Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning JUL 1, 2011 , and ending JUN 30, 2012

Name of foundation
ARCHSTONE FOUNDATION

A Employer identification number
33-0133359

Number and street (or P O box number if mail is not delivered to street address)
401 EAST OCEAN BLVD., STE. 1000

Room/suite
1000

B Telephone number
562-590-8655

City or town, state, and ZIP code
LONG BEACH, CA 90802-4933

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 105,723,365.

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

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

Part I	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc., received			N/A	
2	Check ▶ [X] if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	748,082.	2,484,252.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	901,932.			STATEMENT 1
b	Gross sales price for all assets on line 6a 12,003,100.				
7	Capital gain net income (from Part IV, line 2)		2,926,221.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income		<143,847.>		STATEMENT 3
12	**Total.** Add lines 1 through 11	1,650,014.	5,266,626.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc.	665,617.	61,834.		634,906.
14	Other employee salaries and wages	357,110.	16,226.		351,477.
15	Pension plans, employee benefits	85,221.	6,776.		94,983.
16a	Legal fees STMT 4	45,013.	3,151.		41,222.
b	Accounting fees STMT 5	76,130.	3,011.		71,465.
c	Other professional fees STMT 6	363,696.	363,696.		0.
17	Interest		54,963.		
18	Taxes STMT 7	107,821.	525.		6,879.
19	Depreciation and depletion	2,377.	0.		
20	Occupancy	11,778.	824.		10,786.
21	Travel, conferences, and meetings	105,117.	6,391.		97,931.
22	Printing and publications	30,628.	2,144.		28,049.
23	Other expenses STMT 8	619,347.	54,541.		682,445.
24	**Total operating and administrative expenses.** Add lines 13 through 23	2,469,855.	574,082.		2,020,143.
25	Contributions, gifts, grants paid	4,172,338.			3,667,855.
26	**Total expenses and disbursements.** Add lines 24 and 25	6,642,193.	574,082.		5,687,998.
27	Subtract line 26 from line 12.				
a	Excess of revenue over expenses and disbursements	<4,992,179.>			
b	**Net investment income** (if negative, enter -0-)		4,692,544.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only.

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	369.	347.	347.
	2 Savings and temporary cash investments	851,233.	1,497,770.	1,497,770.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	148,888.	52,338.	52,338.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 10	73,614,161.	66,266,890.	66,266,890.
	c Investments - corporate bonds STMT 11	27,497,445.	26,270,611.	26,270,611.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 12	12,036,901.	11,626,625.	11,626,725.
	14 Land, buildings, and equipment: basis ▶ 157,299.			
	Less accumulated depreciation ▶ 154,296.	5,380.	3,003.	3,003.
	15 Other assets (describe ▶ DEPOSITS)	5,681.	5,681.	5,681.
	16 Total assets (to be completed by all filers)	114,160,058.	105,723,265.	105,723,365.
Liabilities	17 Accounts payable and accrued expenses	289,919.	221,461.	
	18 Grants payable	382,715.	861,698.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ DEFERRED COMP)	645,177.	527,013.	
	23 Total liabilities (add lines 17 through 22)	1,317,811.	1,610,172.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	112,842,247.	104,113,093.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	112,842,247.	104,113,093.	
	31 Total liabilities and net assets/fund balances	114,160,058.	105,723,265.	

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	112,842,247.
2 Enter amount from Part I, line 27a	2	<4,992,179.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	107,850,068.
5 Decreases not included in line 2 (itemize) ▶ NET UNREALIZED LOSS ON INVESTMENTS	5	3,736,975.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	104,113,093.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	12,003,100.		9,076,879.	2,926,221.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				2,926,221.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	2,926,221.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	6,433,360.	107,689,582.	.059740
2009	4,142,890.	97,963,199.	.042290
2008	6,673,437.	82,718,134.	.080677
2007	7,048,015.	131,291,386.	.053682
2006	6,804,552.	129,746,175.	.052445

2 Total of line 1, column (d)	2	.288834
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	.057767
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	105,087,429.
5 Multiply line 4 by line 3	5	6,070,586.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	46,925.
7 Add lines 5 and 6	7	6,117,511.
8 Enter qualifying distributions from Part XII, line 4	8	5,687,998.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	93,851.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	93,851.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	93,851.
6	Credits/Payments			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 138,524.		
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	138,524.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	44,673.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 44,673. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ WWW.ARCHSTONE.ORG

14 The books are in care of ▶ JOSEPH F. PREVRATIL Telephone no. ▶ 562-590-8655

Located at ▶ 401 E. OCEAN BLVD, SUITE 1000, LONG BEACH, CA ZIP+4 ▶ 90802

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

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

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

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

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)? ☐ 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)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

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

(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 13		665,617.	93,968.	11,325.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THOMAS BREWER 401 E. OCEAN, LONG BEACH, CA 90802	DIRECTOR OF PROGRAMS 40.00	107,053.	31,399.	4,275.
LAURA RATH 401 E. OCEAN, LONG BEACH, CA 90802	PROGRAM OFFICER 40.00	76,210.	30,065.	4,950.
ELYSE SALEND 401 E. OCEAN, LONG BEACH, CA 90802	PROGRAM OFFICER 40.00	52,115.	19,187.	4,250.
CONSUELO PENA 401 E. OCEAN, LONG BEACH, CA 90802	EXECUTIVE ASSISTAND AND BOOKKEEPER 40.00	60,291.	11,232.	2,400.
TANISHA DAVIS 401 E. OCEAN, LONG BEACH, CA 90802	PROGRAM ASSOCIATE 40.00	51,940.	7,930.	1,450.

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

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

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

Part IX-B **Summary of Program-Related Investments**

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

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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	105,662,065.
b	Average of monthly cash balances	1b	964,658.
c	Fair market value of all other assets	1c	61,022.
d	Total (add lines 1a, b, and c)	1d	106,687,745.
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	106,687,745.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,600,316.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	105,087,429.
6	**Minimum investment return.** Enter 5% of line 5	6	5,254,371.

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	5,254,371.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 93,851.		
b	Income tax for 2011. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	93,851.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,160,520.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	5,160,520.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	5,160,520.

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	5,687,998.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	5,687,998.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	5,687,998.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				5,160,520.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010 5,269,477.				
f Total of lines 3a through e	5,269,477.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 5,687,998.				
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) **	5,687,998.			
d Applied to 2011 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	5,160,520.			5,160,520.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	5,796,955.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	5,796,955.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010 108,957.				
e Excess from 2011 5,687,998.				

** SEE STATEMENT 14

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 15

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHMENT B 401 EAST OCEAN BLVD., SUITE 1000 LONG BEACH, CA 90802		SEE ATTACHMENT B	SEE ATTACHMENT B	3,667,855.
Total ▶ 3a				3,667,855.
b *Approved for future payment*				
NONE				
Total ▶ 3b				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	748,082.	
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	901,932.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,650,014.	0.

13 Total. Add line 12, columns (b), (d), and (e) ..... 13 1,650,014.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 5/13/13 Title: PRESIDENT/CEO

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DONITA M. JOSEPH	[signature]	5/2/13		P00286656

Firm's name ▶ WINDES & MCCLAUGHRY ACCT. CORP. Firm's EIN ▶ 95-3001179

Firm's address ▶ P.O. BOX 87
LONG BEACH, CA 90801-0087 Phone no. (562)435-1191

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PT - DIST - RUSSELL QUANT. (SEE FOOTNOTE)	PURCHASED	07/31/11	06/30/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,963,563.	1,793,827.	0.	0.	169,736.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PT - DIST - RUSSELL SMALL CAP (SEE FOOTNOTE)	PURCHASED	07/31/11	06/30/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
329,520.	262,770.	0.	0.	66,750.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PT - DIST - RUSSELL CORE BOND (SEE FOOTNOTE)	PURCHASED	07/31/11	06/30/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,321,398.	1,791,530.	0.	0.	529,868.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	901,932.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	363,696.	363,696.		0.
TO FORM 990-PF, PG 1, LN 16C	363,696.	363,696.		0.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	6,962.	487.		6,376.
PROPERTY TAXES	549.	38.		503.
FEDERAL EXCISE TAX	100,310.	0.		0.
TO FORM 990-PF, PG 1, LN 18	107,821.	525.		6,879.

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
POSTAGE AND SHIPPING	2,644.	177.		2,322.
EQUIPMENT RENTAL & MAINTENANCE	140,733.	7,217.		127,862.
INSURANCE	188,491.	21,205.		273,226.
OFFICE SUPPLIES EXPENSES	3,810.	261.		3,408.
COMMEMORATIVE PROGRAM EXPENSES	2,500.	175.		2,289.
CONSULTATION FEES	31,872.	0.		31,469.
ORGANIZATIONAL SUPPORT	46,950.	0.		44,450.
COMMUNICATIONS	78,444.	5,957.		77,940.
MEMBERSHIP AND DUES	32,967.	2,246.		29,800.
EDUCATION	10,406.	697.		9,125.
GRANTEE EVALUATIONS	63,588.	0.		55,943.
MISCELLANEOUS	1,207.	78.		1,013.
GRANT RELATED EXPENSES	15,735.	0.		15,463.
NONRECURRING ADMIN PROJECT	0.	0.		8,135.
RUSSELL CORE BOND	0.	1,972.		0.

TO FORM 990-PF, PG 1, LN 23	619,347.	54,541.		682,445.

FOOTNOTES STATEMENT 9

THE ARCHSTONE FOUNDATION INVESTS IN INSTITUTIONAL FUNDS STRUCTURED AS MUTUAL FUNDS, LIMITED LIABILITY CORPORATIONS (LLC) AND LIMITED PARTNERSHIPS (LLP). THE FOUNDATION HANDLES THE BOOK REPORTING IN THE SAME MANNER FOR ALL FUNDS. INTEREST AND DIVIDENDS, SALES AND DISTRIBUTIONS FROM A POSITION IN AN INSTITUTIONAL FUND ITSELF RESULTS IN REALIZED INCOME FOR BOOK PURPOSES. THIS IS NOT THE CASE FOR FUNDS ORGANIZED AS LIMITED LIABILITY COMPANIES AND LIMITED PARTNERSHIPS WHICH ARE "PASS THROUGH ENTITIES" FOR TAX PURPOSES. FOR THESE "PASS THROUGH ENTITIES" THE FOUNDATION IS REQUIRED TO REPORT AS ITS OWN TAXABLE INCOME ITS PRO RATA SHARE OF THE INCOME, EXPENSES, GAINS, AND LOSSES EARNED INSIDE THE LLPS AND LLCS. THESE ARE REPORTED TO THE FOUNDATION USING SCHEDULE K-1'S PER THE INTERNAL REVENUE SERVICE'S REQUIREMENTS. THE TAXATION OF INCOME EARNED INSIDE THE ENTITY THROUGH THE K-1 RESULTS IN AN ADJUSTMENT OF THE BASIS OF THE UNITS OWNED BY THE ORGANIZATION SO THAT THE BASIS IS EQUAL TO THE VALUE OF THOSE UNITS AND THERE IS NO INCOME TO BE RECOGNIZED WHEN A DISTRIBUTION FROM THE INSTITUTIONAL FUND ITSELF OCCURS FOR TAX PURPOSES.

THE FOUNDATION HAS DISTINGUISHED BETWEEN MUTUAL FUND (MF) TYPE INVESTMENTS AND PASS THROUGH ENTITIES (PT) FOR REPORTING DONE FOR BOOK PURPOSES (SCHEDULE 1) VS. TAX PURPOSES (PART IV OF 990PF). THE ORGANIZATION HAS ALSO DISTINGUISHED BETWEEN DISTRIBUTIONS (DIST) AND K-1 PASS THROUGH INFORMATION (K-1). THE DISTRIBUTIONS RESULT IN REALIZED GAIN/LOSS FOR BOOKS BUT ARE NOT TAXABLE WHILE GAINS AND LOSSES REPORTED ON K-1 ARE REPORTABLE FOR TAX PURPOSES BUT HAVE NOT BEEN SEPARATELY REPORTED FOR BOOKS.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT 2
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INTEREST	748,082.	0.	748,082.
TOTAL TO FM 990-PF, PART I, LN 4	748,082.	0.	748,082.

FORM 990-PF	OTHER INCOME		STATEMENT 3
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
TOTAL TO FORM 990-PF, PART I, LINE 11	0.	<143,847.>	

FORM 990-PF	LEGAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	45,013.	3,151.		41,222.
TO FM 990-PF, PG 1, LN 16A	45,013.	3,151.		41,222.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	76,130.	3,011.		71,465.
TO FORM 990-PF, PG 1, LN 16B	76,130.	3,011.		71,465.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PT - DIST - RUSSELL SHORT DURATION BOND (SEE FOOT	P	07/31/11	06/30/12
b	PT - DIST - RUSSELL GLOBAL OPP (SEE FOOTNOTE)	P	07/31/11	06/30/12
c	PT - DIST - RUSSELL LARGE CAP (SEE FOOTNOTE)	P	07/31/11	06/30/12
d	PT - DIST - RUSSELL QUANT. (SEE FOOTNOTE)	P	07/31/11	06/30/12
e	PT - DIST - RUSSELL SMALL CAP (SEE FOOTNOTE)	P	07/31/11	06/30/12
f	PT - DIST - RUSSELL CORE BOND (SEE FOOTNOTE)	P	07/31/11	06/30/12
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	5,581,061.		5,562,313.	18,748.
b	577,532.		585,327.	<7,795.>
c	1,230,026.		1,230,026.	0.
d	1,963,563.		1,963,563.	0.
e	329,520.		329,520.	0.
f	2,321,398.		2,321,398.	0.
g			<937,229.>	937,229.
h			<1,166,987.>	1,166,987.
i			<459,665.>	459,665.
j			<1,048,151.>	1,048,151.
k			696,764.	<696,764.>
l				
m				
n				
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				18,748.
b				<7,795.>
c				0.
d				0.
e				0.
f				0.
g				937,229.
h				1,166,987.
i				459,665.
j				1,048,151.
k				<696,764.>
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	2,926,221.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

123591
05-01-11

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PT - DIST - RUSSELL SHORT DURATION BOND (SEE FOOTNOTE)	PURCHASED	07/31/11	06/30/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,581,061.	5,562,313.	0.	0.	18,748.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PT - DIST - RUSSELL GLOBAL OPP (SEE FOOTNOTE)	PURCHASED	07/31/11	06/30/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
577,532.	585,327.	0.	0.	<7,795.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PT - DIST - RUSSELL LARGE CAP (SEE FOOTNOTE)	PURCHASED	07/31/11	06/30/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,230,026.	1,105,401.	0.	0.	124,625.

FORM 990-PF	CORPORATE STOCK	STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
RUSSELL LARGE CAP U.S. EQUITY FUND	10,535,584.	10,535,584.
RUSSELL QUANTITATIVE U.S. EQUITY FUND	15,800,572.	15,800,572.
RUSSELL SMALL CAP U.S. EQUITY FUND	5,287,555.	5,287,555.
RUSSELL INTERNATIONAL EQUITY FUND	14,918,335.	14,918,335.
RUSSELL GLOBAL OPPORTUNITY	5,318,142.	5,318,142.
RUSSELL GLOBAL EQUITY	9,686,410.	9,686,410.
VANGUARD MSCI EMERGING MARKETS	4,720,292.	4,720,292.
TOTAL TO FORM 990-PF, PART II, LINE 10B	66,266,890.	66,266,890.

FORM 990-PF	CORPORATE BONDS	STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
RUSSELL CORE BOND FUND	21,103,195.	21,103,195.
RUSSELL SHORT DURATION BOND	0.	0.
RUSSELL LOW DURATION BOND	5,167,416.	5,167,416.
TOTAL TO FORM 990-PF, PART II, LINE 10C	26,270,611.	26,270,611.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OW GBL LISTED PROPERTY	COST	3,546,543.	3,546,643.
OW COMMODITIES STRAT	COST	4,383,405.	4,383,405.
OW GBL INFRASTRUCTURE	COST	3,696,677.	3,696,677.
TOTAL TO FORM 990-PF, PART II, LINE 13		11,626,625.	11,626,725.

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOSEPH F. PREVRATIL 401 E. OCEAN BLVD, SUITE 1000 LONG BEACH, CA 90802	PRESIDENT/CEO 40.00	250,780.	41,110.	7,200.
MARY ELLEN KULLMAN 401 E. OCEAN BLVD, SUITE 1000 LONG BEACH, CA 90802	VICE PRESIDENT 40.00	164,337.	52,858.	4,125.
DIANA BONTA 401 E. OCEAN BLVD, SUITE 1000 LONG BEACH, CA 90802	DIRECTOR 2.00	8,500.	0.	0.
LYNN DAUCHER 401 E. OCEAN BLVD, SUITE 1000 LONG BEACH, CA 90802	DIRECTOR 2.00	34,000.	0.	0.
AMYE LEONG 401 E. OCEAN BLVD, SUITE 1000 LONG BEACH, CA 90802	DIRECTOR 2.00	34,000.	0.	0.
ROCKY SUARES 401 E. OCEAN BLVD, SUITE 1000 LONG BEACH, CA 90802	DIRECTOR 2.00	36,000.	0.	0.
ROBERT C. MAXON 401 E. OCEAN BLVD, SUITE 1000 LONG BEACH, CA 90802	CHAIRMAN 2.00	34,000.	0.	0.
RENEE B. SIMON 401 E. OCEAN BLVD, SUITE 1000 LONG BEACH, CA 90802	DIRECTOR 2.00	36,000.	0.	0.
MARK SMITH 401 E. OCEAN BLVD, SUITE 1000 LONG BEACH, CA 90802	DIRECTOR 2.00	34,000.	0.	0.
PETER SZUTU 401 E. OCEAN BLVD, SUITE 1000 LONG BEACH, CA 90802	DIRECTOR 2.00	34,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		665,617.	93,968.	11,325.

FORM 990-PF ELECTION UNDER REGULATIONS SECTION 53.4942(A)-3(D)(2) TO TREAT EXCESS QUALIFYING DISTRIBUTIONS AS DISTRIBUTIONS OUT OF CORPUS STATEMENT 14

PURSUANT TO IRC SEC. 4942(H)(2) AND REG. 53.4942(A)-3(D)(2), THE ARCHSTONE FOUNDATION HEREBY ELECTS TO TREAT CURRENT YEAR QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING TAX YEAR'S UNDISTRIBUTED INCOME AS BEING MADE OUT OF CORPUS.

SIGNED: Joseph F. Prevratil

NAME & TITLE: PRESIDENT + CEO, Joseph F. PREVRATIL

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MARY ELLEN KULLMAN, M.P.H., VICE PRESIDENT
401 EAST OCEAN BLVD., SUITE 1000
LONG BEACH, CA 90802

TELEPHONE NUMBER

(562) 590-8655

FORM AND CONTENT OF APPLICATIONS

SEE ATTACHED STATEMENT A FOR MORE INFORMATION, SEE OUR WEBSITE AT HTTP://WWW.ARCHSTONE.ORG

ANY SUBMISSION DEADLINES

SEE ATTACHED STATEMENT A FOR MORE INFORMATION, PLEASE VISIT OUR WEBSITE AT HTTP://WWW.ARCHSTONE.ORG

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE ARCHSTONE FOUNDATION IS A PRIVATE GRANTMAKING ORGANIZATION, WHOSE MISSION IS TO CONTRIBUTE TOWARDS THE PREPARATION OF SOCIETY IN MEETING THE NEEDS OF AN AGING POPULATION. SEE ATTACHED STATEMENT A FOR MORE INFORMATION, PLEASE VISIT OUR WEBSITE AT HTTP://WWW.ARCHSTONE.ORG

Archstone Foundation
FYE 6/30/12

Attachment A
Form 990 PF, PART XV, LINES 2B-2D

ARCHSTONE FOUNDATION

Grants & Projects

A Catalyst for Change

Frequently Asked Questions

How can I apply for an Archstone Grant?
To apply for a grant from the Archstone Foundation please review the Funding Priorities in the Grants & Projects section of the website. The Foundation accepts unsolicited letters of inquiry through its Responsive Grantmaking strategy and on occassion will release a competitive Request for Proposal within its targeted initiative areas

Is there a deadline to submit a proposal?
The Foundation accepts unsolicited letters of inquiry through its Responsive Grantmaking strategy on an ongoing basis. Program staff review letters of inquiry monthly. In an effort to manage the Foundation's review of letters of inquiry, proposals submitted before the **15th of a given month** will be reviewed during the following month If a letter of inquiry is a match with the Foundation's priority areas a full proposal will be requested. A timeline will be established between the organization and program staff Quarterly, the Foundation makes funding determinations There is no guarantee that proposals received prior to the quarterly meeting will be on the agenda for that corresponding meeting However, the proposal will be reviewed in the next cycle.

What kinds of budget items can be requested?
Any reasonable costs associated with conducting the project may be considered, keeping in mind the general exclusions. The Foundation also limits the amount allowable for indirect costs to a maximum of 10%

What is the typical size of a grant awarded?
There is no typical size The amount awarded varies considerably based on the size and complexity of the project.

What is the maximum number of years a grant can be awarded?
Repeat funding on any specific project is limited up to a maximum of three years

If my proposal is approved, how soon would I receive funding, and how are funds distributed?
Upon award, grant payments are issued annually in payments of 90% up front and 10% upon completion.

I run a local service program for seniors in another state, would I be eligible for funding?
Probably not, generally all direct service delivery programs are limited to Southern California

Can I make a donation to the Archstone Foundation?
No. We are an independent private foundation, with assets of over $100 million and can not accept donations. However, there are many other organizations that may match your areas of interest and can take donations Please refer to our list of grantees to find many aging-related programs Thank you for your interest.

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Archstone Foundation
FYE 6/30/12

Attachment B
Form 990 PF, PART XV, LINE 3A

Grant Number	Name of Organization	Mailing Address	Grant Purpose	Payment Date	Amount	Total Grant Amount
08-02-37	City of Hope National Medical Center	Beckman Research Institute Nursing Research and Education 1500 E. Duarte Road Duarte, CA 91010	Continuation funding to promote palliative care in California hospitals and long-term care facilities by offering six intensive courses of the End-of-Life Nursing Education Consortium (ELNEC) training.	July 11, 2011	$30,000.00	$900,000.00
11-01-03	American Society on Aging	71 Stevenson Street, Suite 1450 San Francisco, CA 94105-2938	To develop and hold a special half-day program on the Village Model at the 2011 Joint Meeting of the American Society on Aging and National Council on the Aging to be held in San Francisco, California on.	July 27, 2011	$1,500.00	$15,000.00
10-04-19	National Adult Protective Services Foundation	920 Spring Street, Suite 1200 Springfield, IL 62704	To support the annual NAPSA conference to be held in San Diego, California in November 2010.	August 12, 2011	$1,500.00	$15,000.00
08-01-02	County of Santa Clara, California	Department of Aging & Adult Services Social Services Agency 333 W. Julian Street San Jose, California 95110	To continue an elder abuse education, training, prevention, and support program entitled, Enhancing the Capacity of a Diverse Faith Community to Address Elder Abuse.	August 15, 2011	$3,960.00	$138,050.00
10-03-14	Central Coast Commission for Senior Citizens	528 South Broadway Santa Maria, California 93454	To support the Financial Abuse Specialist Team (FAST).	August 23, 2011	$1,500.00	$15,000.00
10-04-20	Gay & Lesbian Elder Housing	1602 N. Ivar Ave., Suite A Hollywood, CA 90028	To support the Comprehensive Housing Project.	August 23, 2011	$1,500.00	$15,000.00
10-04-27	Age Well Senior Services, Inc.	24300 El Toro Road, Building A, Suite 2000 Laguna Woods, CA 92637	To support the 'Case Management - Wrap Around Support for Families' project, which will provide case management to over 150 seniors and expand the service network.	August 23, 2011	$7,936.00	$79,358.00
10-04-25	Menorah Housing Foundation	10991 W. Pico Blvd. Los Angeles, CA 90064	To add a service coordinator to oversee its homeless older adult outreach efforts and to coordinate services to low-income seniors.	September 13, 2011	$6,000.00	$60,000.00
10-04-26	Orange County Human Relations Council	1300 S. Grand Ave., Bldg B Santa Ana, CA 92705	To provide the required matching funds for Communities For All Ages (CFAA), an initiative that seeks to empower senior residents to become engaged in creating a safer, more inclusive and healthier community.	September 13, 2011	$4,000.00	$40,000.00
10-04-28	Jewish Family and Children's Service	Long Beach / West O.C. 3801 East Willow Street, Suite 219 Long Beach, CA 90815	To improve the quality of life for seniors who live in the Greater Long Beach area through the Seniors in Action Program.	September 13, 2011	$9,887.00	$98,870.00
10-04-34	Family Service Agency of Santa Barbara	123 West Gutierrez Street Santa Barbara, CA 93101	To support the Senior Mental Health Program, which will provide clinical therapy and case management to 135 unduplicated older adults.	September 13, 2011	$3,500.00	$35,000.00
10-04-23	OPICA Adult Day Care Center, Inc.	11759 Missouri Ave. Los Angeles, CA 90025	To establish a community partnership that will support and enhance integration of services to increase quality of life of adult day service center participants aged 65 and older and help enable them to continue to live independently in their community.	September 19, 2011	$10,000.00	$100,000.00
10-04-30	ElderHelp of San Diego	4069 30th Street San Diego, CA 92104	To support the expansion of the Concierge Club's Preferred Provider Network.	September 19, 2011	$7,497.00	$74,965.00

Grant Number	Name of Organization	Mailing Address	Grant Purpose	Payment Date	Amount	Total Grant Amount
10-04-33	WISE & Healthy Aging	1527 Fourth Street, 2nd Floor Santa Monica, CA 90401	To support the expansion of WISE Connections.	September 19, 2011	$7,500.00	$75,000.00
08-01-11	Keck School of Medicine	University of Southern California 1975 Zonal Ave , KAM 304 Los Angeles, CA 90033	To continue the Los Angeles County Elder Abuse Forensic Center.	September 19, 2011	$18,484.00	$400,000.00
12-01-12	Jewish Federation of Greater Santa Barbara	524 Chapala Street Santa Barbara, CA 93101	To support the expansion of a grassroots village model serving Santa Barbara, CA	September 21, 2011	$47,250.00	$98,700.00
12-01-04	Menorah Housing Foundation	10991 W. Pico Blvd. Los Angeles, CA 90064	To provide continuation support for homeless outreach and affordable housing services to low-income seniors.	September 22, 2011	$54,000.00	$60,000.00
12-01-01	Alliance for Living and Dying Well	2040 Alameda Padre Serra Suite 110 Santa Barbara, CA 93103	To support advance health care planning to Hispanic seniors and their families.	September 22, 2011	$64,647.00	$71,830.00
12-01-05	Saint Mary Medical Center Foundation	1050 Linden Avenue Long Beach, CA 90813	To provide continuation support of the Senior Connections program	September 22, 2011	$67,500 00	$75,000.00
12-01-11	San Francisco Village	3575 Geary Boulevard San Francisco, CA 94118	To support the expansion of a hub and spoke village model serving the City of San Francisco, CA.	September 22, 2011	$45,990.00	$100,000.00
12-01-14	WISE & Healthy Aging	1527 Fourth Street, 2nd Floor Santa Monica, CA 90401	To support the expansion of a hub and spoke village model serving west Los Angeles.	September 22, 2011	$45,000 00	$100,000.00
12-01-02	Hospice of Santa Barbara	2050 Alameda Padre Serra, #100 Santa Barbara, CA 93103	To support and establish a community-based spiritual care program.	September 22, 2011	$29,700.00	$33,000.00
12-01-03	Jewish Family and Children's Service	Long Beach / West O.C. 3801 East Willow Street, Suite 219 Long Beach, CA 90815	To provide continuation support of the active adult community connection project.	September 28, 2011	$88,983.00	$98,870.00
12-01-06	NCB Capital Impact	2011 Crystal Drive, Suite 800 Arlington, VA 22202	To support the provision of technical assistance to Foundation sponsored village projects and foster a learning community through hosting of convening meetings.	September 28, 2011	$103,460.00	$229,910.00
12-01-13	Pomona Valley Community Services	141 South Spring Street Claremont, CA 91711	To support the launch of a hub and spoke village model serving the eastern part of Los Angeles County and western part of San Bernardino County.	September 28, 2011	$45,000.00	$100,000.00
12-01-08	Plumas Rural Services	586 Jackson Street Quincy, CA 95971	To support the development of a hybrid village model that expands upon an exisiting time bank and launch of two villages in Plumas County.	September 28, 2011	$38,224.00	$100,000.00
12-01-09	Ashby Village	2330 Durant Avenue Berkeley, CA 94704	To support the expansion of a grassroots village model serving the greater Berkeley, CA area.	September 28, 2011	$34,668.00	$100,000.00
12-01-10	Avenidas	450 Bryant Street Palo Alto, CA 94301	To support expansion of a grassroots village serving the greater Palo Alto, CA area.	September 28, 2011	$30,218.00	$100,000.00
12-01-07	University of California, Berkeley	336 Sproul Hall Berkeley, CA 94720	To support the external evaluation of the Foundation funded Expansion of the Village Movement initiative	September 28, 2011	$80,676.00	$235,372.00

Grant Number	Name of Organization	Mailing Address	Grant Purpose	Payment Date	Amount	Total Grant Amount
12-01-16	Tierrasanta Village of San Diego	P.O. Box 420326 (mailing address) 10615 D Tierrasanta Blvd San Diego, CA 92142-0326	To support the expansion of a time banking village model in the community of Tierrasanta located in San Diego County, CA.	September 28, 2011	$53,802.00	$100,000.00
12-01-15	Community SeniorServ, Inc.	1200 N Knollwood Circle Anaheim, CA 92801	To support the launch of a hub and spoke village model serving Orange County.	September 28, 2011	$47,455.00	$52,727.00
11-01-08	City of Hope National Medical Center	Beckman Research Institute Nursing Research and Education 1500 E. Duarte Road Duarte, CA 91010	To change the culture of spiritual care at City of Hope	October 7, 2011	$90,000.00	$200,000.00
11-01-09	Palomar Pomerado North County Health Development, Inc.	456 East Grand Avenue Escondido, CA 92025	To improve the quality of spiritual care provided by the transdisciplinary team to the critically ill patients in the Medical Surgical Intensive Care Units (MSICUs) at Palomar Medical Center (PMC).	October 7, 2011	$90,000.00	$200,000.00
11-01-13	University of California, Los Angeles	UCLA/Office of Contract and Grant Administration 10920 Wilshire Blvd , Suite 107 Los Angeles, CA 90024-1406	To support the Improving the Quality of Spiritual Care project.	October 7, 2011	$90,000.00	$200,000.00
11-01-12	Saint Joseph Hospital of Orange	1100 West Stewart Drive PO Box 5600 Orange, CA 92613-5600	To improve the quality of spiritual care and to better integrate it into its growing palliative care program.	October 7, 2011	$90,000.00	$200,000.00
11-01-10	Scripps Health	4077 Fifth Ave. San Diego, CA 92103	To support the Spiritual Care Enhancement Project.	October 7, 2011	$90,000.00	$200,000.00
11-01-06	Brentwood Biomedical Research Institute	VA Greater Los Angeles Healthcare System PO Box 25027 Los Angeles, CA 90025	To improve spiritual care provided by the palliative care service.	October 7, 2011	$90,000.00	$200,000.00
11-01-14	Keck School of Medicine	University of Southern California 1975 Zonal Ave , KAM 304 Los Angeles, CA 90033	To support the By Your Side project.	October 7, 2011	$90,000.00	$200,000.00
11-01-07	Cedars-Sinai Medical Center	Sepulveda Research and Funds Administration 8727 W. 3rd Street, Metro 203 Los Angeles, CA 90048	To support the Spiritual Care Integration Project for Palliative Care Patients and Families (SCIP-PC).	October 7, 2011	$90,000.00	$200,000.00
10-04-24	Alzheimer's Association, California Southland Chapter	5900 Wilshire Boulevard, Suite 1100 Los Angeles, CA 90036	To build upon and expand the Asian and Pacific Islander Dementia Care Network: A Coordinated System of Care for At-risk Elders, a three year grant from the Weinberg Foundation.	October 7, 2011	$9,970.00	$99,695.00
08-02-35	Judicial Council of California Administrative Office of the Courts	455 Golden Gate Avenue Sixth Floor San Francisco, CA 94102-3688	To implement the Effective Court Practice for Abused Elders program.	October 9, 2011	$6,584.00	$210,986.00
11-01-05	Jewish Family Service of Palm Springs and Desert Area	801 East Tahquitz Canyon Way, Suite 202 Palm Springs, CA 92262	To support the Solutions for Seniors Program.	October 9, 2011	$1,500.00	$15,000.00

Grant Number	Name of Organization	Mailing Address	Grant Purpose	Payment Date	Amount	Total Grant Amount
11-01-04	HELP of Ojai	111 W Santa Ana Ojai, CA 93023	To support the Senior Services Program.	October 9, 2011	$1,500.00	$15,000.00
10-04-29	Saint Mary Medical Center Foundation	1050 Linden Avenue Long Beach, CA 90813	To support the Senior Connections Program.	October 17, 2011	$7,500.00	$75,000.00
11-01-01	Health Research and Educational Trust	155 North Wacker, Suite 400, 4th Floor Chicago, IL 60606	To support the FY 2011 Circle of Life Awards, an annual awards program to recognize hospices, hospitals, and long-term care facilities for innovations in palliative and end-of-life care.	October 17, 2011	$1,500.00	$15,000.00
12-02-18	Sepulveda Research Corporation	Geriatric Research, Education and Clinical Center 16111 Plummer St. (111) Bldg. 200, Rm. 3424 North Hills, CA 91343	To host the 2012 Hospice and Palliative Care Conference.	October 17, 2011	$13,500.00	$15,000.00
11-01-02	Alzheimer's Family Services Center	9451 Indianapolis Ave. Huntington Beach, CA 92646	To support the JumpStart program	October 19, 2011	$1,000.00	$10,000.00
11-01-11	St. Johns Healthcare Foundation	1600 N. Rose Ave Oxnard, CA 93030	To improve the experience of palliative care patients and families through use of a full time, board certified chaplain who is specialized in end of life care.	October 21, 2011	$90,000.00	$200,000 00
11-02-17	Sepulveda Research Corporation	Geriatric Research, Education and Clinical Center 16111 Plummer St. (111) Bldg. 200, Rm. 3424 North Hills, CA 91343	To host the 19th Annual Hospice and Palliative Care Conference.	December 5, 2011	$1,500.00	$15,000.00
12-02-17	Health Research and Educational Trust	155 North Wacker, Suite 400, 4th Floor Chicago, IL 60606	To support the 2012 Circle of Life Awards, an annual awards program to recognize hospices, hospitals, and long-term care facilities for innovations in palliative and end-of-life care.	December 7, 2011	$13,500.00	$15,000 00
12-02-20	Society for Women's Health Research	1025 Connecticut Avenue NW, Suite 701 Washington, DC 20036	To support a congressional staff briefing on Alzheimer's disease and women.	December 7, 2011	$4,500.00	$5,000.00
10-04-22	Friendship Adult Day Care Center	89 Eucalyptus Lane Santa Barbara, CA 93108-2901	To support expansion of adult day services to a second site in Santa Barbara County to enable older adults to live at home and age-in-place and in-community.	December 7, 2011	$6,419.00	$64,185.00
07-01-03	San Diego Hospice and The Institute for Palliative Medicine	4311 Third Avenue San Diego, California 92103	To develop and implement a palliative care training, mentorship and technical assistance program for long-term care facilities in the State of California.	December 7, 2011	$17,500.00	$550,000.00
11-02-24	Keck School of Medicine	University of Southern California 1975 Zonal Ave., KAM 304 Los Angeles, CA 90033	To support the continuation of the Los Angeles County Elder Abuse Forensic Center and a multisite evaluation of the Forensic Center model.	December 7, 2011	$162,452.00	$350,000.00

Grant Number	Name of Organization	Mailing Address	Grant Purpose	Payment Date	Amount	Total Grant Amount
11-02-22	Institute on Aging	3575 Geary Boulevard San Francisco, CA 94118-3347	To support the continuation of the San Francisco Elder Abuse Forensic Center.	December 7, 2011	$67,500.00	$150,000.00
11-02-21	Center for Community Solutions	4508 Mission Bay Drive San Diego, CA 92109	To support the continuation of the San Diego Help and Outreach to Protect the Elderly (HOPE) Team Elder Abuse and Neglect Forensic Center.	December 7, 2011	$67,500.00	$150,000.00
10-04-31	Jewish Federation of Greater Santa Barbara	524 Chapala Street Santa Barbara, CA 93101	To assist with start-up costs of the Santa Barbara Village.	December 8, 2011	$7,425.00	$74,250.00
11-01-08	City of Hope National Medical Center	Beckman Research Institute Nursing Research and Education 1500 E. Duarte Road Duarte, CA 91010	To change the culture of spiritual care at City of Hope	December 14, 2011	$10,000 00	$200,000.00
11-01-13	University of California, Los Angeles	UCLA/Office of Contract and Grant Administration 10920 Wilshire Blvd., Suite 107 Los Angeles, CA 90024-1406	To support the Improving the Quality of Spiritual Care project.	December 14, 2011	$10,000.00	$200,000.00
11-01-07	Cedars-Sinai Medical Center	Sepulveda Research and Funds Administration 8727 W. 3rd Street, Metro 203 Los Angeles, CA 90048	To support the Spiritual Care Integration Project for Palliative Care Patients and Families (SCIP-PC)	December 14, 2011	$10,000 00	$200,000 00
11-01-11	St. Johns Healthcare Foundation	1600 N. Rose Ave Oxnard, CA 93030	To improve the experience of palliative care patients and families through use of a full time, board certified chaplain who is specialized in end of life care.	December 14, 2011	$10,000.00	$200,000.00
11-01-10	Scripps Health	4077 Fifth Ave. San Diego, CA 92103	To support the Spiritual Care Enhancement Project	December 14, 2011	$10,000.00	$200,000.00
11-01-06	Brentwood Biomedical Research Institute	VA Greater Los Angeles Healthcare System PO Box 25027 Los Angeles, CA 90025	To improve spiritual care provided by the palliative care service.	December 14, 2011	$10,000.00	$200,000 00
11-01-12	Saint Joseph Hospital of Orange	1100 West Stewart Drive, PO Box 5600 Orange, CA 92613-5600	To improve the quality of spiritual care and to better integrate it into its growing palliative care program.	December 14, 2011	$10,000.00	$200,000.00
11-01-14	Keck School of Medicine	University of Southern California 1975 Zonal Ave., KAM 304 Los Angeles, CA 90033	To support the By Your Side project.	December 14, 2011	$10,000.00	$200,000.00
11-01-09	Palomar Pomerado North County Health Development, Inc.	456 East Grand Avenue Escondido, CA 92025	To improve the quality of spiritual care provided by the transdisciplinary team to the critically ill patients in the Medical Surgical Intensive Care Units (MSICUs) at Palomar Medical Center (PMC).	December 14, 2011	$10,000.00	$200,000.00
11-02-23	University of California, Irvine	Office of Research Administration 300 University Tower 4199 Campus Drive, Suite 300 (92612-7600 express mail only) Irvine, CA 92697-7600	To continue to support the Center of Excellence in Elder Abuse and Neglect and to continue to provide technical assistance to develop other elder abuse and neglect projects in the state of California.	December 14, 2011	$156,640.00	$350,000.00

Grant Number	Name of Organization	Mailing Address	Grant Purpose	Payment Date	Amount	Total Grant Amount
11-02-18	University of Southern California	Andrus Gerontology Center 3715 McClintock Avenue Los Angeles, CA 90089-0191	To support the continuation of the Fall Prevention Center of Excellence and to expand its efforts in reducing fall risks among older adults.	December 14, 2011	$410,250 00	$483,333.00
11-02-19	California State University, Fullerton	Center for Successful Aging P.O. Box 6850 Fullerton, CA 92834-6850	To support the continuation of the Fall Prevention Center of Excellence and to expand its efforts in reducing fall risks among older adults.	December 14, 2011	$97,638.00	$216,667.00
10-04-32	Westchester Playa Village	8939 South Sepulveda Boulevard Los Angeles, CA 90045	To support the Westchester Playa Community Networks Initiative.	December 14, 2011	$7,500.00	$75,000.00
09-01-04	Mount Sinai School of Medicine	One Gustave Levy Place, Box 1075 New York, NY 10029	To develop a national benchmarking tool that will identify factors contributing to successful hospital-based palliative care programs.	December 20, 2011	$1,500.00	$45,000.00
11-02-20	University of California, Los Angeles	UCLA/Office of Contract and Grant Administration 10920 Wilshire Blvd , Suite 107 Los Angeles, CA 90024-1406	To include falls questions that were collected in 2003 and the 2007 CHIS and repeat them in 2011.	January 10, 2012	$54,668.00	$125,000.00
12-02-23	University of California, San Francisco	Office of Sponsored Research 3333 California St., Suite 315 San Francisco, CA 94143-0962	To establish the Palliative Care Quality Network (PCQN).	January 10, 2012	$134,581.00	$299,700.00
12-02-22	StoryCorps, Inc.	80 Hanson Place, Floor2 Brooklyn, NY 11217	To support Legacy, launched in 2010 to allow people with life-threatening conditions the opportunity to reminisce and tell their stories.	January 10, 2012	$54,000.00	$60,000.00
12-02-24	Downtown Women's Center	442 South San Pedro Street Los Angeles, CA 90013	To support the provision of health services to elderly, homeless women on Skid Row.	January 26, 2012	$22,500.00	$25,000.00
12-02-19	The Gerontological Society of America	1220 L Street, NW, Suite 901 Washington, DC 20005-4018	To support the Senate Special Committee on Aging 50th Anniversary project	Febraury 1, 2012	$4,500.00	$5,000.00
12-02-21	City of Hope National Medical Center	Beckman Research Institute Nursing Research and Education 1500 E. Duarte Road Duarte, CA 91010	To provide web-based ELNEC training for two years to nursing staff working in sixteen California public hospitals.	Febraury 1, 2012	$48,787.00	$54,208.00
12-02-19	The Gerontological Society of America	1220 L Street, NW, Suite 901 Washington, DC 20005-4018	To support the Senate Special Committee on Aging 50th Anniversary project.	February 22, 2012	$500.00	$5,000.00
12-03-25	Community Health Improvement Partners	9370 Chesapeake Drive, Suite 220 San Diego, California 92123	To support Decoding the Doc, a mental health literacy community engagement program for seniors.	March 9, 2012	$13,500.00	$15,000.00
11-02-21	Center for Community Solutions	4508 Mission Bay Drive San Diego, CA 92109	To support the continuation of the San Diego Help and Outreach to Protect the Elderly (HOPE) Team Elder Abuse and Neglect Forensic Center.	March 9, 2012	$7,500.00	$150,000.00
08-01-05	Area Agency on Aging Serving Napa and Solano	601 Sacramento Street, Suite 1400 PO Box 3069 Vallejo, California 94590	To continue operations of the Fiduciary Abuse Specialist Team (FAST) in Solano County.	March 9, 2012	$2,500.00	$75,000.00
11-02-24	Keck School of Medicine	University of Southern California 1975 Zonal Ave., KAM 304 Los Angeles, CA 90033	To support the continuation of the Los Angeles County Elder Abuse Forensic Center and a multisite evaluation of the Forensic Center model.	March 9, 2012	$16,950.00	$350,000.00

Grant Number	Name of Organization	Mailing Address	Grant Purpose	Payment Date	Amount	Total Grant Amount
11-01-15	American Bar Association on Law and Aging	740 15th Street, N.W. 8th Floor Washington, DC 20005-1022	To create a Web-based universal health care power of attorney form, legally valid in every state.	March 9, 2012	$5,750 00	$57,500.00
11-02-22	Institute on Aging	3575 Geary Boulevard San Francisco, CA 94118-3347	To support the continuation of the San Francisco Elder Abuse Forensic Center.	March 9, 2012	$7,500.00	$150,000.00
08-01-08	Institute on Aging	3575 Geary Boulevard San Francisco, CA 94118-3347	To establish an Elder Abuse Forensic Center in San Francisco.	March 20, 2012	$13,253.00	$400,000.00
11-02-20	University of California, Los Angeles	UCLA/Office of Contract and Grant Administration 10920 Wilshire Blvd., Suite 107 Los Angeles, CA 90024-1406	To include falls questions that were collected in 2003 and the 2007 CHIS and repeat them in 2011	March 20, 2012	$6,426.00	$125,000.00
08-01-09	San Diego County District Attorney's Office	330 West Broadway, Suite 1300 San Diego, CA 92101	To continue the Help and Outreach to Protect the Elderly (HOPE) team project at the Family Justice Center	March 20, 2012	$25,060.00	$400,000.00
07-02-09	University of Southern California	Andrus Gerontology Center 3715 McClintock Avenue Los Angeles, CA 90089-0191	To support six community-based organizations in Orange and Los Angeles Counties in developing, operating and evaluating senior center-based model fall prevention projects.	March 20, 2012	$10,023.00	$605,070.00
05-01-10	Sepulveda Research Corporation	Geriatric Research, Education and Clinical Center 16111 Plummer St. (111) Bldg. 200, Rm. 3424 North Hills, CA 91343	To support the development of a Fall Prevention Center of Excellence.	March 20, 2012	$15,325 00	$1,033,350.00
11-02-18	University of Southern California	Andrus Gerontology Center 3715 McClintock Avenue Los Angeles, CA 90089-0191	To support the continuation of the Fall Prevention Center of Excellence and to expand its efforts in reducing fall risks among older adults.	March 20, 2012	$2,750.00	$483,333.00
11-02-19	California State University, Fullerton	Center for Successful Aging P.O. Box 6850 Fullerton, CA 92834-6850	To support the continuation of the Fall Prevention Center of Excellence and to expand its efforts in reducing fall risks among older adults	March 20, 2012	$10,818.00	$216,667.00
05-01-12	University of California, Los Angeles	UCLA/Office of Contract and Grant Administration 10920 Wilshire Blvd., Suite 107 Los Angeles, CA 90024-1406	To support the development of a Fall Prevention Center of Excellence	March 20, 2012	$7,130.00	$351,361.00
10-03-16	City of Hope National Medical Center	Beckman Research Institute Nursing Research and Education 1500 E. Duarte Road Duarte, CA 91010	To facilitate convenings, technical assistance, and mentoring of the Spirituality Demonstration Care Projects, a phase of the End-of-Life Initiative, in partnership with George Washington University's Institute on Spirituality and Health (GWish).	March 20, 2012	$65,682.00	$375,000.00
11-01-16	California Dental Association Foundation	1201 K Street, Suite 1511 Sacramento, CA 95814	To support the Senior Oral Health Training in Long-Term Care Facilities project.	March 20, 2012	$5,142.00	$51,425.00
12-03-27	Acacia Adult Day Health Services	11391 Acacia Parkway Garden Grove, CA 92840	To provide a basic Wellness Program as a bridge for individuals who need basic healthcare services.	April 3, 2012	$45,000.00	$50,000.00
12-03-28	Coalition for Compassionate Care of California	1331 Garden Highway, Suite 100 Sacramento, CA 95833	To determine the most effective way to educate nursing home staff by administering and comparing three training modalities	April 27, 2012	$78,466.00	$107,925.00

Grant Number	Name of Organization	Mailing Address	Grant Purpose	Payment Date	Amount	Total Grant Amount
11-03-27	The Saban Free Clinic	8405 Beverly Blvd Los Angeles, CA 90048	To support dental and case management services for low-income seniors.	May 2, 2012	$1,500.00	$15,000.00
12-02-20	Society for Women's Health Research	1025 Connecticut Avenue NW, Suite 701 Washington, DC 20036	To support a congressional staff briefing on Alzheimer's disease and women.	May 3, 2012	$500.00	$5,000.00
10-03-16	City of Hope National Medical Center	Beckman Research Institute Nursing Research and Education 1500 E. Duarte Road Duarte, CA 91010	To facilitate convenings, technical assistance, and mentoring of the Spirituality Demonstration Care Projects, a phase of the End-of-Life Initiative, in partnership with George Washington University's Institute on Spirituality and Health (GWish)	June 11, 2012	$15,334.00	$375,000 00
12-04-29	University of California, Los Angeles	UCLA/Office of Contract and Grant Administration 10920 Wilshire Blvd., Suite 107 Los Angeles, CA 90024-1406	To organize a collaboration of experts to promote public policy specifically on non-pharmacologic dementia interventions for both paid and unpaid caregivers.	June 26, 2012	$13,495.00	$14,995.00
12-04-30	Alternative Living for the Aging	Affordable Living for the Aging 2029 Century Park East, Suite 4393 Los Angeles, CA 90067	To support the 2012 Shared Housing Initiative that involves implementing a comprehensive plan to strengthen shared housing as a strategy for increasing communities' capacity to support seniors aging in place.	June 26, 2012	$22,500.00	$25,000.00
				FY 2012 Grants Paid:	$3,667,855.00	

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

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

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

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

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

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

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

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. ARCHSTONE FOUNDATION	Employer identification number (EIN) or [X] 33-0133359
	Number, street, and room or suite no. If a P.O. box, see instructions. 401 EAST OCEAN BLVD., STE. 1000, NO. 1000	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LONG BEACH, CA 90802-4933	

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

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

- The books are in the care of ▶ JOSEPH F. PREVRATIL 401 E. OCEAN BLVD, SUITE 1000 - LONG BEACH, CA 90802
  Telephone No. ▶ 562-590-8655 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 FEBRUARY 15, 2013 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [ ] calendar year ______ or
▶ [X] tax year beginning JUL 1, 2011 , and ending JUN 30, 2012 .

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 138,524.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
File by the due date for filing your return. See instructions.	ARCHSTONE FOUNDATION	[X] 33-0133359
	Number, street, and room or suite no. If a P.O. box, see instructions. 401 EAST OCEAN BLVD., STE. 1000, NO. 1000	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LONG BEACH, CA 90802-4933	

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

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

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

- The books are in the care of ▶ JOSEPH F. PREVRATIL 401 E. OCEAN BLVD, SUITE 1000 - LONG BEACH, CA 90802

Telephone No. ▶ 562-590-8655 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 MAY 15, 2013.

5 For calendar year ______, or other tax year beginning JUL 1, 2011, and ending JUN 30, 2012.

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

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION 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	$ 0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 138,524.
c	Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

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

Signature ▶ [signature], CPA Title ▶ CPA Date ▶ 1/31/13

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