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

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning 7/01, 2011, and ending 6/30, 2012

Rossi Family Foundation
Janeen Tuitupou
1100 Sharon Park Drive #2
Menlo Park, CA 94025

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) **J** Accounting method Cash Accrual
 Other (specify) _____

► \$ 2,242,303. (Part I, column (d) must be on cash basis)

A Employer identification number
94-3106122
B Telephone number (see the instructions)
650-854-3639
C If exemption application is pending, check here ►
D 1 Foreign organizations, check here ►
E 2 Foreign organizations meeting the 85% test, check here and attach computation ►
F If private foundation status was terminated under section 507(b)(1)(A), check here ►
G 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) (see instructions))

		(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 (att sch)				
2	Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	48,284.	48,284.	48,284.	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 1a	43,242.			
b	Gross sales price for all assets on line 6a	416,795.			
7	Capital gain net income (from Part IV, line 2)		43,242.		
8	Net short-term capital gain			1,583.	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit/(loss) (att sch)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	91,526.	91,526.		49,867.
13	Compensation of officers, directors, trustees, etc	0.			RECEIVED
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach sch) See St 1	2,961.			
c	Other prof fees (attach sch) See St 2	16,121.	16,121.		
17	Interest				
18	Taxes (attach schedule)(see instrs) See Stm 3	3,382.			
19	Depreciation (attach sch) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) See Statement 4	13.			
24	Total operating and administrative expenses. Add lines 13 through 23	22,477.	16,121.		
25	Contributions, gifts, grants paid Part XV	161,320.			161,320.
26	Total expenses and disbursements. Add lines 24 and 25	183,797.	16,121.	0.	161,320.
27	Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements	-92,271.			
	b Net investment income (if negative, enter -0-)		75,405.		
	c Adjusted net income (if negative, enter -0-)			49,867.	

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year		
			(a) Book Value	(b) Book Value	(c) Fair Market Value	
ASSETS	1	Cash – non-interest-bearing				
	2	Savings and temporary cash investments	7,763.	4,696.	4,696.	
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments – U S and state government obligations (attach schedule)				
	b	Investments – corporate stock (attach schedule)				
	c	Investments – corporate bonds (attach schedule)				
	11	Investments – land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments – mortgage loans					
13	Investments – other (attach schedule)	Statement 5	2,195,104.	2,105,900.	2,237,607.	
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)		2,202,867.	2,110,596.	2,242,303.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
NET ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.		<input type="checkbox"/>			
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.		<input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		2,202,867.	2,110,596.	
	30	Total net assets or fund balances (see instructions)		2,202,867.	2,110,596.	
	31	Total liabilities and net assets/fund balances (see instructions)		2,202,867.	2,110,596.	

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	2,202,867.
2	Enter amount from Part I, line 27a	2	-92,271.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	2,110,596.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	2,110,596.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	Kaspick gains- see attached	P	Various	Various
b	Kaspick gains- see attached	P	Various	Various
c	Capital Gain Distributions	P	Various	Various
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 392,495.		362,906.	29,589.	
b 12,230.		10,647.	1,583.	
c 12,070.			12,070.	
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))	
a			29,589.	
b			1,583.	
c			12,070.	
d				
e				
2 Capital gain net income or (net capital loss)	[If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]		2	43,242.
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) (see instructions). If (loss), enter -0- in Part I, line 8]		3	1,583.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	101,985.	2,352,128.	0.043359
2009	110,508.	2,085,718.	0.052983
2008	92,984.	1,790,798.	0.051923
2007	124,230.	2,626,654.	0.047296
2006	141,146.	2,676,872.	0.052728
2 Total of line 1, column (d)			2 0.248289
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.049658
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 2,236,874.
5 Multiply line 4 by line 3			5 111,079.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 754.
7 Add lines 5 and 6			7 111,833.
8 Enter qualifying distributions from Part XII, line 4			8 161,320.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter 'N/A' on line 1.	1	754.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	2	0.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)	3	754.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
3 Add lines 1 and 2	5	754.
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 pmts and 2010 overpayment credited to 2011	6a	1,992.
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	1,992.
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,238.
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ► 1,238. Refunded ► 11 0.	11	0.

Part VII-A | Statements Regarding Activities

1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? Yes No
1a

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? Yes No
1b

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? Yes No
1c

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? Yes No
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 Yes No
3

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year? Yes No
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year? Yes No
4a

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T Yes No
4b

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? Yes No
5

7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV Yes No
6

8 a 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 Yes No
7

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 Yes No
8b

10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses Yes No
9

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
14	Telephone no ► 650-854-3639	Website address ► N/A
	ZIP + 4 ► 94025	Located at ► 1100 Sharon Park Drive, #2 Menlo Park CA
15	N/A	► 15
16	Yes	No
	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.

1a	During the year did the foundation (either directly or indirectly)	Yes	No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	► <input type="checkbox"/>	
	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?		
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?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ .		
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.)		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__ .		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b	If 'Yes,' did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		

Part VII-B | Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

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

 Yes No

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

 Yes No

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

 Yes No

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

 Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

 Yes No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?**5b** N/AOrganizations 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 NoIf 'Yes,' attach the statement required by *Regulations section 53 4945-5(d)***6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?**6b** X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b**Part VIII | Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

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

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
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 (see instructions). 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

Organizations and other beneficiaries served, conferences convened, research papers produced, etc.	
1	N/A
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1	N/A	
2		

All other program-related investments. See instructions

Total: Add lines 1 through 3. ▶ 0

Total. Add lines 1 through 3 ▶ 0.

BAA

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	2,249,456.
b	Average of monthly cash balances	1b	21,482.
c	Fair market value of all other assets (see instructions)	1c	
d Total	(add lines 1a, b, and c)	1d	2,270,938.
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	2,270,938.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	34,064.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,236,874.
6	Minimum investment return. Enter 5% of line 5	6	111,844.

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	111,844.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	754.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	754.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	111,090.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	111,090.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	111,090.

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	161,320.
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	161,320.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	754.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	160,566.

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				111,090.
2 Undistributed income, if any, as of the end of 2011:			0.	
a Enter amount for 2010 only		0.		
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008	2,685.			
d From 2009	7,506.			
e From 2010				
f Total of lines 3a through e	10,191.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 161,320.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2011 distributable amount				111,090.
e Remaining amount distributed out of corpus	50,230.			
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:	60,421.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	60,421.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008	2,685.			
c Excess from 2009	7,506.			
d Excess from 2010				
e Excess from 2011	50,230.			

BAA

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

N/A

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

1 Information Regarding Foundation Managers:

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

Marjorie Rossi

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**

Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i> See Statement 7				
Total				► 3a 161,320.
<i>b Approved for future payment</i>				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities				14	48,284.
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					43,242.
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)				48,284.	43,242.
13 Total Add line 12, columns (b), (d), and (e)				13	91,526.

(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). (See instructions.)
N/A	

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?

a Transfers from the reporting foundation to a noncharitable exempt organization of

- (1) Cash
- (2) Other assets

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization**
- (2) Purchases of assets from a noncharitable exempt organization**
- (3) Rental of facilities, equipment, or other assets**
- (4) Reimbursement arrangements**
- (5) Loans or loan guarantees**
- (6) Performance of services or membership or fundraising solicitation**

• Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

	Yes	No
1a (1)		X
1a (2)		X
1b (1)		X
1b (2)		X
1b (3)		X
1b (4)		X
1b (5)		X
1b (6)		X
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		

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.

**Sign
Here**

► Jeanne Poole, Chair | 2/14/13 ► Executive Director
Signature of Officer or Trustee

May the IRS discuss
this return with the
preparer shown below
(see instructions)?

Signature of officer or trustee

Datu

Title

Paid
Prep.
Use C

Print/Type preparer's name <i>Kimberly A. Totah</i>	Preparer's signature <i>Kimberly A. Totah</i>	Date <i>1/30/13</i>	Check <input type="checkbox"/> if self-employed	PTIN <i>P01330762</i>
Firm's name ► McCabe & Totah, LLP	Firm's EIN ► 77-0368613			
Firm's address ► 1760 The Alameda #300 San Jose, CA 95126	Phone no (408) 977-7090			

BAA

Form 990-PF (2011)

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Rossi Family Foundation
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Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
M&T	\$ 2,961.	\$ 0.	\$ 0.	\$ 0.
Total	<u>\$ 2,961.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 2
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment expenses	\$ 16,121.	\$ 16,121.	\$ 0.	\$ 0.
Total	<u>\$ 16,121.</u>	<u>\$ 16,121.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
CA Dept. of Justice	\$ 50.			
Franchise Tax Board	10.			
IRS	3,302.			
SOS	20.			
Total	<u>\$ 3,382.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Administrative costs	\$ 13.			
Total	<u>\$ 13.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

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Statement 5
Form 990-PF, Part II, Line 13
Investments - Other

	Valuation Method	Book Value	Fair Market Value
<u>Other Publicly Traded Securities</u>			
Mutual Funds-Detail Attached	Cost	\$ 1,777,383.	\$ 1,882,877.
Bond Funds-Detail Attached	Cost	328,517.	354,730.
		Total \$ 2,105,900.	\$ 2,237,607.

Statement 6
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
Marjorie Rossi 18 Ohlone Portola Valley, CA 94028	Acting Pres. 0	\$ 0.	\$ 0.	\$ 0.
Safford J. Rossi 8884 Cortina Circle Roseville, CA 95678	Secretary 0	0.	0.	0.
Janeen Rossi Tuitupou 1100 Sharon Park Dr. #2 Menlo Park, CA 94025	Treasurer 0	0.	0.	0.
Craig Hall Rossi 13219 Valley Vista Blvd Sherman Oaks, CA 91423	Director 0	0.	0.	0.
Lizabeth Rossi Schuetz 40 Oak Terrace Lake Bluff, IL 60044	Director 0	0.	0.	0.
Merilee Rossi 9 Jeffrey Court Novato, CA 94945	Director 0	0.	0.	0.
	Total \$ 0.	\$ 0.	\$ 0.	\$ 0.

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Statement 7
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
American Red Cross 85 Second St 8th floor San Francisco, CA 94105	N/A	501(c) (3)	General Support	\$ 1,000.
Stanford University 326 Galvez St Stanford, CA 94305	N/A	501(c) (3)	Grants to the school to support graduate, athletic and artistic programs.	17,000.
Avenidas Senior Center 450 Bryant Street Palo Alto, CA 94301	N/A	501(c) (3)	General support for community health services for senior citizens.	2,000.
Yosemite Conservancy 155 Montgomery St., #1104 San Francisco, CA 94104	N/A	501(c) (3)	to support Youth in Yosemite programs	5,000.
Sustainable Conservation 98 Battery Street Ste 302 San Francisco, CA 94111	N/A	501(c) (3)	General support of programs for a clean environment	5,000.
KQED 2601 Mariposa Street San Francisco, CA 94110	N/A	501(c) (3)	General support for public television and radio	250.
Job Train 1200 O'Brien Drive Menlo Park, CA 94025	N/A	501(c) (3)	General support for programs to help people in need succeed in obtaining and keeping employment	2,500.
The Wesley School 4832 Tujunga Avenue North Hollywood, CA 91601	N/A	501(c) (3)	Faculty Development Support	1,500.
Children of Strength 1325 Valencia St San Francisco, CA 94110	N/A	501(c) (3)	To support programs for disadvantaged children	24,500.

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Statement 7 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
Marine Science Institute 500 Discovery Parkway Redwood City, CA 94063	N/A	501(c) (3)	To give financial assistance in support of summer camps	\$ 1,800.
SV2 P.O. Box 1792 Los Altos, CA 94023	N/A	501(c) (3)	General support/ Membership donation	5,000.
Center Stage in Lake Forest 400 E. Illinois Lake Forest, IL 60045	N/A	501(c) (3)	For lighting equipment for community theater	3,300.
Community Legal Aid Serv East Palo Alto 2117B University Ave East Palo Alto, CA 94303	N/A	501(c) (3)	For legal services fund to assist disadvantaged	800.
Parkinson's Institute & Clinical Center 675 Almanor AVe Sunnyvale, CA 94085	N/A	501c3	To support medical research/ Cytometer	20,000.
Monterey Bay Aquarium 8886 Cannery Row Monterey, CA 93940	N/A	501c3	To support educational programs	10,000.
USO P.O.Box 96355 Washington, DC 20090	N/A	501c3	To support programs for military personnel and their families	4,000.
Mother's Trust Foundation 400 E. Illinois Lake Forest, IL 60045	N/A	501c3	To provide emergency assistance to disadvantaged children	10,000.
American Cancer Society P.O.Box 7899 San Francisco, CA 94120	N/A	501(c) (3)	General Support/ 2011 Annual Fund	1,000.
Arthritis Foundation 657 Mission St. 8th Floor San Francisco, CA 94105	N/A	501(c) (3)	General Support	3,500.

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Statement 7 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
Bitter Root Resource Conservation 1709 N. 1st St. Hamilton, MT 59840	N/A	501(c) (3)	New engine for boat used in conservation projects	\$ 6,920.
CASA 1515 S. El Camino Ste 210 San Mateo, CA 94402	N/A	501(c) (3)	To support abused and neglected child advocacy	15,000.
Charles Armstrong School 1405 Solana Drive Belmont, CA 94002	N/A	501(c) (3)	To support scholarship fund	500.
Community Hospice 4368 Spyres Way Modesto, CA 95356	N/A	501(c) (3)	To support hospice programs	4,000.
GNU Foundation F212 Bay Drive Boyton Beach, FL 33435	N/A	501(c) (3)	To support programs in poverty stricken areas	1,000.
Marin Formative Christian Preschool 2000 Las Gallinas Ave San Rafael, CA 94903	N/A	501(c) (3)	To support preschool programs	1,000.
Portola Valley Schools Foundation 4575 Alpine Rd Portola Valley, CA 94028	N/A	501(c) (3)	To support programs in Portola Valley School District	250.
Ronald McDonald House 520 Sand Hill Rd Palo Alto, CA 94304		501(c) (3)	To support families with ill children	1,000.
The Terraces of Los Gatos 800 Blossom Hill Road Los Gatos, CA 95032	N/A	501(c) (3)	To support Alzheimer's Center	6,000.
TreePeople 12601 Mulholland Dr Beverly Hills, CA 90201	N/A	501(c) (3)	To support Eco Tours for school children	7,500.
Total				\$ 161,320.

Kaspick & Company
PORTFOLIO APPRAISAL
Rossi Family Foundation
Exempt Organization
June 30, 2012

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
Small Company Stocks							
Mutual Funds							
3,348.994	DFA US Small Cap Value Fund	22.19	74,326.54	24.98	83,657.87	3.7	0.5
5,014.737	Vanguard Small Cap Index Fund Signal	23.42	117,429.50	32.80	164,483.37	7.3	1.1
			191,756.04		248,141.24	11.1	0.9
	Small Company Stocks Total		191,756.04		248,141.24	11.1	0.9
Int'l Small Co. Stocks							
Mutual Funds							
5,313.971	DFA Int'l Small Cap Value Portfolio	15.89	84,412.63	13.92	73,970.48	3.3	2.4
			84,412.63		73,970.48	3.3	2.4
	Int'l Small Co. Stocks Total		84,412.63		73,970.48	3.3	2.4
Emerging Markets Stocks							
Mutual Funds							
5,628.566	DFA Emerging Markets Portfolio	22.04	124,053.82	24.66	138,800.44	6.2	2.0
			124,053.82		138,800.44	6.2	2.0
	Emerging Markets Stock Total		124,053.82		138,800.44	6.2	2.0
Large Company Stocks							
Mutual Funds							
3,073.215	DFA US Large Cap Value Portfolio	16.66	51,191.61	20.57	63,216.03	2.8	1.5
22,152.530	DFA US Large Company Portfolio	9.41	208,486.27	10.74	237,918.17	10.6	1.7
1,537.687	Dodge & Cox Stock	105.48	162,200.42	110.47	169,868.28	7.6	1.4
8,076.468	Mutual Series Quest Z	17.29	139,644.14	17.09	138,026.84	6.1	2.8
4,293.125	T. Rowe Price Growth Stock Fund	28.52	122,421.44	36.06	154,810.09	6.9	0.0
			683,943.88		763,839.41	34.0	1.5
	Large Company Stocks Total		683,943.88		763,839.41	34.0	1.5

Kaspick & Company
PORTFOLIO APPRAISAL
Rossi Family Foundation
Exempt Organization
June 30, 2012

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
International Stocks							
Mutual Funds							
6,093.493	GMO Int'l Intrinsic Value III	22.91	139,596.64	19.04	116,020.11	5.2	3.1
2,140.400	Harbor Int'l Inst'l	38.40	82,200.98	55.71	119,241.68	5.3	2.0
9,221.563	Morgan Stanley Inst'l Int'l Equity I	16.47	151,923.64	13.02	120,064.75	5.3	2.0
			373,721.26		355,326.54	15.8	2.4
International Stocks Total			373,721.26		355,326.54	15.8	2.4
Domestic REITs							
Mutual Funds							
4,232.117	Cohen & Steers Inst'l Realty Shares	40.41	171,000.71	44.19	187,017.25	8.3	0.9
			171,000.71		187,017.25	8.3	0.9
Domestic REITs Total			171,000.71		187,017.25	8.3	0.9
International REITs							
Mutual Funds							
11,636.359	Cohen & Steers International Realty Fund I	12.76	148,494.26	9.95	115,781.77	5.2	2.5
			148,494.26		115,781.77	5.2	2.5
International REITs Total			148,494.26		115,781.77	5.2	2.5
High Quality Bond Funds							
Intermediate Term							
19,006.580	DFA Intermediate Government Bond Portfolio	11.89	225,948.21	13.04	247,845.80	11.0	2.9
			225,948.21		247,845.80	11.0	2.9
High Quality Bond Fund Total			225,948.21		247,845.80	11.0	2.9

Kaspick & Company
PORTFOLIO APPRAISAL
Rossi Family Foundation
Exempt Organization
June 30, 2012

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
Investment Grade Bond Funds							
Intermediate Term							
9,458.821	PIMCO Total Return Fund Inst'l	10.84	102,569.20	11.30	106,884.68	4.8	3.0
			102,569.20		106,884.68	4.8	3.0
	Investment Grade Bond Total		102,569.20		106,884.68	4.8	3.0
Cash and Equivalents							
	Schwab Cash		7,995.57		7,995.57	0.4	0.0
			7,995.57		7,995.57	0.4	0.0
TOTAL PORTFOLIO			<u>2,113,895.58</u>		<u>2,245,603.18</u>	<u>100.0</u>	<u>1.9</u>
<i>uncleared check</i> <i>< 3,300.00</i> <u><u>2,110,595</u></u>							
<u><u>2,242,303.</u></u>							

Kaspick & Company
REALIZED GAINS AND LOSSES
Rossi Family Foundation
Exempt Organization
From 07-01-11 Through 06-30-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
07-03-07	04-02-12	80 548	Morgan Stanley Inst'l Int'l Small Cap I	2,060.41	1,067.43		-992.98
07-03-07	04-02-12	4 995	Morgan Stanley Inst'l Int'l Small Cap I	127.78	66.19		-61.59
12-20-07	04-02-12	1,154 983	Morgan Stanley Inst'l Int'l Small Cap I	19,184.26	15,305.97		-3,878.29
12-20-07	04-02-12	65 142	Morgan Stanley Inst'l Int'l Small Cap I	1,082.01	863.27		-218.74
12-20-07	04-02-12	59 577	Morgan Stanley Inst'l Int'l Small Cap I	989.58	789.52		-200.06
07-02-08	04-02-12	310 114	Morgan Stanley Inst'l Int'l Small Cap I	4,391.22	4,109.67		-281.55
12-19-08	04-02-12	251.640	Morgan Stanley Inst'l Int'l Small Cap I	2,315.09	3,334.76		1,019.67
07-02-09	04-02-12	13 962	Morgan Stanley Inst'l Int'l Small Cap I	145.62	185.03		39.41
08-24-09	04-02-12	206 172	Morgan Stanley Inst'l Int'l Small Cap I	2,510.00	2,732.22		222.22
12-18-09	04-02-12	71 996	Morgan Stanley Inst'l Int'l Small Cap I	850.27	954.10		103.83
07-07-10	04-02-12	22 077	Morgan Stanley Inst'l Int'l Small Cap I	247.48	292.57		45.09
08-27-10	04-02-12	772 895	Morgan Stanley Inst'l Int'l Small Cap I	8,503.36	10,242.49		1,739.13
01-12-12	04-02-12	922 896	Morgan Stanley Inst'l Int'l Small Cap I	10,647.71	12,230.33	1,582.62	
01-27-00	04-23-12	965.074	DFA US Large Company Portfolio	10,569.13	10,397.52		-171.61
12-23-03	04-23-12	14 409	Cohen & Steers Inst'l Realty Shares	509.96	619.21		109.25
12-23-03	04-23-12	51.109	Cohen & Steers Inst'l Realty Shares	1,808.86	2,196.35		387.49
03-19-04	04-23-12	83 793	Cohen & Steers Inst'l Realty Shares	3,270.37	3,600.90		330.53
06-18-04	04-23-12	57.348	Cohen & Steers Inst'l Realty Shares	2,125.70	2,464.46		338.76
12-12-05	04-23-12	201 396	T. Rowe Price Growth Stock Fund	5,805.34	7,406.61		1,601.27
10-30-02	04-23-12	184 775	Morgan Stanley Inst'l Int'l Equity I	2,695.78	2,456.28		-239.50
12-29-97	04-23-12	34 025	Dodge & Cox Stock	3,157.50	3,766.51		609.01
03-27-98	04-23-12	16 600	Dodge & Cox Stock	1,689.69	1,837.60		147.91
03-27-98	04-23-12	0 561	Dodge & Cox Stock	57.08	62.10		5.02
09-28-98	04-23-12	2 390	Dodge & Cox Stock	211.24	264.57		53.33
TOTAL GAINS						1,582.62	66,503.35
TOTAL LOSSES						0.00	-36,913.93
TOTAL REALIZED GAIN/LOSS				373,553.52	404,725.56	1,582.62	29,589.42
CAPITAL GAIN DISTRIBUTIONS				<i>ST</i>	<i>12,230.33</i>	<i>392,495</i>	
09-02-11			Mutual Series Quest Z				1,130.38
09-02-11			Mutual Series Quest Z			1,084.03	
09-30-11			Cohen & Steers Inst'l Realty Shares				400.90
12-12-11			DFA Intermediate Government Bond Portfolio				1,564.59
12-12-11			DFA Intermediate Government Bond Portfolio			88.90	

Kaspick & Company
REALIZED GAINS AND LOSSES
Rossi Family Foundation
Exempt Organization
From 07-01-11 Through 06-30-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
12-13-11			DFA Emerging Markets Portfolio				3,961 20
12-13-11			DFA US Small Cap Value Fund				1,641 54
12-15-11			Cohen & Steers Inst'l Realty Shares				1,341 55
12-16-11			Mutual Series Quest Z				1,392 29
06-29-12			Cohen & Steers Inst'l Realty Shares				637.70
TOTAL DISTRIBUTIONS		13,243 08				1,172 93	12,070.15
TOTAL GAIN/LOSS		44,415 12				2,755.55	41,659.57