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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.

2011

For calendar year 2011 or tax year beginning

JUL 1, 2011

, and ending

JUN 30, 2012

Name of foundation

Making Waves Foundation, Inc.

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

3045 Research Drive

A Employer identification number

68-0204312

City or town, state, and ZIP code

Richmond, CA 94806

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 **► \$ 44,896,408.** (Part I, column (d) must be on cash basis ) J Accounting method:  Cash  Accrual  
 (from Part II, col. (c), line 16)  Other (specify) \_\_\_\_\_

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)
1 Contributions, gifts, grants, etc., received		24,212,890.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments					
3 Dividends and interest from securities		397.	397.	397.	Statement 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		6,047,093.			
b Gross sales price for all assets on line 6a		7,246,114.			
7 Capital gain net income (from Part IV, line 2)			6,047,093.		
8 Net short-term capital gain				6,047,093.	
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		475,000.	0.	475,000.	Statement 2
12 Total. Add lines 1 through 11		30,735,380.	6,047,490.	6,522,490.	
13 Compensation of officers, directors, trustees, etc		188,577.	0.	0.	0.
14 Other employee salaries and wages		1,092,155.	0.	0.	1,092,155.
15 Pension plans, employee benefits		398,569.	0.	0.	398,569.
16a Legal fees					
b Accounting fees	Stmt 3	10,500.	0.	0.	10,500.
c Other professional fees	Stmt 4	1,921,857.	0.	0.	1,921,857.
17 Interest		169,754.	0.	0.	169,754.
18 Taxes					
19 Depreciation and depletion		390,236.	0.	390,236.	
20 Occupancy		344,623.	0.	0.	344,623.
21 Travel, conferences, and meetings		20,646.	0.	0.	20,646.
22 Printing and publications					
23 Other expenses	Stmt 5	8,358,482.	0.	0.	658,482.
24 Total operating and administrative expenses. Add lines 13 through 23	IRS 90	12,895,399.	0.	390,236.	4,616,586.
25 Contributions, gifts, grants paid		0.			0.
26 Total expenses and disbursements. Add lines 24 and 25		12,895,399.	0.	390,236.	4,616,586.
27 Subtract line 26 from line 12:		17,839,981.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			6,047,490.		
c Adjusted net income (if negative, enter -0-)				6,132,254.	

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
	1 Cash - non-interest-bearing		848,066.	11,725,423.	11,725,423.
	2 Savings and temporary cash investments				
	3 Accounts receivable ► 10,770.				
	Less: allowance for doubtful accounts ►			10,770.	10,770.
	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		65,920.	90,740.	90,740.
	10a Investments - U.S. and state government obligations Stmt 6				
	b Investments - corporate stock		131.	5,647.	5,647.
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other				
	14 Land, buildings, and equipment basis ► 26,667,797.				
	Less accumulated depreciation Stmt 7 ► 1,356,952.		17,051,229.	25,310,845.	33,060,000.
	15 Other assets (describe ► DEPOSITS )		7,100.	3,828.	3,828.
	16 Total assets (to be completed by all filers)		17,972,446.	37,147,253.	44,896,408.
	17 Accounts payable and accrued expenses		229,237.	1,729,022.	
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable		9,197,035.	9,084,486.	
	22 Other liabilities (describe ► ACCRUED LIABILITY )		52,410.	0.	
	23 Total liabilities (add lines 17 through 22)		9,478,682.	10,813,508.	
	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted		8,493,764.	26,163,879.	
	25 Temporarily restricted			169,866.	
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> 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		8,493,764.	26,333,745.	
	31 Total liabilities and net assets/fund balances		17,972,446.	37,147,253.	

## 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	8,493,764.
2 Enter amount from Part I, line 27a	2	17,839,981.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	26,333,745.
5 Decreases not included in line 2 (itemize) ►	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	26,333,745.

**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.)
<b>a</b> 66,500 SHARES CROWN CASTLE			D	12/28/11	03/16/12
<b>b</b> 76,000 SHARES LIBERTY GLOBAL			D	12/21/11	12/31/11
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b> 3,589,670.		223,987.	3,365,683.		
<b>b</b> 3,656,444.		975,034.	2,681,410.		
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
<b>a</b>			3,365,683.		
<b>b</b>			2,681,410.		
<b>c</b>					
<b>d</b>					
<b>e</b>					
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	6,047,093.	
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	If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	6,047,093.	

**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	5,365,345.	944,403.	5.681203
2009	3,806,107.	464,986.	8.185423
2008	436,469.	6,655,415.	.065581
2007	269,268.	7,058,222.	.038150
2006	508,405.	6,983,465.	.072801

2 Total of line 1, column (d)

2 14.043158

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 2.808632

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5

4 10,064,576.

5 Multiply line 4 by line 3

5 28,267,690.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 60,475.

7 Add lines 5 and 6

7 28,328,165.

8 Enter qualifying distributions from Part XII, line 4

8 4,616,586.

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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2011 estimated tax payments and 2010 overpayment credited to 2011

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here  if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ►

Refunded ►

11

6a
6b
6c
6d

7	0.
8	2,728.
9	123,678.
10	

**Part VII-A Statements Regarding Activities**

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?

Yes	No
1a	X
1b	X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?

1c	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?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

0.
----

(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?

2	X
---	---

*If "Yes," attach a detailed description of the activities*3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*

3	X
---	---

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a	X
----	---

b If "Yes," has it filed a tax return on Form 990-T for this year?

4b	
----	--

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5	X
---	---

*If "Yes," attach the statement required by General Instruction T*

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

6	X
---	---

● 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?

7	X
---	---

7 Did the foundation have at least \$5,000 in assets at any time during the year?

8b	X
----	---

*If "Yes," complete Part II, col. (c), and Part XV.*

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

9	X
---	---

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

10	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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses Stmt 8

**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? Website address ► **WWW.MAKING-WAVES.ORG** 13  **X**

14 The books are in care of ► **The Organization** Telephone no. ► **510-262-1551**  
Located at ► **3045 Research Drive, Richmond, CA** ZIP+4 ► **94806**

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

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? 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.

	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>			
(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)? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>			
(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.) <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>			
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)? Organizations relying on a current notice regarding disaster assistance check here <span style="float: right;">N/A ► <input type="checkbox"/></span>			
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? <span style="float: right;">1c <input type="checkbox"/> <b>X</b></span>			
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? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>			
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.) <span style="float: right;">N/A</span>			
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? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>			
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.) <span style="float: right;">3b <input type="checkbox"/> <b>X</b></span>			
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <span style="float: right;">4a <input type="checkbox"/> <b>X</b></span>			
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? <span style="float: right;">4b <input type="checkbox"/> <b>X</b></span>			

**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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (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 Yes  No Yes  No Yes  No 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)?

►  Organizations relying on a current notice regarding disaster assistance check here5b 

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

 Yes  No

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

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

 Yes  No

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

6b 

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 9		188,577.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SHERRY SMITH 200 24TH STREET, RICHMOND, CA 94804	OPERATIONS DIR. 40.00	138,000.	0.	0.
BRIDGET ANDERSON 200 24TH STREET, RICHMOND, CA 94804	DEVELOPMENT DIR. 40.00	129,341.	0.	0.
JANICE MALDONADO 200 24TH STREET, RICHMOND, CA 94804	EXEC. ASSISTANT 40.00	99,692.	0.	0.

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

► 0

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**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
RT FISHER 520 3RD STREET, STE 109, OAKLAND, CA 94607	CURR. & INTERVENTION	878,374.
FRUGE PSYCHOLOGICAL ASSOCIATES 1970 BROADWAY, STE. 660, OAKLAND, CA 324093	MENTAL HEALTH SERVICES	324,093.
PACHECO'S CLEANING SERVICES 2000 22ND STREET, SAN PABLO, CA 94806	JANITORIAL SERVICES	188,655.
ANTON JUNGHERR 121 ASH COURT, HERCULES, CA 140203	BUSINESS MANAGER	140,203.

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.

1 ACADEMIC COACHING, TRAINING IN PERSONAL DEVELOPMENT, PROVIDING NEW RECREATIONAL AND CULTURE DEVELOPMENT AND CAREER OPPORTUNITY EXPOSURE.	2,291,684.
2 DEVELOPMENT AND NON-CLASSROOM EXPENDITURES	2,903,527.
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	
3	
Total. Add lines 1 through 3 ►	0.

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 3,634,774.
b	Average of monthly cash balances	1b 6,583,070.
c	Fair market value of all other assets	1c
d	<b>Total</b> (add lines 1a, b, and c)	1d 10,217,844.
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 10,217,844.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 153,268.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5 10,064,576.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6 503,229.

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

**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 4,616,586.	
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 4,616,586.	
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	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6 4,616,586.	

**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)

N/A

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

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

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 ►

4942(j)(3) or  4942(j)(5)

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

Tax year	Prior 3 years				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
503,229.	0.	0.	0.	0.	503,229.
427,745.	0.	0.	0.	0.	427,745.
4,616,586.	5,365,435.	3,806,107.	8,082,815.	21,870,943.	
0.	0.	0.	0.	0.	0.
4,616,586.	5,365,435.	3,806,107.	8,082,815.	21,870,943.	
37,147,253.	17,972,446.	18,415,441.	16,219,043.	89,754,183.	
25,310,845.	17,051,229.	18,903,816.	16,118,161.	77,384,051.	
335,486.	31,480.	15,499.	12,511.	394,976.	
					0.
					0.
					0.
					0.

**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).)

**JOHN H. SCULLY**

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:

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

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

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		(e) Related or exempt function income	
		(a) Business code	(b) Amount		
<b>1</b> Program service revenue:					
a <b>RENTAL INCOME</b>	-				
b <b>NONINVESTMENT</b>					<b>475,000.</b>
c					
d					
e					
f					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments					
<b>3</b> Interest on savings and temporary cash investments					
<b>4</b> Dividends and interest from securities			<b>14</b>	<b>397.</b>	
<b>5</b> Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income					
<b>8</b> Gain or (loss) from sales of assets other than inventory			<b>18</b>	<b>6,047,093.</b>	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory					
<b>11</b> Other revenue:					
a					
b					
c					
d					
e					
<b>12</b> Subtotal. Add columns (b), (d), and (e)			<b>0.</b>	<b>6,047,490.</b>	<b>475,000.</b>
<b>13</b> Total. Add line 12, columns (b), (d), and (e)				<b>13</b>	<b>6,522,490.</b>

(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).
1A	<b>THIS PROPERTY IS LEASED TO MAKING WAVES ACADEMY (AN EXEMPT ORGANIZATION) AND ALLOWS THE FOUNDATION TO EXPAND ITS EXEMPT FUNCTIONS IN EDUCATING UNDERSERVED STUDENTS.</b>
4	<b>A MEANS TO ACCOMPLISH THE FOUNDATION'S CHARITABLE ACTIVITIES.</b>
8	<b>A MEANS TO ACCOMPLISH THE FOUNDATION'S CHARITABLE ACTIVITIES.</b>

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

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?	Yes	No
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.		

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		

<b>Sign Here</b>	<p>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.</p> <p> <b>3/09/15</b></p>			<b>May the IRS discuss this return with the preparer shown below (see Instr.)?</b>
	<b>Date</b>	<b>CFO</b>	<b>Title</b>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
<b>Signature of officer or trustee</b>				

Signature of filer or trustee		Date	Title	
<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>DERRICK DEBRUYNE, CPA</b>	Preparer's signature 	Date <b>02/12/15</b>	Check <input type="checkbox"/> if self-employed
	Firm's name ► <b>VICENTI, LLOYD &amp; STUTZMAN</b>			Firm's EIN ► <b>95-2242818</b>
	Firm's address ► <b>2210 E ROUTE 66 STE 100 GLENDALE, CA 91740-4676</b>			Phone no. <b>626-857-7300</b>

**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****Making Waves Foundation, Inc.****Employer identification number****68-0204312****Organization type (check one):****Filers of:** **Section:**Form 990 or 990-EZ  501(c)( ) (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organizationForm 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).

LHA 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

Making Waves Foundation, Inc.

Employer identification number

68-0204312

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SCULLY 1994 FAMILY TRUST NO. 2 591 REDWOOD HIGHWAY, STE. 3215 MILL VALLEY, CA 94941	\$ 13,745,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	JOHN H. SCULLY LIVING TRUST 591 REDWOOD HIGHWAY, STE. 3215 MILL VALLEY, CA 94941	\$ 1,755,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	JOHN H. SCULLY 591 REDWOOD HIGHWAY, STE. 3215 MILL VALLEY, CA 94941	\$ 975,034.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	PHOEBE SNOW FOUNDATION 591 REDWOOD HIGHWAY, STE. 3215 MILL VALLEY, CA 94941	\$ 3,354,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	RICHARD & ELIZABETH FULLERTON 591 REDWOOD HIGHWAY, STE. 3215 MILL VALLEY, CA 94941	\$ 2,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	RONALD & MARY NAHAS FAMILY TRUST 591 REDWOOD HIGHWAY, STE. 3215 MILL VALLEY, CA 94941	\$ 1,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Making Waves Foundation, Inc.

Employer identification number

68-0204312

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	<u>FULLERTON FAMILY CHARITABLE TRUST</u> <u>591 REDWOOD HIGHWAY, STE. 3215</u> <u>MILL VALLEY, CA 94941</u>	\$ <u>1,000,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
8	<u>EDDI VAN AUKEN</u> <u>591 REDWOOD HIGHWAY, STE. 3215</u> <u>MILL VALLEY, CA 94941</u>	\$ <u>26,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
9	<u>WILLIAM &amp; EDITH DAGLEY</u> <u>591 REDWOOD HIGHWAY, STE. 3215</u> <u>MILL VALLEY, CA 94941</u>	\$ <u>10,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
10	<u>IAN RICHARD MCGUIRE</u> <u>591 REDWOOD HIGHWAY, STE. 3215</u> <u>MILL VALLEY, CA 94941</u>	\$ <u>5,529.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
11	<u>MORRISON &amp; FORESTER, LLP</u> <u>591 REDWOOD HIGHWAY, STE. 3215</u> <u>MILL VALLEY, CA 94941</u>	\$ <u>5,510.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
12	<u>JOHN H. SCULLY</u> <u>591 REDWOOD HIGHWAY, STE. 3215</u> <u>MILL VALLEY, CA 94941</u>	\$ <u>223,987.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)

123452 01-23-12

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

Name of organization

Employer identification number

Making Waves Foundation, Inc.

68-0204312

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	76,000 SHARES LIBERTY	\$ 2,965,520.	03/29/12
10	310 SHARES CHENIERE ENERGY	\$ 5,529.	12/23/11
11	LEGAL SERVICES	\$ 5,510.	06/30/12
12	66,500 SHARES CROWN CASTLE	\$ 2,930,323.	03/29/12
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

**Name of organization**

**Employer identification number**

## Making Waves Foundation, Inc.

68-0204312

**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 columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ► \$ \_\_\_\_\_

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<b>(e) Transfer of gift</b>		<b>Relationship of transferor to transferee</b>
	<b>(e) Transfer of gift</b>		<b>Relationship of transferor to transferee</b>
	<b>(e) Transfer of gift</b>		<b>Relationship of transferor to transferee</b>
	<b>(e) Transfer of gift</b>		<b>Relationship of transferor to transferee</b>
	<b>(e) Transfer of gift</b>		<b>Relationship of transferor to transferee</b>
	<b>(e) Transfer of gift</b>		<b>Relationship of transferor to transferee</b>

## 2011 DEPRECIATION AND AMORTIZATION REPORT

## Form 990-PF Page 1

## 990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Undisputed Cost Or Basis	Bus % Excl	Reduction in Basis	Basis For Depreciation	Accumulated Depreciation	Current Year Sec 179	Current Year Deduction
1	BUILDING (200 24TH STREET)	051000SL		39.0016	99,570.			99,570.	26,807.			2,553.
2	BUILDING (LAKESIDE) 110107SL	39.0016	4434023.					4434023.	227,386.			113,693.
	IMPROVEMENTS (200 324TH STREET)	070101SL		39.0017	680,212.			680,212.	183,133.			17,441.
4	IMPROVEMENTS (200 424TH STREET)	070102SL		39.0017	2,000.			2,000.	461.			51.
	IMPROVEMENTS (200 524TH STREET)	070103SL		39.0017	1,782.			1,782.	354.			46.
6	IMPROVEMENTS (200 724TH STREET)	101204SL		39.0017	11,510.			11,510.	1,919.			295.
	IMPROVEMENTS (200 824TH STREET)	110104SL		39.0017	11,510.			11,510.	1,919.			295.
9	IMPROVEMENTS (200 924TH STREET)	120204SL		39.0017	14,348.			14,348.	2,391.			368.
	IMPROVEMENTS (200 1024TH STREET)	121404SL		39.0017	4,263.			4,263.	711.			109.
11	IMPROVEMENTS (200 1124TH STREET)	122204SL		39.0017	2,200.			2,200.	366.			56.
	IMPROVEMENTS (200 1224TH STREET)	011805SL		39.0017	10,066.			10,066.	1,678.			258.
13	IMPROVEMENTS (200 1324TH STREET)	011805SL		39.0017	6,524.			6,524.	1,087.			167.
	IMPROVEMENTS (200 1424TH STREET)	063006SL		39.0017	6,209.			6,209.	955.			159.
15	IMPROVEMENTS (200 1524TH STREET)	073107SL		39.0017	152,526.			152,526.	13,688.			3,911.
	IMPROVEMENTS (200 1624TH STREET)	063008SL		39.0017	21,384.			21,384.	1,645.			548.
18	(LAKESIDE) IMPROVEMENTS (19(LAKESIDE))	070109SL		39.0017	32,833.			32,833.	1,684.			842.
		070110SL		39.0017	33,315.			33,315.	854.			854.

128102  
05-01-11

(D) Asset disposed

\* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

## 2011 DEPRECIATION AND AMORTIZATION REPORT

## Form 990-PF Page 1

## 990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost or Basis	Bus % Exc	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
20 (LAKESIDE) LAND (200 24TH STREET)	063012SL	39.00191	175,729.						175,729.	188.		188.
21 (LAKESIDE)	051000	.000 16	245,000.						245,000.			0.
22 (LAKESIDE)	110107	.000 16	1703423.						1703423.			0.
23 (COMCAST)	110609	.000 16	927,870.						927,870.			0.
24 1998 LINCOLN FURNITURE & EQUIPMENT	063006SL	3.00 16	12,591.						12,591.	12,591.		0.
25 FURNITURE & EQUIPMENT	063010SL	5.00 16	68,330.						68,330.	27,332.		13,666.
26 FURNITURE & EQUIPMENT	063011SL	5.00 16	14,738.						14,738.	2,948.		2,948.
27 FURNITURE & EQUIPMENT	070111SL	5.00 16	18,330.						18,330.			3,666.
28 SOFTWARE CONSTRUCTION IN PROGRESS	063012SL	5.00 16	18,407.						18,407.			0.
29 CONSTRUCTION IN PROGRESS	063011	.000 16	101,556.						101,556.			0.
30 CONSTRUCTION IN PROGRESS	063011	.000 16	523,402.						523,402.			0.
31 CONSTRUCTION IN PROGRESS	063012	.000 16	8437372.						8437372.			0.
32 (LAKESIDE)	110107SL	39.0017	8891775.						8891775.	455,786.		227,994.
* Total 990-PF Pg 1 Depr			26667797.						0.26667797.	966,716.	0.	390,236.

Form 990-PF	Dividends and Interest from Securities	Statement	1
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Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
INTEREST INCOME	397.	0.	397.
Total to Fm 990-PF, Part I, ln 4	397.	0.	397.

Form 990-PF	Other Income	Statement	2
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Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
RENTAL INCOME - NONINVESTMENT	475,000.	0.	475,000.
Total to Form 990-PF, Part I, line 11	475,000.	0.	475,000.

Form 990-PF	Accounting Fees	Statement	3
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
AUDIT SERVICES	10,500.	0.	0.	10,500.
To Form 990-PF, Pg 1, ln 16b	10,500.	0.	0.	10,500.

Form 990-PF	Other Professional Fees	Statement	4
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
OTHER CONTRACT SERVICES	222,475.	0.	0.	222,475.
OTHER SERVICES	133,061.	0.	0.	133,061.
JANITORIAL SERVICES	188,655.	0.	0.	188,655.
EDUCATIONAL CONTRACT SERVICES	1,342,669.	0.	0.	1,342,669.
ADVERTISING FEES	34,997.	0.	0.	34,997.
To Form 990-PF, Pg 1, ln 16c	1,921,857.	0.	0.	1,921,857.

## Form 990-PF

## Other Expenses

## Statement

5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
GRANTS TO MAKING WAVES EDUCATIONAL PROGRAM	4,550,000.	0.	0.	0.
GRANTS TO MAKING WAVES ACADEMY	3,150,000.	0.	0.	0.
OFFICE EXPENSES	82,324.	0.	0.	82,324.
INFORMATION TECHNOLOGY	455,625.	0.	0.	455,625.
INSURANCE	22,734.	0.	0.	22,734.
OTHER EXPENSES	97,799.	0.	0.	97,799.
To Form 990-PF, Pg 1, ln 23	8,358,482.	0.	0.	658,482.

## Form 990-PF

## Corporate Stock

## Statement

6

Description	Book Value	Fair Market Value
ITT INDUSTRIES COMMON STOCKS	5,647.	5,647.
Total to Form 990-PF, Part II, line 10b	5,647.	5,647.

## Form 990-PF

## Depreciation of Assets Not Held for Investment

## Statement

7

Description	Cost or Other Basis	Accumulated Depreciation	Book Value
BUILDING (200 24TH STREET)	99,570.	29,360.	70,210.
BUILDING (LAKESIDE)	4,434,023.	341,079.	4,092,944.
IMPROVEMENTS (200 24TH STREET)	680,212.	200,574.	479,638.
IMPROVEMENTS (200 24TH STREET)	2,000.	512.	1,488.
IMPROVEMENTS (200 24TH STREET)	1,782.	400.	1,382.
IMPROVEMENTS (200 24TH STREET)	11,510.	2,214.	9,296.
IMPROVEMENTS (200 24TH STREET)	11,510.	2,214.	9,296.
IMPROVEMENTS (200 24TH STREET)	14,348.	2,759.	11,589.
IMPROVEMENTS (200 24TH STREET)	4,263.	820.	3,443.
IMPROVEMENTS (200 24TH STREET)	2,200.	422.	1,778.
IMPROVEMENTS (200 24TH STREET)	10,066.	1,936.	8,130.
IMPROVEMENTS (200 24TH STREET)	6,524.	1,254.	5,270.
IMPROVEMENTS (200 24TH STREET)	4,999.	961.	4,038.
IMPROVEMENTS (200 24TH STREET)	6,209.	1,114.	5,095.
IMPROVEMENTS (200 24TH STREET)	152,526.	17,599.	134,927.

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IMPROVEMENTS (200 24TH STREET)	21,384.	2,193.	19,191.
IMPROVEMENTS (LAKESIDE)	32,833.	2,526.	30,307.
IMPROVEMENTS (LAKESIDE)	33,315.	1,708.	31,607.
IMPROVEMENTS (LAKESIDE)	175,729.	376.	175,353.
LAND (200 24TH STREET)	245,000.	0.	245,000.
LAND (LAKESIDE)	1,703,423.	0.	1,703,423.
LAND (COMCAST)	927,870.	0.	927,870.
1998 LINCOLN	12,591.	12,591.	0.
FURNITURE & EQUIPMENT	68,330.	40,998.	27,332.
FURNITURE & EQUIPMENT	14,738.	5,896.	8,842.
FURNITURE & EQUIPMENT	18,330.	3,666.	14,664.
SOFTWARE	18,407.	0.	18,407.
CONSTRUCTION IN PROGRESS	101,556.	0.	101,556.
CONSTRUCTION IN PROGRESS	523,402.	0.	523,402.
CONSTRUCTION IN PROGRESS	8,437,372.	0.	8,437,372.
IMPROVEMENTS (LAKESIDE)	8,891,775.	683,780.	8,207,995.
Total To Fm 990-PF, Part II, ln 14	26,667,797.	1,356,952.	25,310,845.

Form 990-PF

List of Substantial Contributors  
Part VII-A, Line 10

Statement 8

Name of Contributor

Address

SCULLY FAMILY & RELATED ENTITIES

591 REDWOOD HIGHWAY STE. 3215  
MILL VALLEY, CA 94941

Form 990-PF

Part VIII - List of Officers, Directors  
Trustees and Foundation Managers

Statement 9

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
JOHN H. SCULLY 200 24TH STREET RICHMOND, CA 94804	CHAIRMAN 2.00	0.	0.	0.
RONALD A. COHAN 200 24TH STREET RICHMOND, CA 94804	DIRECTOR 2.00	0.	0.	0.
SUZANNE DUCA 200 24TH STREET RICHMOND, CA 94804	DIRECTOR 2.00	0.	0.	0.
RICHARD FULLERTON 200 24TH STREET RICHMOND, CA 94804	DIRECTOR 2.00	0.	0.	0.
PHILIP GORDON 200 24TH STREET RICHMOND, CA 94804	DIRECTOR 2.00	0.	0.	0.
PAMELA JOYNER 200 24TH STREET RICHMOND, CA 94804	DIRECTOR 2.00	0.	0.	0.
ALICIA MALET KLEIN 200 24TH STREET RICHMOND, CA 94804	DIRECTOR 2.00	0.	0.	0.
THOMAS LARSEN 200 24TH STREET RICHMOND, CA 94804	DIRECTOR 2.00	0.	0.	0.
GALLY MAYER 200 24TH STREET RICHMOND, CA 94804	DIRECTOR 2.00	0.	0.	0.
IAN MCGUIRE 200 24TH STREET RICHMOND, CA 94804	DIRECTOR 2.00	0.	0.	0.
HAMID MOGHADAM 200 24TH STREET RICHMOND, CA 94804	DIRECTOR 2.00	0.	0.	0.

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RONALD NAHAS 200 24TH STREET RICHMOND, CA 94804	DIRECTOR 2.00	0.	0.	0.
REBECA RANGEL 200 24TH STREET RICHMOND, CA 94804	DIRECTOR 2.00	0.	0.	0.
REGINA K. SCULLY 200 24TH STREET RICHMOND, CA 94804	DIRECTOR 2.00	0.	0.	0.
ELI J. WEINBERG 200 24TH STREET RICHMOND, CA 94804	DIRECTOR 2.00	0.	0.	0.
MIKE YUEN 200 24TH STREET RICHMOND, CA 94804	DIRECTOR 2.00	0.	0.	0.
GLENN W. HOLSCLOW 200 24TH STREET RICHMOND, CA 94804	DIRECTOR 2.00	188,577.	0.	0.
<b>Totals included on 990-PF, Page 6, Part VIII</b>		<b>188,577.</b>	<b>0.</b>	<b>0.</b>

Form 4562

Department of the Treasury  
Internal Revenue Service (99)Depreciation and Amortization 990-PF  
(Including Information on Listed Property)

► See separate instructions. ► Attach to your tax return.

OMB No 1545-0172

2011

Attachment  
Sequence No 179

Name(s) shown on return

Business or activity to which this form relates

Identifying number

Making Waves Foundation, Inc.

Form 990-PF Page 1

68-0204312

## Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I.

1 Maximum amount (see instructions)	1	500,000.
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4 Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5 Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost	

7 Listed property. Enter the amount from line 29	7	
8 Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9 Tentative deduction. Enter the smaller of line 5 or line 8	9	
10 Carryover of disallowed deduction from line 13 of your 2010 Form 4562	10	
11 Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12 Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13 Carryover of disallowed deduction to 2012. Add lines 9 and 10, less line 12 ► 13	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

## Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	136,526.

## Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

## Section A

17 MACRS deductions for assets placed in service in tax years beginning before 2011	17	253,522.
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ► <input type="checkbox"/>		

## Section B - Assets Placed in Service During 2011 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs	MM	S/L	
	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	06/12	175,729.	39 yrs.	MM	S/L	188.
	/			MM	S/L	

## Section C - Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year	/		40 yrs.	MM	S/L	

## Part IV Summary (See instructions.)

21 Listed property. Enter amount from line 28	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	390,236.
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

**Part V**

**Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

**Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles )**

**24a** Do you have evidence to support the business/investment use claimed?  Yes  No **24b** If "Yes," is the evidence written?  Yes  No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
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**25** Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use **25**

	%							
	%							
	%							

**26** Property used more than 50% in a qualified business use:

	%			S/L -			
	%			S/L -			
	%			S/L -			

**28** Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1 **28**

**29** Add amounts in column (i), line 26 Enter here and on line 7, page 1 **29**

**Section B - Information on Use of Vehicles**

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

<b>30</b> Total business/investment miles driven during the year (do not include commuting miles)	(a) Vehicle	(b) Vehicle	(c) Vehicle	(d) Vehicle	(e) Vehicle	(f) Vehicle				
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
<b>31</b> Total commuting miles driven during the year										
<b>32</b> Total other personal (noncommuting) miles driven										
<b>33</b> Total miles driven during the year. Add lines 30 through 32										
<b>34</b> Was the vehicle available for personal use during off-duty hours?										
<b>35</b> Was the vehicle used primarily by a more than 5% owner or related person?										
<b>36</b> Is another vehicle available for personal use?										

**Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees**

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

<b>37</b> Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<b>38</b> Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<b>39</b> Do you treat all use of vehicles by employees as personal use?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<b>40</b> Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<b>41</b> Do you meet the requirements concerning qualified automobile demonstration use?	<input type="checkbox"/> Yes	<input type="checkbox"/> No

**Note:** If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

<b>Part VI</b> Amortization	(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
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<b>42</b> Amortization of costs that begins during your 2011 tax year:						

<b>43</b> Amortization of costs that began before your 2011 tax year	<b>43</b>
<b>44</b> Total. Add amounts in column (f). See the instructions for where to report	<b>44</b>

**MAKING WAVES FOUNDATION**  
**EIN: 68-0204312**  
**990PF Attachment for 2011 Amended Return**

The 2011 990PF for Making Waves Foundation was amended to correct errors in the calculation of qualifying distributions and investment income.