions |                                                       |
|                                                                                            | <b>San Francisco, CA 94105</b>                                                          |                                                       |

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

**04**

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

- The books are in the care of ► Mei Varrelman

Telephone No. ► 415-512-0500 FAX No. ► \_\_\_\_\_

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 2012, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ☒ calendar year 2011 or
- ☐ tax year beginning \_\_\_\_\_, 20\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_

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

|                                                                                                                                                                                              |           |                   |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-------------------|
| <b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.                                   | <b>3a</b> | \$ <b>11,132.</b> |
| <b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. | <b>3b</b> | \$ <b>34,017.</b> |
| <b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.             | <b>3c</b> | \$ <b>0.</b>      |

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

**BAA For Paperwork Reduction Act Notice, see Instructions.**Form **8868** (Rev. 1-2012)

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

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

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

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

Enter filer's identifying number, see instructions

|                                                                                            |                                                                                         |                                                |
|--------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------|------------------------------------------------|
| Type or print<br><br>File by the extended due date for filing the return. See instructions | Name of exempt organization or other filer. See instructions.                           | Employer identification number (EIN) or        |
|                                                                                            | van Loben Sels/RembeRock Foundation                                                     | <input checked="" type="checkbox"/> 94-6109309 |
|                                                                                            | Number, street, and room or suite number. If a P.O. box, see instructions               | Social security number (SSN)                   |
|                                                                                            | 131 Steuart Street #301                                                                 | <input type="checkbox"/>                       |
|                                                                                            | City, town or post office, state, and ZIP code. For a foreign address see instructions. |                                                |
|                                                                                            | San Francisco, CA 94105                                                                 |                                                |

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

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

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

- The books are in care of. ☒ Mel Varrelman  
Telephone No. ☒ 415-512-0500 FAX No. ☐  
• If the organization does not have an office or place of business in the United States, check this box ☐  
• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until 11/15, 20 12.  
5 For calendar year 2011, or other tax year beginning \_\_\_\_\_, 20 \_\_\_\_\_, and ending \_\_\_\_\_, 20 \_\_\_\_\_.  
6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return  
☐ Change in accounting period  
7 State in detail why you need the extension The Foundation requires additional time to gather the information necessary to file a complete and accurate return.

|                                                                                                                                                                                                                                     |    |    |         |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|----|---------|
| 8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions                                                                                  | 8a | \$ | 3,817.  |
| 8b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868 | 8b | \$ | 34,017. |
| 8c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions                                                           | 8c | \$ | 0.      |

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature Carol Stagg Title CFA Date 8/10/12

van Loben Sels/RembeRock Foundation

94-6109309

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

|                          | (a)<br>Revenue<br>per Books | (b) Net<br>Investment<br>Income | (c)<br>Adjusted<br>Net Income |
|--------------------------|-----------------------------|---------------------------------|-------------------------------|
| Other Investment Revenue | \$ 795.                     | \$ 795.                         |                               |
| Total                    | <u>\$ 795.</u>              | <u>\$ 795.</u>                  | <u>0.</u>                     |

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

|                           | (a)<br>Expenses<br>per Books | (b) Net<br>Investment<br>Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |
|---------------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| Audit and Tax Preparation | \$ 21,760.                   | \$ 10,880.                      |                               | \$ 10,880.                    |
| Total                     | <u>\$ 21,760.</u>            | <u>\$ 10,880.</u>               |                               | <u>\$ 10,880.</u>             |

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

|                          | (a)<br>Expenses<br>per Books | (b) Net<br>Investment<br>Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |
|--------------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| Custodial Fees           | \$ 9,431.                    | \$ 9,431.                       |                               |                               |
| Investment Advisory Fees | 85,978.                      | 85,978.                         |                               |                               |
| Total                    | <u>\$ 95,409.</u>            | <u>\$ 95,409.</u>               |                               | <u>\$ 0.</u>                  |

**Statement 4**  
**Form 990-PF, Part I, Line 23**  
**Other Expenses**

|                                | (a)<br>Expenses<br>per Books | (b) Net<br>Investment<br>Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |
|--------------------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| Bookkeeping                    | \$ 13,800.                   | \$ 6,900.                       |                               | \$ 6,900.                     |
| Filing Fees                    | 160.                         |                                 |                               | 160.                          |
| Grantee Event Sponsorships     | 13,025.                      |                                 |                               | 13,025.                       |
| Insurance                      | 718.                         |                                 |                               | 718.                          |
| Memberships                    | 5,395.                       |                                 |                               | 5,395.                        |
| Miscellaneous                  | 94.                          |                                 |                               | 94.                           |
| Office Supplies                | 8,125.                       |                                 |                               | 8,125.                        |
| Payroll Processing             | 2,604.                       |                                 |                               | 2,604.                        |
| Repair and Maintenance         | 3,473.                       |                                 |                               | 3,473.                        |
| Telephone                      | 3,910.                       |                                 |                               | 3,910.                        |
| Workers Compensation Insurance | 1,346.                       | 67.                             |                               | 1,279.                        |
| Total                          | <u>\$ 52,650.</u>            | <u>\$ 6,967.</u>                |                               | <u>\$ 45,683.</u>             |

van Loben Sels/RembeRock Foundation

94-6109309

**Statement 5**  
**Form 990-PF, Part II, Line 10a**  
**Investments - U.S. and State Government Obligations**

| <u>U.S. Government Obligations</u>       | <u>Valuation Method</u> | <u>Book Value</u> | <u>Fair Market Value</u> |
|------------------------------------------|-------------------------|-------------------|--------------------------|
| Fed Home Ln Bk 0% Due 2/03/12 300,000 Sh | Cost                    | \$ 299,977.       | \$ 299,994.              |
| Fed Home Ln Bk 0% Due 2/08/12 300,000 Sh | Cost                    | 299,981.          | 299,994.                 |
| Fed Home Ln Bk 0% Due 2/10/12 100,000 Sh | Cost                    | 99,994.           | 99,998.                  |
| Fed Home Ln Bk 0% Due 3/06/12 300,000 Sh | Cost                    | 299,987.          | 299,988.                 |
| Fed Home Ln Bk 0% Due 3/14/12 300,000 Sh | Cost                    | 299,985.          | 299,988.                 |
| Fed Home Ln Bk 0% Due 3/12/12 400,000 Sh | Cost                    | 399,980.          | 399,984.                 |
| Fed Home Ln Bk 0% Due 1/18/12 200,000 Sh | Cost                    | 199,980.          | 199,998.                 |
|                                          |                         | \$ 1,899,884.     | \$ 1,899,944.            |
|                                          | Total                   | \$ 1,899,884.     | \$ 1,899,944.            |

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

| <u>Corporate Stocks</u>          | <u>Valuation Method</u> | <u>Book Value</u> | <u>Fair Market Value</u> |
|----------------------------------|-------------------------|-------------------|--------------------------|
| Iasiaworks Inc 38,870 Sh         | Cost                    | \$ 1.             | \$ 0.                    |
| Indochina Juice Co Ltd 37,500 Sh | Cost                    | 1.                | 0.                       |
| Airnet Communications Corp 35 Sh | Cost                    | 1.                | 0.                       |
| Solid Data Sys Inc 53,300 Sh     | Cost                    | 1.                | 0.                       |
| Consensus Orthopedics 60,000 Sh  | Cost                    | 1.                | 0.                       |
|                                  | Total                   | \$ 5.             | \$ 0.                    |

**Statement 7**  
**Form 990-PF, Part II, Line 10c**  
**Investments - Corporate Bonds**

| <u>Corporate Bonds</u>                | <u>Valuation Method</u> | <u>Book Value</u> | <u>Fair Market Value</u> |
|---------------------------------------|-------------------------|-------------------|--------------------------|
| Westfed Hldgs 5.5% 9/15/99 190,000 Sh | Cost                    | \$ 1.             | \$ 0.                    |
|                                       | Total                   | \$ 1.             | \$ 0.                    |

**Statement 8**  
**Form 990-PF, Part II, Line 13**  
**Investments - Other**

| <u>Other Investments</u>        | <u>Valuation Method</u> | <u>Book Value</u> | <u>Fair Market Value</u> |
|---------------------------------|-------------------------|-------------------|--------------------------|
| HCP Absolute Return Offshore LP | Cost                    | \$ 5,063,945.     | \$ 5,124,930.            |
| Total Other Investments         |                         | \$ 5,063,945.     | \$ 5,124,930.            |

van Loben Sels/RembeRock Foundation

94-6109309

**Statement 8 (continued)**  
**Form 990-PF, Part II, Line 13**  
**Investments - Other**

Other Publicly Traded Securities

|                                        |                |      |                       |                       |
|----------------------------------------|----------------|------|-----------------------|-----------------------|
| Pimco Total Return Fds                 | 302,715.238 Sh | Cost | \$ 3,341,961.         | \$ 3,290,515.         |
| Dodge & Cox Glob Stk Fd                | 498,012.638 Sh | Cost | 4,136,005.            | 3,824,737.            |
| Longleaf Partners Fund                 | 120,615.710 Sh | Cost | 3,112,510.            | 3,214,409.            |
| Oakmark Intl Fd Class I                | 145,417.522 Sh | Cost | 2,540,991.            | 2,406,660.            |
| Osterweis Prof Mngd Fd                 | 101,098.521 Sh | Cost | 2,555,770.            | 2,591,155.            |
| Dodge & Cox Income Fd                  | 248,761.516 Sh | Cost | 3,291,705.            | 3,308,528.            |
| Total Other Publicly Traded Securities |                |      | <u>\$ 18,978,942.</u> | <u>\$ 18,636,004.</u> |
| Total                                  |                |      | <u>\$ 24,042,887.</u> | <u>\$ 23,760,934.</u> |

**Statement 9**  
**Form 990-PF, Part II, Line 14**  
**Land, Buildings, and Equipment**

| Category                | Basis             | Accum.<br>Deprec. | Book<br>Value | Fair Market<br>Value |
|-------------------------|-------------------|-------------------|---------------|----------------------|
| Furniture and Fixtures  | \$ 22,649.        | \$ 22,649.        | \$ 0.         | \$ 0.                |
| Machinery and Equipment | 8,246.            | 8,246.            | 0.            | 0.                   |
| Improvements            | 3,118.            | 3,118.            | 0.            | 0.                   |
| Total                   | <u>\$ 34,013.</u> | <u>\$ 34,013.</u> | <u>\$ 0.</u>  | <u>\$ 0.</u>         |

**Statement 10**  
**Form 990-PF, Part VII-A, Line 10**  
**Substantial Contributors During the Tax Year**

| Name of Substantial Contributor | Address of Substantial Contributor                  |
|---------------------------------|-----------------------------------------------------|
| Hogan Unitrust CRUT             | 131 Steuart Street, #301<br>San Francisco, CA 94105 |

**Statement 11**  
**Form 990-PF, Part VIII, Line 1**  
**List of Officers, Directors, Trustees, and Key Employees**

| Name and Address                                              | Title and<br>Average Hours<br>Per Week Devoted | Compensation | Contribution to<br>EBP & DC | Expense<br>Account/<br>Other |
|---------------------------------------------------------------|------------------------------------------------|--------------|-----------------------------|------------------------------|
| Toni Rembe<br>131 Steuart St. #301<br>San Francisco, CA 94105 | Pres/Trustee<br>2.00                           | \$ 0.        | \$ 0.                       | \$ 0.                        |

van Loben Sels/RembeRock Foundation

94-6109309

**Statement 11 (continued)**  
**Form 990-PF, Part VIII, Line 1**  
**List of Officers, Directors, Trustees, and Key Employees**

| Name and Address                                                           | Title and<br>Average Hours<br>Per Week Devoted | Compen-<br>sation | Contri-<br>bution to<br>EBP & DC | Expense<br>Account/<br>Other |
|----------------------------------------------------------------------------|------------------------------------------------|-------------------|----------------------------------|------------------------------|
| Katherine Armstrong<br>131 Steuart Street, #301<br>San Francisco, CA 94105 | Consultant/ED<br>24.00                         | \$ 110,531.       | \$ 0.                            | \$ 0.                        |
| Richard Odgers<br>131 Steuart St. #301<br>San Francisco, CA 94105          | Sec/Trustee<br>1.00                            | 0.                | 0.                               | 0.                           |
| Julie Divola<br>131 Steuart St. #301<br>San Francisco, CA 94105            | Trustee<br>1.00                                | 0.                | 0.                               | 0.                           |
| Dan Corsello<br>131 Steuart St. #301<br>San Francisco, CA 94105            | Tres/Trustee<br>1.00                           | 0.                | 0.                               | 0.                           |
| Total                                                                      |                                                | \$ 110,531.       | \$ 0.                            | \$ 0.                        |

**Statement 12**  
**Form 990-PF, Part XV, Line 2a-d**  
**Application Submission Information**

Name of Grant Program:  
Name: van Loben Sels/RembeRock Foundation  
Care Of: Ms. Toni Rembe, President  
Street Address: 131 Steuart St., #301  
City, State, Zip Code: San Francisco, CA 94105  
Telephone: 415-512-0500  
Form and Content: Application format is posted on website.

**Required Attachments:**

- Documentation of tax exempt status;
- Current roster of Board of Directors and a statement as to their role on the Board (one sentence is sufficient);
- For a renewal grant, attach a year-end report on the current state of the organization or the project to which the grant was requested. (not to exceed two pages);
- A copy of the last annual report, if available;
- An organization chart, if applicable.

Submission Deadlines:  
Restrictions on Awards:

None  
The Foundation's grants are now limited to the following areas:

1. Legal advocacy and public interest law;
2. Juvenile justice, including programs and services to youth involved in the juvenile justice system, policy

Statement 12 (continued)  
Form 990-PF, Part XV, Line 2a-d  
Application Submission Information

development, and direct services;

3. Programs for incarcerated and formerly incarcerated women and men;

4. Legal services programs that address the needs of immigrants and newcomers in areas of civil rights, deportation, asylum, "know your rights," and civic participation and;

5. Selected Social Service programs in remote, underserved communities with scarce resources.

The Foundation will not consider applications that:

- require medical, scientific, or other technical knowledge;

- request funding for an individual or family;

- request funding for scholarships or stipends;

- request funding for capital campaigns;

- seek support for programs outside Northern California;

- do not follow the application format.

## van Loben Sels/RembeRock Foundation

STATEMENT 13  
FORM 990-PF  
SUPPLEMENTAL INFORMATION

| Reconciliation of Revenue per Audited Financial Statements with Revenue Reported on Form 990-PF, Return of Private Foundation |           |
|-------------------------------------------------------------------------------------------------------------------------------|-----------|
| Total revenue per audited financial statements                                                                                | (249,860) |
| Amounts included on Form 990-PF, but not included as revenue in the audited financial statements                              | -         |
| Amounts included in the audited financial statements but not included in line 12, column (a), Form 990-PF                     |           |
| Investment related expenses                                                                                                   | 95,410    |
| Net unrealized gains on investments                                                                                           | 1,375,975 |
| Cash to accrual adjustments                                                                                                   |           |
| Investment income                                                                                                             | (18,043)  |
| Provision for excise tax                                                                                                      | (7,124)   |
| Total revenue per line 12, column (a), Form 990-PF                                                                            | 1,196,358 |

| Reconciliation of Expenses per Audited Financial Statements with Expenses Reported on Form 990-PF, Return of Private Foundation |           |
|---------------------------------------------------------------------------------------------------------------------------------|-----------|
| Total expenses per audited financial statements                                                                                 | 2,153,164 |
| Amounts included on Form 990-PF, but not included as expense in the audited financial statements                                |           |
| Investment related fees                                                                                                         | 95,410    |
| Amounts included in the audited financials statements but not included in line 26, column (a), Form 990-PF                      |           |
| Cash to accrual adjustments                                                                                                     |           |
| Program expenses                                                                                                                | 700       |
| General and administrative expenses                                                                                             | (3,215)   |
| Total expenses per line 26, column (a), Form 990-PF                                                                             | 2,246,059 |

| GRANT DATE | CATEGORY            | GRANTEE NAME, ADDRESS & PURPOSE                                                                                                                                                                                                                                                                                                                                                   | GRANTS PAID IN 2011 |
|------------|---------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|
| 10/24/2011 | Rural               | <b>Acorn Community Enterprises</b> – Staci Wadley, Executive Director, P O Box 188, Montgomery Creek, CA 96065 – A grant was made in the amount of \$17,500 in general support of their multi-service center in rural Shasta county.                                                                                                                                              | \$17,500            |
| 4/5/2011   | Legal               | <b>African Advocacy Network</b> [Fiscal sponsor: <b>Dolores Street Community Services Inc.</b> ] Eric Quezada, Executive Director, 938 Valencia Street, San Francisco, CA 94110 - A grant was made in the amount of \$10,000 in support of their Immigration Program, which provides free legal support and representation to African and Afro-Caribbean immigrants and refugees. | \$10,000            |
| 2/17/2011  | Legal               | <b>AIDS Legal Referral Panel</b> – Bill Hirsh, Executive Director, 1663 Mission Street, Suite 500, San Francisco, CA 94103 – A core grant was made in the amount of \$30,000 (Year 1 of 3-year cycle).                                                                                                                                                                            | \$30,000            |
| 2/17/2011  | Legal               | <b>American Civil Liberties Union Foundation of Northern California</b> – Abdi Soltani, Executive Director, 39 Drumm Street, San Francisco, CA 94111 - A core grant was made in the amount of \$30,000 (Year 2 of 3-year cycle)                                                                                                                                                   | \$30,000            |
| 12/15/2011 | Legal               | <b>ACLU of Northern California</b> - Abdi Soltani, Executive Director, 39 Drumm Street, San Francisco, CA 94111 - A grant was made in the amount of \$25,000 in memory of Claude Hogan for general operating support                                                                                                                                                              | \$25,000            |
| 6/14/2011  | Legal               | <b>Arab Resource and Organizing Center</b> [Fiscal sponsor: <b>Tides Center</b> ] – Lily Haskell Executive Director, 522 Valencia St., San Francisco, CA 94110 – A grant was made in the amount of \$20,000 in support of the Arab American Legal Services program                                                                                                                | \$20,000            |
| 10/24/2011 | Juvenile Justice    | <b>The Art of Yoga Project</b> – Lisa Pedersen, Executive Director, 555 Bryant St #232, Palo Alto, CA 94301 – A grant was made in the amount of \$10,000 in general support of the Yoga and Creative Arts Curriculum for girls in juvenile hall.                                                                                                                                  | \$10,000            |
| 4/5/2011   | Legal               | <b>Asian Pacific Islander Outreach</b> [Fiscal sponsor: <b>Nihonmachi Legal Outreach</b> ] – Dean Ito Taylor, Executive Director, 1121 Mission Street, San Francisco, CA 94103 – A grant was made in the amount of \$10,000 in support of their Legal Outreach program, which provides legal services to survivors of domestic violence.                                          | \$10,000            |
| 6/14/2011  | Juvenile Justice    | <b>At the Crossroads</b> – Rob Gitlin, Executive Director, 333 Valencia Street, Suite 320, San Francisco, CA 94103 - A grant was made in the amount of \$21,000 in support of services for incarcerated youth.                                                                                                                                                                    | \$21,000            |
| 12/15/2011 | Discretionary Grant | <b>At the Crossroads</b> – Holiday parties for homeless youth - \$2,500                                                                                                                                                                                                                                                                                                           | \$2,500             |
| 2/17/2011  | Legal               | <b>Bay Area Legal Aid</b> – Ramón Arias, Executive Director, 1735 Telegraph Avenue, Oakland, CA 94612 – A core grant was made in the amount of \$30,000 (Year 1 of 3-year cycle)                                                                                                                                                                                                  | \$30,000            |

| GRANT DATE | CATEGORY         | GRANTEE NAME, ADDRESS & PURPOSE                                                                                                                                                                                                                                                                                    | GRANTS PAID IN 2011 |
|------------|------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|
| 8/16/2011  | Incarceration    | <b>BayNVC Safer Communities Project [Fiscal sponsor: Bay Area Nonviolent Communication]</b> – Dorrit Geshuri, Executive Director, 55 Santa Clara, Suite 203, Oakland, CA 94610 – A grant was made in the amount of \$10,000 in support of their Starting Point Program at the Sonoma County jail.                  | \$10,000            |
| 2/17/2011  | Juvenile Justice | <b>The Beat Within [Fiscal sponsor: Pacific News Service]</b> – Sandy Close, Executive Director, 275 Ninth Street, San Francisco, CA 94103-3825 – A grant was made in the amount of \$25,000 in support of The Beat Within program                                                                                 | \$25,000            |
| 8/16/2011  | Juvenile Justice | <b>Bernal Heights Neighborhood Center</b> – Rachel Ehora, Executive Director, 515 Cortland Avenue, San Francisco, CA 94110 – A final grant was made in the amount of \$5,000 in support of the Youth Services Program                                                                                              | \$5,000             |
| 4/5/2011   | Rural            | <b>The Bodega Bay Parent Cooperative [Fiscal sponsor: Bay Area Community Resources]</b> – Jane Realon, Executive Director, P. O. Box 155, Bodega Bay, CA 94923 – A grant was made in the amount of \$7,500 in general operating support of a rural after-school program                                            | \$7,500             |
| 10/24/2011 | Juvenile Justice | <b>Boys &amp; Girls Club of the Redwoods</b> – Elizabeth Smith, Executive Director, 3117 Prospect Ave., Eureka, CA 95503 – A final grant was made in the amount of \$5,000 in general operating support.                                                                                                           | \$5,000             |
| 6/14/2011  | Legal            | <b>California CASA Association</b> – Robin Allen, Executive Director, 660 13th St., Ste. 300, Oakland, CA 94612 – A grant was made in the amount of \$25,000 in general operating support for technical assistance provided to Northern California CASA programs.                                                  | \$25,000            |
| 1/3/2011   | Incarceration    | <b>California Coalition for Women Prisoners [Fiscal sponsor: Legal Services for Prisoners with Children]</b> , Deirdre Wilson and D. Hafsah Al-Amin, Co-program Coordinators, 1540 Market Street, Suite 490, San Francisco, CA 94102 – A grant was made in the amount of \$20,000 in general operating support     | \$20,000            |
| 1/3/2011   | Legal            | <b>California Rural Legal Assistance Foundation</b> – Amagda Perez, Executive Director, 2210 K Street, Suite 201, Sacramento, CA 95864 – A grant was made in the amount of \$15,000 in support of the Know Your Rights campaign in rural communities.                                                              | \$15,000            |
| 4/5/2011   | Legal            | <b>Canal Alliance</b> – Tom Wilson, Executive Director, 91 Larkspur Street, San Rafael, CA 94901 – A grant was made in the amount of \$17,000 in support of legal services for immigrants.                                                                                                                         | \$17,000            |
| 8/16/2011  | Legal            | <b>Catholic Charities of the East Bay [Fiscal sponsor: United States Conference of Catholic Bishops]</b> – Solomon Belette, Chief Executive Officer, 433 Jefferson Street, Oakland, CA 94607 – A grant was made in the amount of \$10,000 in support of the Immigration and Naturalization Legal Services program. | \$10,000            |
| 4/5/2011   | Legal            | <b>Center for Domestic Peace [Fiscal name: Center for Domestic Peace/Marin Abused Women's Services]</b> – Donna Garske, Executive Director, 734 A Street, San Rafael, CA 94901 – A grant was made in the amount of \$10,000 in support of the Community Advocacy Project for victims of domestic violence          | \$10,000            |
| 8/16/2011  | Legal            | <b>Center for Gender &amp; Refugee Studies [Fiscal sponsor: U.C. Hastings College of the Law]</b> – Karen Musalo, Executive Director, 200 McAllister Street, San Francisco, CA 94102 – A grant was made in the amount of \$10,000 in general operating support.                                                    | \$10,000            |

| GRANT DATE | CATEGORY            | GRANTEE NAME, ADDRESS & PURPOSE                                                                                                                                                                                                                                                                                 | GRANTS PAID IN 2011 |
|------------|---------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|
| 8/16/2011  | Juvenile Justice    | <b>The Center for Young Women's Development</b> – Marlene Sanchez, Executive Director, 832 Folsom Street, Suite 700, San Francisco, CA 94112 – A grant was made in the amount of \$17,500 in support of their Sisters on the Rise project.                                                                      | \$17,500            |
| 2/17/2011  | Legal               | <b>Centro Legal de la Raza</b> – Bianca Sierra, Executive Director, 3022 International Blvd., Suite 410, Oakland, CA 94601 – A grant was made in the amount of \$10,000 in support of the Keeping Immigrant Families Together project.                                                                          | \$10,000            |
| 12/15/2011 | Juvenile Justice    | <b>Child Advocates of Silicon Valley</b> – Vickie Scott Grove, Executive Director, 509 Valley Way, Milpitas, CA 95035 – A final grant was made in the amount of \$5,000 in support of the Middle School Foster Youth Education Program                                                                          | \$5,000             |
| 12/15/2011 | Discretionary Grant | <b>Chronicle Season of Sharing Fund</b> – In Memory of Ed Nathan - \$2,500                                                                                                                                                                                                                                      | \$2,500             |
| 10/24/2011 | Discretionary Grant | <b>City Slicker Farms</b> - Urban farming and backyard gardening, West Oakland                                                                                                                                                                                                                                  | \$2,500             |
| 4/5/2011   | Juvenile Justice    | <b>The Cleo Eulau Center for Children and Adolescents</b> – Lyra Ghose, Executive Director, 2483 Old Middlefield Way, Suite 208, Mountain View, CA 94043 – A final grant was made in the amount of \$3,000 in support of the Collaborative Counseling Program                                                   | \$3,000             |
| 2/17/2011  | Legal               | <b>Coalition on Homelessness</b> – Jennifer Friedenbach, Executive Director, 468 Turk Street, San Francisco, CA 94102 – A grant was made in the amount of \$12,500 in general operating support                                                                                                                 | \$12,500            |
| 8/16/2011  | Legal               | <b>Coastside Hope</b> – Fatima Soares, Executive Director, 99 Avenue Alhambra, P. O. Box 1089, El Granada, CA 94018 – A grant was made in the amount of \$10,000 in support of immigration and citizenship services to people living on the San Mateo Coast                                                     | \$10,000            |
| 6/14/2011  | Juvenile Justice    | <b>Commonweal</b> – Susan Braun, Executive Director, P. O. Box 316, Bolinas, CA 94924 – A grant was made in the amount of \$20,000 in support of the Juvenile Justice Program.                                                                                                                                  | \$20,000            |
| 2/17/2011  | Incarceration       | <b>Community Against Sexual Harm [Fiscal sponsor: Community Pride Project]</b> – Sue Huffstutler, Executive Director, P. O. Box 160022, Sacramento, CA 95816 – A grant was made in the amount of \$10,000 to expand services to current and formerly incarcerated women who are victims of sexual exploitation. | \$10,000            |
| 8/16/2011  | Juvenile Justice    | <b>Community Bridges Mountain Community Resources [Fiscal name: Community Bridges]</b> – Sam Storey, Executive Director, 236 Santa Cruz Ave., Aptos, CA 95003 – A grant was made in the amount of \$5,000 in support of their Juvenile Probation Advocacy Program.                                              | \$5,000             |
| 10/24/2011 | Legal               | <b>Community Legal Services in East Palo Alto</b> – Candice Greenberg, Executive Director, 2117 University Ave Suite B, East Palo Alto, CA 94303 – A grant was made in the amount of \$17,000 in general operating support                                                                                      | \$17,000            |

| GRANT DATE | CATEGORY            | GRANTEE NAME, ADDRESS & PURPOSE                                                                                                                                                                                                                                                                | GRANTS PAID IN 2011 |
|------------|---------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|
| 12/15/2011 | Incarceration       | <b>Community Works West</b> – Ruth Morgan, Executive Director, 1649 San Pablo Avenue, Berkeley, CA 94702 – A grant was made in the amount of \$12,500 in support of the Women Rising/Rising Voices program for formerly incarcerated young women                                               | \$12,500            |
| 4/5/2011   | Juvenile Justice    | <b>Contra Costa Kops for Kids</b> – Neil R.M. Stratton, Executive Director, 1430 Willow Pass Road, Suite 130, Concord, CA 94520 – A grant was made in the amount of \$1,000 in support of the Small Engine Mechanics Class                                                                     | \$1,000             |
| 10/24/2011 | Legal               | <b>Court Appointed Special Advocates of Humboldt</b> – Steve Volow, Executive Director, 2356 Myrtle Ave., Eureka, CA 95501 – A grant was made in the amount of \$7,500 in general operating support                                                                                            | \$7,500             |
| 12/15/2011 | Legal               | <b>Court Appointed Special Advocates of Sonoma County Inc.</b> – Millic Gilson, Executive Director, P. O. Box 1418, Kenwood, CA 95452 – A grant was made in the amount of \$8,000 in general operating support.                                                                                | \$8,000             |
| 6/14/2011  | Legal               | <b>Court Appointed Special Advocates Program, Contra Costa County</b> – Charles Mead, Executive Director, 2020 N Broadway, Suite 204, Walnut Creek, CA 94596 – A grant was made in the amount of \$7,500 to increase the number of volunteers available to serve children on the waiting list. | \$7,500             |
| 6/14/2011  | Discretionary Grant | <b>Death Penalty Focus</b>                                                                                                                                                                                                                                                                     | \$500               |
| 8/16/2011  | Incarceration       | <b>Death Penalty Focus</b> – Jeanne Woodford, Executive Director, 870 Market Street, Suite 859, San Francisco, CA 94102 – A grant was made in the amount of \$15,000 in support of the Law Enforcement Outreach Project.                                                                       | \$15,000            |
| 12/15/2011 | Legal               | <b>Disability Rights Advocates</b> – Ben Foss, Executive Director, 2001 Center St., Berkeley, CA 94704 – A grant was made in the amount of \$7,500 in general support of legal advocacy.                                                                                                       | \$7,500             |
| 2/17/2011  | Legal               | <b>Disability Rights Education and Defense Fund</b> – Susan R. Henderson, Executive Director, 3075 Adeline Street, Suite 210, Berkeley, CA 94703 – A grant was made in the amount of \$11,500 in general operating support                                                                     | \$11,500            |
| 12/15/2011 | Discretionary Grant | <b>Dorothy Day House</b> – Berkeley Breakfast Project - \$2,500                                                                                                                                                                                                                                | \$2,500             |
| 10/24/2011 | Juvenile Justice    | <b>Each One Reach One</b> – Robin Sohnen, Executive Director, 146 South Spruce Avenue, South San Francisco, CA 94080 – A grant was made in the amount of \$8,000 in general operating support.                                                                                                 | \$8,000             |
| 2/17/2011  | Legal               | <b>East Bay Community Law Center</b> – Tirien Steinbach, Executive Director, 2921 Adeline Street, Berkeley, CA 94703 – A core grant was made in the amount of \$25,000 (Year 2 of 3-year cycle)                                                                                                | \$25,000            |

| GRANT DATE | CATEGORY            | GRANTEE NAME, ADDRESS & PURPOSE                                                                                                                                                                                                                                                                                | GRANTS PAID IN 2011 |
|------------|---------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|
| 8/16/2011  | Legal               | <b>East Bay Naturalization Collaboration Project</b> [Fiscal sponsor: Immigrant Legal Resource Center] – Eric Cohen, Executive Director, 1663 Mission Street, Suite 602, San Francisco, CA 94103 – A grant was made in the amount of \$15,000 in support of the East Bay Naturalization Collaboration Project. | \$15,000            |
| 8/16/2011  | Legal               | <b>East Bay Sanctuary Covenant</b> – Sister Maureen Duignan, OSF, Executive Director, 2362 Bancroft Way, Berkeley, CA 94704 – A grant was made in the amount of \$10,000 in support of the Refugee Rights Program.                                                                                             | \$10,000            |
| 2/17/2011  | Juvenile Justice    | <b>Ella Baker Center for Human Rights</b> – Jakada Imani, Executive Director, 344 40th Street, Oakland, CA 94609 – A grant was made in the amount of \$25,000 in support of the Books Not Bars project.                                                                                                        | \$25,000            |
| 2/17/2011  | Legal               | <b>Equal Justice Society</b> – Eva Paterson, Executive Director, 260 California Street, Suite 700, San Francisco, CA 94111 – A grant was made in the amount of \$7,500 in support of their work heightening consciousness on race in the law and popular discourse.                                            | \$7,500             |
| 4/5/2011   | Legal               | <b>Eviction Defense Collaborative</b> – Miguel Wooding, Executive Director, 995 Market Street, Suite 1200, San Francisco, CA 94103 – A grant was made in the amount of \$10,000 in support of homeowners and tenants facing post-foreclosure eviction to contest the eviction in court.                        | \$10,000            |
| 8/16/2011  | Legal               | <b>Fair Housing of Marin</b> – Nancy Kenyon, Executive Director, 615 B St., Suite #1, San Rafael, CA 94901 – A grant was made in the amount of \$10,000 in support of counseling and investigative services.                                                                                                   | \$10,000            |
| 2/17/2011  | Legal               | <b>The Family Resource Center of Truckee</b> – Adela González del Valle, Executive Director, P. O. Box 9178, Truckee, CA 96162-7178 – A grant was made in the amount of \$12,500 in support of their Community Legal Program.                                                                                  | \$12,500            |
| 2/17/2011  | Legal               | <b>Family Violence Law Center</b> – Cherri N. Allison, Esq., Executive Director, P. O. Box 22009, Oakland, CA 94623 – A grant was made in the amount of \$15,000 in support of the Domestic Violence Legal Services Project.                                                                                   | \$15,000            |
| 10/24/2011 | Incarceration       | <b>Five Keys Charter Schools, Inc.</b> [Fiscal sponsor: San Francisco Sheriff's Department] – Steve Good, Executive Director, 70 Oak Grove Street, San Francisco, CA 94107 – A grant was made in the amount of \$15,000 in support of educational programs for women in jail and reentry.                      | \$15,000            |
| 4/5/2011   | Discretionary Grant | <b>Food Bank of Contra Costa &amp; Solano</b> - Larry Sly, Executive Director, 4010 Nelson Avenue, Concord, CA 94520 - A discretionary grant was made in the amount of \$2,500 for the Food for Children program.                                                                                              | \$2,500             |
| 10/24/2011 | Discretionary Grant | <b>Food Bank of Yolo County</b> - Nutrition education program.                                                                                                                                                                                                                                                 | \$1,000             |
| 4/5/2011   | Other               | <b>The Foundation Center</b> – Janet Camarena, Director, 312 Sutter St., Suite 606, San Francisco, CA 94108 – A grant was made in the amount of \$3,000 in general operating support.                                                                                                                          | \$3,000             |

| GRANT DATE | CATEGORY         | GRANTEE NAME, ADDRESS & PURPOSE                                                                                                                                                                                                                                                                                                                     | GRANTS PAID IN 2011 |
|------------|------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|
| 6/14/2011  | Incarceration    | <b>Foundation of City College of San Francisco</b> - Tim Berthold, Chair, 50 Phelan, MU 353, San Francisco, CA 94112 - A grant was made in the amount of \$12,000 in support of the Way-Pass program.                                                                                                                                               | \$12,000            |
| 12/15/2011 | Incarceration    | <b>Four Seasons Arts, Inc.</b> - Mr. Jesse W. Anthony, Executive Director, 2930 Domingo Avenue, #190, Berkeley, CA 94705 - A grant was made in the amount of \$3,000 in support of the music program at Santa Rita Prison.                                                                                                                          | \$3,000             |
| 6/14/2011  | Juvenile Justice | <b>Fresh Lifelines for Youth</b> - Christa Gannon, Executive Director, Sobrato Center for Nonprofits, 568 Valley Way, Milpitas, CA 95035 - A grant was made in the amount of \$7,500 in support of their Legal Education program and Leadership Training program                                                                                    | \$7,500             |
| 10/24/2011 | Incarceration    | <b>Friends Outside in Sonoma County</b> - Kate Jenkins, Executive Director, P. O. Box 3905, Santa Rosa, CA 95402 - A grant was made in the amount of \$5,000 in support of the following: 1) Read Me a Story program, 2) after care services for women living at the Athena House residential treatment program, and 3) the Women's Circle workshop | \$5,000             |
| 4/5/2011   | Juvenile Justice | <b>Game Theory Academy</b> - Patricia Johnson, Executive Director, 337 Seventeenth St #101, Oakland, CA 94612 - A grant was made in the amount of \$10,000 in support of the GTA in Detention program and the Re-Entry Program in East Oakland.                                                                                                     | \$10,000            |
| 2/17/2011  | Incarceration    | <b>Gemma [Fiscal sponsor: Community Action Board of Santa Cruz County, Inc.]</b> - Christine Johnson-Lyons, Executive Director, 501 Soquel Ave. Suite E, Santa Cruz, CA 95062 - A grant was made in the amount of \$15,000 in support of reentry services for formerly incarcerated women                                                           | \$15,000            |
| 12/15/2011 | Legal            | <b>General Assistance Advocacy Project</b> - Gary Lewis, Executive Director, 276 Golden Gate Avenue, San Francisco, CA 94102 - A grant was made in the amount of \$10,000 in general operating support.                                                                                                                                             | \$10,000            |
| 6/14/2011  | Incarceration    | <b>Get on the Bus [Fiscal sponsor: Center for Restorative Justice Works]</b> - Sr. Suzanne Jabro, Executive Director, 5411 Camellia Avenue, North Hollywood, CA 91601 - A grant was made in the amount of \$2,000 to enable children of incarcerated mothers and fathers to visit their parents at three women's prisons and six men's prisons.     | \$2,000             |
| 10/24/2011 | Juvenile Justice | <b>Girls Incorporated of Alameda County</b> - Linda Boessenecker, Executive Director, 13666 East 14th Street, San Leandro, CA 94578 - A grant was made in the amount of \$5,000 in support of the Pathway Counseling Center                                                                                                                         | \$5,000             |
| 4/5/2011   | Incarceration    | <b>Homeless Children's Network</b> - April Silas, Executive Director, 3265 17th St., Ste. 404, San Francisco, CA 94110 - A grant was made in the amount of \$10,000 in support of services to formerly incarcerated women with children                                                                                                             | \$10,000            |
| 2/17/2011  | Juvenile Justice | <b>Homeless Youth Alliance</b> - Mary Howe, Executive Director, P. O. Box 170427, San Francisco, CA 94117 - A grant was made in the amount of \$10,000 in general operating support                                                                                                                                                                 | \$10,000            |
| 8/16/2011  | Legal            | <b>Housing and Economic Rights Advocates</b> - Maeve Elise Brown, Executive Director, 1814 Franklin Street, Suite 1040, Oakland, CA 94612 - A grant was made in the amount of \$15,000 in general operating support                                                                                                                                 | \$15,000            |

| GRANT DATE | CATEGORY         | GRANTEE NAME, ADDRESS & PURPOSE                                                                                                                                                                                                                                                                                                                                | GRANT'S PAID IN 2011 |
|------------|------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------|
| 12/15/2011 | Juvenile Justice | <b>Huckleberry Youth Programs</b> – Bruce Fisher, Executive Director, 3310 Geary Boulevard, San Francisco, CA 94118 – A grant was made in the amount of \$10,000 in support of the Community Assessment and Referral Center.                                                                                                                                   | \$10,000             |
| 4/5/2011   | Juvenile Justice | <b>The Imagine Bus Project</b> – Jaren Bonillo, Executive Director, 342A 9th Street, Ste 201, San Francisco, CA 94103 – A grant was made in the amount of \$5,000 in support of the Youth Studio, which works with incarcerated youth in San Francisco and Sonoma counties                                                                                     | \$5,000              |
| 2/17/2011  | Legal            | <b>Immigrant Legal Resource Center</b> – Eric Cohen, Executive Director, 1663 Mission Street, Suite 602, San Francisco, CA 94103 – A core grant was made in the amount of \$34,500 (Year 2 of 3-year cycle).                                                                                                                                                   | \$34,500             |
| 8/16/2011  | Legal            | <b>Immigrant Legal Resource Center</b> – Eric Cohen, Executive Director, 1663 Mission Street, Suite 602, San Francisco, CA 94103 – A grant was made in the amount of \$10,000 in support of the Pro Bono Mentoring Project                                                                                                                                     | \$10,000             |
| 10/24/2011 | Legal            | <b>International Institute of the Bay Area</b> – Margi Dunlap, Executive Director, 657 Mission Street #500, San Francisco, CA 94105 – A grant was made in the amount of \$15,000 to serve people at weekly clinics, offer legal representation for U Visa and VAWA petitions, and host immigrants at staff presentations on relief for immigrant crime victims | \$15,000             |
| 6/14/2011  | Incarceration    | <b>Justice Now</b> – Cynthia Chandler, Executive Director, 1322 Webster St, Ste 210, Oakland, CA 94612 – A grant was made in the amount of \$20,000 in general operating support                                                                                                                                                                               | \$20,000             |
| 6/14/2011  | Legal            | <b>Korean Community Center of the East Bay</b> – June Lee, Executive Director, 4390 Telegraph Avenue, Suite A, Oakland, CA 94609 – A grant was made in the amount of \$10,000 in support of the Immigration Legal Services program.                                                                                                                            | \$10,000             |
| 6/14/2011  | Legal            | <b>La Raza Centro Legal</b> – Genevieve Gallegos, Executive Director, 474 Valencia St #295, San Francisco, CA 94103 – A grant was made in the amount of \$17,500 in support of the Immigrant Advocacy and Legal Services Project                                                                                                                               | \$17,500             |
| 6/14/2011  | Legal            | <b>Lassen County Court Appointed Special Advocate Program</b> [Fiscal sponsor: Lassen Family Services Inc.] – Darla Dwinell, Executive Director, 1306 Riverside Drive, P O. Box 701, Susanville, CA 96130 – A grant was made in the amount of \$7,500 in order to recruit a Volunteer Coordinator                                                              | \$7,500              |
| 2/17/2011  | Legal            | <b>Lawyers' Committee for Civil Rights of the San Francisco Bay Area</b> – Lateefah Simon, Executive Director, 131 Stewart Street, Suite 400, San Francisco, CA 94105 – A core grant was made in the amount of \$27,500 (Year 2 of 3-year cycle)                                                                                                               | \$27,500             |
| 12/15/2011 | Legal            | <b>Legal Aid of Marin</b> – Paul S. Cohen, Executive Director, 30 N. San Pedro Road, Suite 220, San Rafael, CA 94903 – A grant was made in the amount of \$15,000 in support of the Dependency Legal Services Team.                                                                                                                                            | \$15,000             |
| 4/5/2011   | Legal            | <b>Legal Aid of Sonoma County</b> – Ronit Rubinoff, Executive Director, 1105 N. Dutton Avenue, Suite B, Santa Rosa, CA 95401 – A grant was made in the amount of \$25,000 in support of the Collaborative Legal & Social Services Program.                                                                                                                     | \$25,000             |

| GRANT DATE | CATEGORY            | GRANTEE NAME, ADDRESS & PURPOSE                                                                                                                                                                                                             | GRANTS PAID IN 2011 |
|------------|---------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|
| 2/17/2011  | Legal               | <b>The Legal Aid Society Employment Law Center</b> – Joan M. Graff, President, 600 Harrison Street, Suite 120, San Francisco, CA 94107 – A core grant was made in the amount of \$40,500 (Year 2 of 3-year cycle).                          | \$40,500            |
| 6/14/2011  | Legal               | <b>Legal Aid Society of San Mateo County</b> – Lauren Zorfas, Executive Director, 521 E 5th Avenue, San Mateo, CA 94402 – A grant was made in the amount of \$5,000 in support of their Immigrants' Rights Project                          | \$5,000             |
| 2/17/2011  | Legal               | <b>Legal Community Against Violence</b> – Robyn Thomas, Executive Director, 268 Bush Street, #555, San Francisco, CA 94104 – A core grant was made in the amount of \$27,500 (Year 1 of 3-year cycle).                                      | \$27,500            |
| 2/17/2011  | Legal               | <b>Legal Services for Children</b> – Shannan Wilber, Executive Director, 1254 Market Street, 3rd Floor, San Francisco, CA 94102 – A core grant was made in the amount of \$32,500 (Year 3 of 3-year cycle).                                 | \$32,500            |
| 10/24/2011 | Legal               | <b>Legal Services for Children</b> – Shannan L. Wilber, Executive Director, 1254 Market Street, 3rd Floor, San Francisco, CA 94110 – A special needs grant was made in the amount of \$5,000 in support of a new Case Management System     | \$5,000             |
| 12/15/2011 | Legal               | <b>Legal Services for Prisoners with Children</b> – Dorsey E. Nunn, Executive Director, 1540 Market St., Suite 490, San Francisco, CA 94102 – A grant was made in the amount of \$25,000 in support of the Battered Women's Habeas Project. | \$25,000            |
| 2/17/2011  | Legal               | <b>Legal Services of Northern California</b> – Gary Smith, Executive Director, 517 12th Street, Sacramento, CA 95814 – A core grant was made in the amount of \$40,000 (Year 3 of 3-year cycle)                                             | \$40,000            |
| 8/16/2011  | Discretionary Grant | <b>Legal Services of Northern California</b> – Gary Smith, Executive Director, 517 12th Street, Sacramento, CA 95814 – Balance of core grant                                                                                                | \$1,000             |
| 10/24/2011 | Discretionary Grant | <b>Loaves and Fishes of Contra Costa</b> - Food for hot meals program                                                                                                                                                                       | \$1,000             |
| 12/15/2011 | Legal               | <b>MAITRI Charitable Trust</b> – Sarah Khan, Program Director, 234 East Gish Road, Suite 200, San Jose, CA 95112 – A grant was made in the amount of \$10,000 in support of the Legal Advocacy Program.                                     | \$10,000            |
| 10/24/2011 | Discretionary Grant | <b>Meals on Wheels of San Francisco</b> - Home-delivered Meals Program.                                                                                                                                                                     | \$2,500             |
| 2/17/2011  | Incarceration       | <b>MISSEY, Inc.</b> – Nola Brantley, Executive Director, 470 27th Street, Oakland, CA 94612 – A grant was made in the amount of \$10,000 in funding for the Resource Specialist position.                                                   | \$10,000            |

| GRANT DATE | CATEGORY            | GRANTEE NAME, ADDRESS & PURPOSE                                                                                                                                                                                                                                                                                                                       | GRANTS PAID IN 2011 |
|------------|---------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|
| 10/24/2011 | Juvenile Justice    | <b>Napa County Probation Department</b> – Mary Butler, Executive Director, 212 Walnut Street, Napa, CA 94559 – A grant was made in the amount of \$50,000 in support of the Evening Reporting Center                                                                                                                                                  | \$50,000            |
| 8/16/2011  | Incarceration       | <b>National Academic Youth Corps, Inc.</b> – Shonna McDaniels, Executive Director, 2251 Florin Rd., Ste. 126, Sacramento, CA 95822 - A grant was made in the amount of \$8,000 in support of the Harriet Tubman Safe House                                                                                                                            | \$8,000             |
| 10/24/2011 | Juvenile Justice    | <b>National Center for Youth Law</b> – John F. O'Toole, Executive Director, 405 15th Street, 15th Floor, Oakland, CA 94612-2701 – A grant was made in the amount of \$12,500 in support of the Juvenile Justice Reform Project                                                                                                                        | \$12,500            |
| 12/16/2011 | Discretionary Grant | <b>National Equal Justice Association - Western Service Workers Association</b> - Jennifer Lovewell, Operations Manager, WSWA, 1141 Peralta Street, Oakland, CA 94607 - Discretionary Grant                                                                                                                                                           | \$2,500             |
| 10/24/2011 | Incarceration       | <b>Nextcourse</b> – Susie White, Executive Director, 150 Post Street, Suite 342, San Francisco, CA 94108 – A grant was made in the amount of \$7,000 in support of the Soul Food project, which serves women who were formerly incarcerated or survivors of domestic violence                                                                         | \$7,000             |
| 6/14/2011  | Rural               | <b>Northern Valley Catholic Social Services, Inc., Tehama County</b> [Fiscal sponsor: United States Conference of Catholic Bishops] - Don C. Chapman, Executive Director, 2400 Washington Street, Redding, CA 96001 – A grant was made in the amount of \$15,000 in support of the Immigrant Integration/Citizenship and Civic Participation project. | \$15,000            |
| 12/15/2011 | Juvenile Justice    | <b>Omega Boys Club of San Francisco</b> – Joseph E. Marshall, Jr., Ph.D., Executive Director, 1060 Tennessee Street, San Francisco, CA 94107 – A grant was made in the amount of \$12,500 in support of the Alive & Free Program at Alameda County Juvenile Hall.                                                                                     | \$12,500            |
| 4/5/2011   | Legal               | <b>Omid Advocates for Human Rights</b> – Nancy Hormachea, Executive Director, PMB #320, 2425 Channing Way, Berkeley, CA 94704 – A matching grant was made in the amount of \$10,000 in support of the Immigration Legal Services Program for Iranian Population C70                                                                                   | \$10,000            |
| 2/17/2011  | Juvenile Justice    | <b>Pacific Juvenile Defender Center</b> – Patti Lee, Co-Director and Jonathan Laha, Deputy Director, 200 Pine Street, Suite 300, San Francisco, CA 94104 – A grant was made in the amount of \$10,000 in general operating support                                                                                                                    | \$10,000            |
| 6/14/2011  | Legal               | <b>People With Disabilities Foundation</b> – Steve Bruce, Interim Executive Director, 507 Polk Street, Suite 430, San Francisco, CA 94102 – A grant was made in the amount of \$15,000 in support of direct advocacy services to people with mental and/or developmental disabilities, as well as education and public awareness                      | \$15,000            |
| 6/14/2011  | Legal               | <b>Plumas Crisis Intervention and Resource Center</b> – Dennis Thibault, Executive Director, 591 W. Main Street, Quincy, CA 95971 – A grant was made in the amount of \$7,500 to fund a Volunteer Coordinator who provides services to volunteer advocates who serve children in foster care.                                                         | \$7,500             |

| GRANT DATE | CATEGORY            | GRANTEE NAME, ADDRESS & PURPOSE                                                                                                                                                                                                                                                               | GRANTS PAID IN 2011 |
|------------|---------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|
| 6/14/2011  | Legal               | <b>Positive Resource Center</b> – Brett Andrews, Executive Director, 785 Market Street, 10th Floor, San Francisco, CA 94103 – A grant was made in the amount of \$15,000 in support of the Benefits Counseling Program.                                                                       | \$15,000            |
| 4/5/2011   | Incarceration       | <b>Prescott-Joseph Center</b> – Washington Burns, MD, Executive Director, 920 Peralta Street, Oakland, CA 94607 – A grant was made in the amount of \$5,000 in support of the HEARTS program for West Oakland women who are victims of domestic violence and recovering from drug addiction   | \$5,000             |
| 10/24/2011 | Incarceration       | <b>Prison University Project</b> – Jody Lewen, Executive Director, Post Office Box 492, San Quentin, CA 94964 – A grant was made in the amount of \$15,000 in general operating support of its College Program.                                                                               | \$15,000            |
| 1/3/2011   | Incarceration       | <b>Project Avary</b> - Herb Castillo, Executive Director, 385 Bel Marin Keys Boulevard, Ste. G, Novato, CA 94949 - A grant was made in the amount of \$15,000 in support of children whose parents are incarcerated.                                                                          | \$15,000            |
| 12/15/2011 | Incarceration       | <b>Project Avary</b> – Herb Castillo, Executive Director, 385 Bel Marin Keys Boulevard, Ste. G, Novato, CA 94949 – A grant was made in the amount of \$15,000 in general operating support of children whose parents are incarcerated or otherwise involved with the criminal justice system. | \$15,000            |
| 8/16/2011  | Discretionary Grant | <b>Project Open Hand</b>                                                                                                                                                                                                                                                                      | \$1,000             |
| 2/17/2011  | Legal               | <b>Public Advocates</b> – Jamiene S. Studley, Executive Director, 131 Steuart Street, Suite 300, San Francisco, CA 94105 – A core grant was made in the amount of \$27,500 (Year 1 of 3-year cycle)                                                                                           | \$27,500            |
| 12/15/2011 | Legal               | <b>Public Interest Clearinghouse dba OneJustice</b> – Julia Wilson, Executive Director, 433 California Street, Suite 815, San Francisco, CA 94104 – A grant was made in the amount of \$20,000 in support of the Justice Bus project.                                                         | \$20,000            |
| 2/17/2011  | Legal               | <b>The Public Interest Law Project</b> – Stephen Ronfeldt, Co-Director, 449 15th Street, Oakland, CA 94612 – A grant was made in the amount of \$15,000 in support of the General Assistance Safety Net Project.                                                                              | \$15,000            |
| 4/5/2011   | Legal               | <b>Rubicon Programs Inc.</b> – Jane Fischberg, Executive Director, 101 Broadway, Richmond, CA 94806 – A grant was made in the amount of \$7,500 in support of legal services to low-income individuals living with mental illness.                                                            | \$7,500             |
| 12/15/2011 | Discretionary Grant | <b>Sacramento Loaves and Fishes</b> – Mustard Seed School - \$2,500                                                                                                                                                                                                                           | \$2,500             |
| 8/16/2011  | Incarceration       | <b>The SAGE Project, Inc.</b> – Amy Rassen, Executive Director, 1275 Mission Street, San Francisco, CA 94103 – A grant was made in the amount of \$10,000 in support of the In-Custody program                                                                                                | \$10,000            |

| GRANT DATE | CATEGORY            | GRANTEE NAME, ADDRESS & PURPOSE                                                                                                                                                                                                                                                                                                                                                                                                                | GRANTS PAID IN 2011 |
|------------|---------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|
| 6/14/2011  | Legal               | <b>San Francisco Court Appointed Special Advocate Program</b> – Sally Hamlin Coates, Executive Director, 100 Bush Street, Suite 650, San Francisco, CA 94104 – A grant was made in the amount of \$12,500 in support of the Pre-Emancipation Client Youth Project                                                                                                                                                                              | \$12,500            |
| 12/15/2011 | Discretionary Grant | <b>San Francisco Food Bank</b> – Holiday Food Campaign - \$2,500                                                                                                                                                                                                                                                                                                                                                                               | \$2,500             |
| 4/5/2011   | Discretionary Grant | <b>San Francisco Suicide Prevention</b> - Eve R. Meyer, Executive Director, P. O. Box 191350, San Francisco, CA 94119-1350 - A discretionary grant was made in the amount of \$1,500.                                                                                                                                                                                                                                                          | \$1,500             |
| 12/15/2011 | Legal               | <b>San Joaquin County Child Abuse Prevention Council</b> – Lindy Turner-Hardin, Executive Director, 540 North California Street, Stockton, CA 95202-2117 – A grant was made in the amount of \$7,000 in support of their CASA program                                                                                                                                                                                                          | \$7,000             |
| 6/14/2011  | Rural               | <b>School of Performing Arts and Cultural Education (SPACE) [Fiscal name: Near &amp; Arnold School of Performing Arts &amp; Cultural Education]</b> – Laurel Near and Paulette Arnold, Co-directors, 145 E. Church Street Ukiah, CA 95482 – A grant was made in the amount of \$7,500 in general operating support.                                                                                                                            | \$7,500             |
| 6/14/2011  | Discretionary Grant | <b>Second Harvest Food Bank Santa Cruz County</b> - Food for Children program                                                                                                                                                                                                                                                                                                                                                                  | \$2,000             |
| 12/15/2011 | Legal               | <b>Senior Medi-Benefits</b> – Matthew Olesen, Executive Director, 3195 Adeline Street, Berkeley, CA 94703 – A grant was made in the amount of \$17,500 in support of legal advocacy for the aged and disabled.                                                                                                                                                                                                                                 | \$17,500            |
| 10/24/2011 | Juvenile Justice    | <b>Silicon Valley De-Bug [Fiscal sponsor: Pacific News Service]</b> – Raj Jayadev, Executive Director, 701 Lenzen Avenue, San Jose, CA 95126 – A grant was made in the amount of \$12,500 to end racist criminal justice policies.                                                                                                                                                                                                             | \$12,500            |
| 12/15/2011 | Juvenile Justice    | <b>Sonoma County Adult and Youth Development</b> – James Gattis, MA, Executive Director, P. O. Box 7078, Cotati, CA 94931 – A grant was made in the amount of \$5,000 in support of the Girls' Circle Program                                                                                                                                                                                                                                  | \$5,000             |
| 4/5/2011   | Legal               | <b>South Lake Tahoe Women's Center [Fiscal sponsor: Womenspace Unlimited South Lake Tahoe Womens Center]</b> – Leanne Wagoner, Executive Director, 2941 Lake Tahoe Blvd., South Lake Tahoe, CA 96150 – A matching grant was made in the amount of \$10,000 in support of legal services to domestic violence and sexual assault survivors. <b>NOTE: DO NOT PAY THIS GRANT UNTIL YOU RECEIVE FURTHER INSTRUCTIONS FROM KATHERINE ARMSTRONG.</b> | \$7,000             |
| 2/17/2011  | Juvenile Justice    | <b>Sunset Youth Services</b> – Dawn Stueckle, Executive Director, 3918 Judah Street, San Francisco, CA 94118 – A grant was made in the amount of \$7,500 in support of Juvenile Case Management Program                                                                                                                                                                                                                                        | \$7,500             |

| GRANT DATE | CATEGORY            | GRANTEE NAME, ADDRESS & PURPOSE                                                                                                                                                                                                                                                                                           | GRANTS PAID IN 2011 |
|------------|---------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|
| 4/5/2011   | Legal               | <b>Survivors International</b> – Erin Callahan, Executive Director, 703 Market Street, Suite 301, San Francisco, CA 94103 – A grant was made in the amount of \$7,500 in support of legal advocacy for survivors of torture and gender based violence.                                                                    | \$7,500             |
| 4/5/2011   | Legal               | <b>Swords to Plowshares Veterans Rights Organization</b> – Michael Blecker, Executive Director, 1060 Howard Street, San Francisco, CA 94103 – A grant was made in the amount of \$10,000 in support of legal services and benefits advocacy for veterans                                                                  | \$10,000            |
| 6/14/2011  | Incarceration       | <b>Transgender, Gender Variant, Intersex Justice Project</b> [Fiscal sponsor: Justice Now] – Miss Major Griffin-Gracy, Executive Director, 342 9th Street, Suite 202B, San Francisco, CA 94103 – A grant was made in the amount of \$15,000 in general operating support                                                  | \$15,000            |
| 12/15/2011 | Legal               | <b>Transgender Law Center</b> – Masen Davis, Executive Director, 870 Market Street, Room 400, San Francisco, CA 94102 – A grant was made in the amount of \$10,000 in general operating support.                                                                                                                          | \$10,000            |
| 4/5/2011   | Legal               | <b>UFW Foundation</b> – Diana Tellefson, Executive Director, 4545 E. Cesar E. Chavez Avenue, Suite 2E, Los Angeles, CA 90022 – A grant was made in the amount of \$10,000 in support of immigration legal services                                                                                                        | \$10,000            |
| 10/24/2011 | Juvenile Justice    | <b>Verity – Compassion Safety Support</b> – Christine Castillo, Executive Director, 835 Piner Road, Suite D, Santa Rosa, CA 95403 – A grant was made in the amount of \$7,500 in support of Youth Empowerment Services                                                                                                    | \$7,500             |
| 4/5/2011   | Rural               | <b>The Volunteer Center of Calaveras County</b> – Marti Crane, Executive Director, P O. Box 196, San Andreas, CA 95249 – A grant was made in the amount of \$5,000 in general operating support                                                                                                                           | \$5,000             |
| 6/14/2011  | Incarceration       | <b>Volunteer Center of Santa Cruz County</b> – Karen Delaney, Executive Director, 1740 17th Avenue, Santa Cruz, CA 95062 – A grant was made in the amount of \$10,000 in general operating support of the Friends Outside program which offers services to inmates in Santa Cruz County upon incarceration in local jails | \$10,000            |
| 2/17/2011  | Legal               | <b>Volunteer Legal Services Program</b> – Tiela Chalmers, Executive Director, 301 Battery Street, 3rd Floor, San Francisco, CA 94111 – A core grant was made in the amount of \$30,000 (Year 2 of 3-year cycle)                                                                                                           | \$30,000            |
| 6/14/2011  | Rural               | <b>The Watershed Research and Training Center</b> – Nick Goulette, Executive Director, 98 Clinic Ave., P. O. Box 356, Hayfork, CA 96041 – A grant was made in the amount of \$5,000 in support of the Indian Valley Summer Camp                                                                                           | \$5,000             |
| 8/16/2011  | Legal               | <b>The Watsonville Law Center</b> – Doris Rose Inda, Executive Director, 315 Main Street, Suite 207, Watsonville, CA 95076 – A grant was made in the amount of \$15,000 in support of the Economic Justice Project.                                                                                                       | \$15,000            |
| 12/15/2011 | Discretionary Grant | <b>Westside Church of Christ</b> – Hot meals/food pantry - \$2,500                                                                                                                                                                                                                                                        | \$2,500             |

| GRANT DATE   | CATEGORY         | GRANTEE NAME, ADDRESS & PURPOSE                                                                                                                                                                                                                                                                            | GRANTS PAID IN 2011       |
|--------------|------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------|
| 8/16/2011    | Incarceration    | <b>Women's Community Clinic [Fiscal sponsor: Tides Center]</b> – Carlina Hansen, Executive Director, 1833 Fillmore Street, 3rd Floor, San Francisco, CA 94115 – A grant was made in the amount of \$10,000 in support of the Western Addition Health Training Program and the Outreach Program.            | \$10,000                  |
| 12/15/2011   | Incarceration    | <b>The Women's Foundation of California</b> – Judy Patrick, President & CEO, 340 Pine Street, Ste. 302, San Francisco, CA 94104 – A grant was made in the amount of \$25,000 in support of Rosenberg's Reduce Women's Incarceration Project                                                                | \$25,000                  |
| 6/14/2011    | Incarceration    | <b>Yardtime Literary Program [Fiscal sponsor: Intersection for the Arts]</b> – Keith & Kent Zimmerman, Executive Directors, 3171 Monterey Blvd., Oakland, CA 94602 – A grant was made in the amount of \$5,000 for the literary arts program, Finding Your Voice on the Page, at San Quentin State Prison. | \$5,000                   |
| 12/15/2011   | Juvenile Justice | <b>Youth ALIVE!</b> – Anne Marks, Executive Director, 3300 Elm St., Oakland, CA 94609 – A grant was made in the amount of \$10,000 in support of the Caught in the Crossfire project.                                                                                                                      | \$10,000                  |
| 2/17/2011    | Juvenile Justice | <b>Youth Justice Institute</b> – Gena Castro Rodriguez, Co-Executive Director, P. O. Box 31733, San Francisco, CA 94131-0733 – A grant was made in the amount of \$20,000 in support of services for DJJ youth                                                                                             | \$20,000                  |
| 2/17/2011    | Legal            | <b>Youth Law Center</b> – Carole Shauffer, Executive Director, 200 Pine Street, Suite 300, San Francisco, CA – A core grant was made in the amount of \$20,000 (Year 1 of 3-year cycle)                                                                                                                    | \$20,000                  |
| <b>Total</b> |                  |                                                                                                                                                                                                                                                                                                            | <u><u>\$1,813,500</u></u> |