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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 THE LUCAS BROTHERS FOUNDATION		A Employer identification number 94-2781117
Number and street (or P O box number if mail is not delivered to street address) 3000 SAND HILL ROAD, BLDG. 3	Room/suite 210	B Telephone number (650)854-4223
City or town, state, and ZIP code MENLO PARK, CA 94025		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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 9,481,635.

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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	10,000.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	92.	92.		STATEMENT 1
	4 Dividends and interest from securities	433.	433.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	61,061.			
	b Gross sales price for all assets on line 6a 999,680.				
	7 Capital gain net income (from Part IV, line 2)		61,061.		
	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	128.	128.		STATEMENT 3
	12 **Total** Add lines 1 through 11	71,714.	61,714.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	69,933.	69,933.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	4,800.	2,400.		0.
	b Accounting fees STMT 5	21,735.	10,868.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion	1,776.	1,776.		
	20 Occupancy				
	21 Travel, conferences, and meetings	21,240.	21,240.		0.
	22 Printing and publications				
	23 Other expenses STMT 6	148,458.	146,731.		0.
	24 **Total operating and administrative expenses** Add lines 13 through 23	267,942.	252,948.		0.
	25 Contributions, gifts, grants paid	685,000.			685,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	952,942.	252,948.		685,000.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-881,228.			
	b **Net investment income** (if negative, enter -0-)		0.		
	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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets				
1 Cash - non-interest-bearing				
2 Savings and temporary cash investments		11,202.	55,703.	55,704.
3 Accounts receivable ▶	4,622.			
Less: allowance for doubtful accounts ▶		5,859.	4,622.	4,622.
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 ▶	20,000.			
Less: allowance for doubtful accounts ▶	0.	20,000.	20,000.	20,000.
8 Inventories for sale or use				
9 Prepaid expenses and deferred charges		6,500.	6,500.	6,500.
10a Investments - U.S. and state government obligations				
b Investments - corporate stock	STMT 10	10,756,670.	6,514,962.	6,514,962.
c Investments - corporate bonds				
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other	STMT 11	3,199,016.	2,653,383.	2,653,383.
14 Land, buildings, and equipment: basis ▶	11,705.			
Less accumulated depreciation ▶	6,678.	6,803.	5,027.	5,027.
15 Other assets (describe ▶ ESCROW RECEIVABLES)		0.	221,437.	221,437.
16 **Total assets** (to be completed by all filers)		14,006,050.	9,481,634.	9,481,635.
Liabilities				
17 Accounts payable and accrued expenses		4,869.	295.	
18 Grants payable		3,506,922.	1,365,000.	
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons		70,000.		
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶ STATEMENT 12)		259,089.	239,693.	
23 **Total liabilities** (add lines 17 through 22)		3,840,880.	1,604,988.	
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		10,165,170.	7,876,646.	
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**		10,165,170.	7,876,646.	
31 **Total liabilities and net assets/fund balances**		14,006,050.	9,481,634.	

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	10,165,170.
2	Enter amount from Part I, line 27a	2	-881,228.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	2,471,347.
4	Add lines 1, 2, and 3	4	11,755,289.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	3,878,643.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,876,646.

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	999,680.		938,619.	61,061.

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				61,061.

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 61,061.

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	189,000.	13,192,677.	.014326
2009	151,000.	9,865,534.	.015306
2008	364,000.	7,510,373.	.048466
2007	911,666.	11,316,382.	.080562
2006	630,500.	8,038,758.	.078433

2	**Total** of line 1, column (d)	2	.237093
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	.047419
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	11,666,989.
5	Multiply line 4 by line 3	5	553,237.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7	Add lines 5 and 6	7	553,237.
8	Enter qualifying distributions from Part XII, line 4	8	610,000.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	0.
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	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	0.
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 6,500.		
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	6,500.
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	6,500.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 6,500. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

		Line	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)*

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

Website address ▶ N/A

14 The books are in care of ▶ MELISSA L. FINDLEY Telephone no. ▶ (650) 854-4223

Located at ▶ 3000 SANDHILL RD., BLDG 3, #210, MENLO PARK, CA ZIP+4 ▶ 94025

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

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

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☒ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*		3b		X
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** No: 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		69,933.	12,000.	0.

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

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

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

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

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

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

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

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	0.
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	0.
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	11,439,620.
b	Average of monthly cash balances	1b	147,454.
c	Fair market value of all other assets	1c	257,585.
d	**Total** (add lines 1a, b, and c)	1d	11,844,659.
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	11,844,659.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	177,670.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,666,989.
6	**Minimum investment return.** Enter 5% of line 5	6	583,349.

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	583,349.
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	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	583,349.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	583,349.
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	583,349.

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	685,000.
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	-75,000.
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	610,000.
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	610,000.

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				583,349.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			594,820.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 610,000.				
a Applied to 2010, but not more than line 2a			594,820.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				15,180.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				568,169.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ▶ [X] 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

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				
CRISTO REY NETWORK OF SCHOOLS	NONE	TAX EXEMPT	EDUCATIONAL	310,000.
STANFORD INSTITUTE FOR ECONOMIC POLICY	NONE	TAX EXEMPT	MEDICAL RESEARCH	150,000.
UNIVERSITY OF WASHINGTON	NONE	TAX EXEMPT	MEDICAL RESEARCH	225,000.
Total			▶ 3a	685,000.
b Approved for future payment				
SANTA CLARA UNIVERSITY BUSINESS OF SCHOOL	NONE	TAX EXEMPT	EDUCATIONAL	700,000.
STANFORD INSTITUTE FOR ECONOMIC POLICY	NONE	TAX EXEMPT	MEDICAL RESEARCH	665,000.
Total			▶ 3b	1,365,000.

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			14	92.	
4 Dividends and interest from securities			14	433.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	128.	
8 Gain or (loss) from sales of assets other than inventory			18	61,061.	
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.		61,714.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 61,714.

(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).
	N/A

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

▶ Melma [signature] 11/7/12 ▶ CFO

Signature of officer or trustee — Date — Title

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

Paid Preparer Use Only				
Print/Type preparer's name: MOREY GREENSTEIN, CPA	Preparer's signature: [signature]	Date: 11/6/12	Check ☐ if self-employed	PTIN: P00995738
Firm's name ▶ GREENSTEIN, ROGOFF, OLSEN & COMPANY			Firm's EIN ▶ 94-2231697	
Firm's address ▶ 39159 PASEO PADRE PKWY, SUITE 315 FREMONT, CA 94538			Phone no. 510-797-8661	

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	Employer identification number
THE LUCAS BROTHERS FOUNDATION	94-2781117

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 organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year ▶ $ ____________

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

Name of organization	Employer identification number
THE LUCAS BROTHERS FOUNDATION	94-2781117

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
1	JERRY & ANNE DOWN 2882 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025	$ 10,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization: THE LUCAS BROTHERS FOUNDATION

Employer identification number: 94-2781117

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
		$	
		$	
		$	
		$	
		$	
		$	

Name of organization	Employer identification number
THE LUCAS BROTHERS FOUNDATION	94-2781117

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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	40 SHS DYNA VAX TECHNOLOGIES CORP	P	VARIOUS	08/16/11
b	4,405 SHS 8X8, INC.	P	VARIOUS	12/31/11
c	10,000 SHS THERANOS PREFERRED B	P	VARIOUS	07/26/11
d	43,570 SHS FORCE10 NETWORKS INC.	P	VARIOUS	09/13/11
e	PARTNERSHIPS - LONG TERM GAINS	P	VARIOUS	12/31/11
f	PARTNERSHIPS - SHORT TERM GAINS	P	VARIOUS	12/31/11
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	1,846.		4,386.	-2,540.
b	14,933.		20,704.	-5,771.
c	150,000.		9,231.	140,769.
d	807,892.		904,298.	-96,406.
e	24,959.			24,959.
f	50.			50.
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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	
a				-2,540.
b				-5,771.
c				140,769.
d				-96,406.
e				24,959.
f				50.
g				
h				
i				
j				
k				
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	61,061.
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 INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
SILICON VALLEY BANK	92.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	92.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
VARIOUS	433.	0.	433.
TOTAL TO FM 990-PF, PART I, LN 4	433.	0.	433.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME FROM PARTNERSHIPS	128.	128.	
TOTAL TO FORM 990-PF, PART I, LINE 11	128.	128.	

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	4,800.	2,400.		0.
TO FM 990-PF, PG 1, LN 16A	4,800.	2,400.		0.

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	21,735.	10,868.		0.
TO FORM 990-PF, PG 1, LN 16B	21,735.	10,868.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES AND SUBSCRIPTIONS	12,521.	12,521.		0.
INVESTMENT EXPENSES - PARTNERSHIPS	21,184.	21,184.		0.
PROFESSIONAL CONSULTANTS	81,835.	81,835.		0.
TELEPHONE	8,639.	6,912.		0.
INSURANCE	2,902.	2,902.		0.
MISCELLANEOUS EXPENSE	849.	849.		0.
COMPUTER CONSULTANTS	19,654.	19,654.		0.
INVESTMENT EXPENSES	864.	864.		0.
FILING FEES	10.	10.		0.
TO FORM 990-PF, PG 1, LN 23	148,458.	146,731.		0.

FOOTNOTES STATEMENT 7

PART VIII INFORMATION ABOUT OFFICERS, DIRECTORS, ETC.
LINE 1, COLUMN C

DONALD L. LUCAS

DIRECTOR'S FEES	43,000.
DEFERRED REMUNERATION PAID	14,933.
TOTAL FEES PAID TO DONALD L. LUCAS (TO STATEMENT 13)	57,933.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
DEFERRED EXCISE TAX BENEFIT	71,541.
ACCRUED INTEREST INCOME	1,824.
GRANTS PAYABLE	2,141,922.
ACCRUED EXPENSES-PY	4,869.
BOOK/TAX DIFFERENCE ON REALIZED GAINS	251,191.
TOTAL TO FORM 990-PF, PART III, LINE 3	2,471,347.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
UNREALIZED LOSS ON INVESTMENTS	3,577,027.
BOOK/TAX DIFFERENCE FROM PARTNERSHIPS	249,176.
DEFERRED REMUNERATION EXPENSE	52,145.
ACCRUED EXPENSES-CY	295.
TOTAL TO FORM 990-PF, PART III, LINE 5	3,878,643.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT - CORPORATE STOCKS	6,514,962.	6,514,962.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,514,962.	6,514,962.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT - OTHERS	COST	2,653,383.	2,653,383.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,653,383.	2,653,383.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 12

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED REMUNERATION PAYABLE	98,129.	150,274.
DEFERRED TAXES	160,960.	89,419.
TOTAL TO FORM 990-PF, PART II, LINE 22	259,089.	239,693.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DONALD L. LUCAS 3000 SAND HILL RD BG 3 #210 MENLO PARK, CA 94025	DIRECTOR 10.00	57,933.	12,000.	0.
JOHN W. LUCAS 865 CANTERBURY SAN MARINO, CA 91108	DIRECTOR 0.00	0.	0.	0.
DONALD A. LUCAS 545 MIDDLEFIELD ROAD, SUITE 220 MENLO PARK, CA 94025	DIRECTOR 0.00	0.	0.	0.
PAUL JOAS C/O DAIN RAUSCHER, INC. 60 S. 6TH ST. 11TH FLOOR MINNEAPOLIS, MN 55402	DIRECTOR 0.00	0.	0.	0.
B.J. CASSIN 3000 SAND HILL RD BG 3 #210 MENLO PARK, CA 94025	DIRECTOR 0.00	0.	0.	0.
A. CRAWFORD COOLEY 961 SAN ANTONIO ROAD PETALUMA, CA 94952	DIRECTOR 0.00	0.	0.	0.
CHRISTOPHER B. LUCAS 450 N. BRAND BLVD. #600 GLENDALE, CA 91203	DIRECTOR 2.00	12,000.	0.	0.

MARIO BELOTTI 19401 SAN MARCOS ROAD SARATOGA, CA 95070	DIRECTOR 0.00	0.	0.	0.
KURT A. LATTA P.O. BOX 3219 LOS ALTOS, CA 94024	SECRETARY 0.30	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		69,933.	12,000.	0.

THE LUCAS BROTHERS FOUNDATION
F E.I N 94-2781117
SCHEDULE OF FIXED ASSETS
06/30/12

STATEMENT B

ASSET DESCRIPTION	DATE ACQUIREC	DEPR'N METHOD	DEF LIFE	BAL @ 6/30/11	Additions	Deletions	BAL @ 6/30/11	——ACCUMULATED DEPR'N—— BAL @ 6/30/11	DEPR'N EXP	CURRENT RETIREMEN	BAL @ 6/30/12	REMAINING BALANCE over # mos	LIFE # months	DEPRECIABLE PERIOD # months	
EQUIPMENT															
COMPUTER EQUIPMENT	02/02/05	S/L	5	1,305 96		(1,305 96)	0 00	1,305 96	0 00	(1,305 96)	0 00	0	60 00	12 00	Disposed as of 06/30/12
COMPUTER	05/03/05	S/L	5	2,281 94		(2,281 94)	0 00	2,281 94	0 00	(2,281 94)	0 00	0	60 00	12 00	Disposed as of 06/30/12
COMPUTER	06/03/05	S/L	5	2,489 02		(2,489 02)	0 00	2,489 02	0 00	(2,489 02)	0 00	0	60 00	12 00	Disposed as of 06/30/12
COMPUTER	07/19/05	S/L	5	1,440 72		(1,440 72)	0 00	1,440 72	0 00	(1,440 72)	0 00	0	60 00	12 00	Disposed as of 06/30/12
COMPUTER EQUIPMENT	08/05/05	S/L	5	410 79		(410 79)	0 00	410 79	0 00	(410 79)	0 00	0	60 00	12 00	Disposed as of 06/30/12
COMPUTER EQUIP (SERVER)	08/24/06	S/L	5	1,800 22		(1,800 22)	0 00	1,745 79	54 43	(1,800 22)	0 00	0	60 00	12 00	Disposed as of 06/30/12
COMPUTER	08/24/06	S/L	5	1,084 11		(1,084 11)	0 00	1,052 15	31 96	(1,084 11)	0 00	0	60 00	12 00	Disposed as of 06/30/12
COMPUTER	10/19/06	S/L	5	1,858 10		(1,858 10)	0 00	1,746 61	111 49	(1,858 10)	0 00	0	60 00	12 00	Disposed as of 06/30/12
COMPUTER EQUIP (PRINTER)	12/12/06	S/L	5	519 58			519 58	472 94	46 64		519 58	104	60 00	12 00	
COMPUTER	08/31/09	S/L	5	1,471 08			1,471 08	538 24	294 00		832 24	294	60 00	12 00	
COMPUTER	10/29/09	S/L	5	1,609 13			1,609 13	537 14	322 00		859 14	322	60 00	12 00	
COMPUTER EQUIP (SOFTWARE)	02/17/10	S/L	5	87 39			87 39	23 37	17 00		40 37	17	60 00	12 00	
COMPUTER EQUIP (ROUTER)	02/24/10	S/L	5	61 60			61 60	16 25	12 00		28 25	12	60 00	12 00	
COMPUTER	05/05/10	S/L	5	1,658 20			1,658 20	382 88	332 00		714 88	332	60 00	12 00	
SERVER	05/06/11	S/L	5	3,267 14			3,267 14	0 00	653 00		653 00	653	60 00	12 00	
				21,344 98	0 00	(12,670 86)	8,674 12	14,443 80	1,874 52	(12,670 86)	3,647 46				
FURNITURE & FIXTURE															
OFFICE PICTURES/ARTWORK	07/20/92	S/L	7	3,031 00			3,031 00	3,031 00	0 00		3,031 00	0 00	84 00	12 00	
				3,031 00	0 00	0 00	3,031 00	3,031 00	0 00	0 00	3,031 00				
TOTAL				24,375 98	0 00	(12,670 86)	11,705 12	17,474 80	1,874 52	(12,670 86)	6,678 46				

THE LUCAS BROTHERS FOUNDATION
FEDERAL ID: 94-2781117
CALIFORNIA ID: D-1090405
ATTACHMENT REG. SECTION 53.4942(a)-3(b)(7)(ii) FOR AMOUNTS SET ASIDE UNDER CASH DISTRIBUTION TEST

FOR THE YEAR ENDING 6/30/12

CASH PAID FOR CONTRIBUTIONS, GIFTS, GRANTS (From PART I, line 25, column d)	$ 685,000
LESS PAYMENTS OF SET-ASIDE UNDER CASH DISTRIBUTION TEST FROM YEAR ENDED 6/30/11	(75,000)
QUALIFYING DISTRIBUTIONS PAID (To PART XII, line 1a)	610,000
PLUS AMOUNT SET-ASIDE UNDER CASH DISRIBUTION TEST FOR THE YEAR ENDING 6/30/12	0
QUALIFYING DISTRIBUTIONS FOR THE YEAR ENDING 6/30/12. (To PART XII, line 4)	$ 610,000

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ATTACHMENT REG. SECTION 53.4942(a)-3(b)(7)(ii) FOR AMOUNTS SET ASIDE UNDER CASH DISTRIBUTION TEST

FOR THE YEAR ENDING 6/30/12

PAYMENTS OF SET-ASIDE UNDER CASH
DISTRIBUTION TEST FROM YEAR ENDED 6/30/11

UNIVERSITY OF WASHINGTON	7/27/11	75,000
TOTAL		$ 75,000

THE LUCAS BROTHERS FOUNDATION
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ATTACHMENT REG. SECTION 53.4942(a)-3(b)(7)(ii) FOR AMOUNTS SET ASIDE UNDER CASH DISTRIBUTION TEST

FOR THE YEAR ENDING 6/30/12

DISTRIBUTABLE AMOUNTS DETERMINED UNDER IRC SECTION 4942(d) FOR PAST START-UP AND FULL-PAYMENT PERIODS ARE AS FOLLOWS:

YEAR	DISTRIBUTABLE AMOUNT UNDER SECTION. 4942(d)	CASH PAYMENTS FOR PURPOSES OF SECT. 170(c)(1) OR (2)(B)
Start-Up Period		
6/30/82	$ 7,010	$ 50,000
6/30/83	96,567	100,000
6/30/84	113,817	152,958
6/30/85	116,135	100,000
6/30/86	156,716	257,042
Full Payment Period		
6/30/87	244,659	321,235
6/30/88	261,873	600,000
6/30/89	286,184	1,055,000
6/30/90	314,545	515,000
6/30/91	313,495	427,077
6/30/92	346,818	1,666,227
6/30/93	266,164	1,046,083
6/30/94	333,336	1,235,000
6/30/95	394,966	1,205,000
6/30/96	603,930	1,450,000
6/30/97	838,070	2,870,000
6/30/98	999,090	2,055,908
6/30/99	892,136	908,188
6/30/00	1,127,254	1,182,500
6/30/01	1,234,939	1,408,333
6/30/02	880,662	1,236,500
6/30/03	490,357	1,104,500
6/30/04	390,678	263,000
6/30/05	383,929	8,078
6/30/06	509,799	105,000
6/30/07	401,938	690,500
6/30/08	565,819	911,666
6/30/09	375,519	364,000
6/30/10	493,277	151,000
6/30/11	659,634	114,000