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 OCT 1, 2011 , **and ending** SEP 30, 2012

Name of foundation: WARSH MOTT LEGACY

A Employer identification number: 68-0049658

Number and street (or P O box number if mail is not delivered to street address): 469 BOHEMIAN HIGHWAY | Room/suite:

B Telephone number: (707) 874-2942

City or town, state, and ZIP code: FREESTONE, CA 95472-9579

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 25,637,525.

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

	Line	(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	125,000.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	48.	48.		STATEMENT 1
	4 Dividends and interest from securities	542,449.	542,449.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	229,833.			
	b Gross sales price for all assets on line 6a 8,985,947.				
	7 Capital gain net income (from Part IV, line 2)		229,833.		
	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				
	12 **Total.** Add lines 1 through 11	897,330.	772,330.	0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	56,179.	1,930.	0.	54,249.
	14 Other employee salaries and wages	161,031.	667.	0.	160,364.
	15 Pension plans, employee benefits	75,023.	741.	0.	74,282.
	16a Legal fees				
	b Accounting fees STMT 3	9,149.	14.	0.	9,135.
	c Other professional fees STMT 4	38,000.	38,000.	0.	0.
	17 Interest				
	18 Taxes STMT 5	32,755.	8,252.	0.	16,503.
	19 Depreciation and depletion				
	20 Occupancy	12,909.	0.	0.	12,909.
	21 Travel, conferences, and meetings	41,160.	0.	0.	41,160.
	22 Printing and publications	1,684.	0.	0.	1,684.
	23 Other expenses STMT 6	90,562.	71,968.	0.	18,594.
	24 **Total operating and administrative expenses** Add lines 13 through 23	518,452.	121,572.	0.	388,880.
	25 Contributions, gifts, grants paid	1,757,389.			1,757,389.
	26 **Total expenses and disbursements.** Add lines 24 and 25	2,275,841.	121,572.	0.	2,146,269.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-1,378,511.			
	b **Net investment income** (if negative, enter -0-)		650,758.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

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LHA **For Paperwork Reduction Act Notice, see instructions.**

Form **990-PF** (2011)

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	5,621.	5,963.	5,963.
	2 Savings and temporary cash investments	1,287,340.	745,723.	745,723.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	14,484,491.	13,645,449.	15,714,402.
	c Investments - corporate bonds STMT 8	4,448,077.	3,983,462.	4,210,712.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	4,434,409.	4,751,594.	4,960,725.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	24,659,938.	23,132,191.	25,637,525.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 10)	675,584.	526,348.	
	23 **Total liabilities** (add lines 17 through 22)	675,584.	526,348.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	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	2,567,576.	2,567,576.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	21,416,778.	20,038,267.	
	30 **Total net assets or fund balances**	23,984,354.	22,605,843.	
	31 **Total liabilities and net assets/fund balances**	24,659,938.	23,132,191.	

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	23,984,354.
2 Enter amount from Part I, line 27a	2	-1,378,511.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	22,605,843.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	22,605,843.

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 STATEMENTS			
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	8,985,947.		8,722,976.	229,833.

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				229,833.

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 } 2 229,833.

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	1,666,510.	26,208,322.	.063587
2009	1,820,135.	24,423,449.	.074524
2008	1,669,477.	21,080,042.	.079197
2007	1,751,756.	29,383,087.	.059618
2006	878,849.	28,035,772.	.031347

2	**Total** of line 1, column (d)	2	.308273
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	.061655
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	24,723,367.
5	Multiply line 4 by line 3	5	1,524,319.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,508.
7	Add lines 5 and 6	7	1,530,827.
8	Enter qualifying distributions from Part XII, line 4	8	2,146,269.

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	6,508.
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	6,508.
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	6,508.
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 33,141.		
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	33,141.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	26,633.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 26,633. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

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

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

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

14 The books are in care of ▶ ROXANNE TURNAGE Telephone no. ▶ (707) 874-2942
Located at ▶ 469 BOHEMIAN HIGHWAY, FREESTONE, CA ZIP+4 ▶ 95472-9579

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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

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

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

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

5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b	
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		56,179.	16,244.	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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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	20,833,928.
b	Average of monthly cash balances	1b	724,566.
c	Fair market value of all other assets	1c	3,541,371.
d	**Total** (add lines 1a, b, and c)	1d	25,099,865.
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	25,099,865.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	376,498.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	24,723,367.
6	**Minimum investment return.** Enter 5% of line 5	6	1,236,168.

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

1	Minimum investment return from Part X, line 6	1	1,236,168.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a 6,508.		
b	Income tax for 2011. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	6,508.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,229,660.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,229,660.
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	1,229,660.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,146,269.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,146,269.
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	6,508.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,139,761.

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.

Form **990-PF** (2011)

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				1,229,660.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008 36,566.				
d From 2009 607,093.				
e From 2010 384,932.				
f Total of lines 3a through e	1,028,591.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 2,146,269.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				1,229,660.
e Remaining amount distributed out of corpus	916,609.			
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	1,945,200.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,945,200.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008 36,566.				
c Excess from 2009 607,093.				
d Excess from 2010 384,932.				
e Excess from 2011 916,609.				

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).)

MARYANNE MOTT

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

NONE

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

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

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

SEE STATEMENT 12

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

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				
ALLIANCE FOR HUMANE BIOTECHNOLOGY 155 21ST AVE SAN FRANCISCO, CA 94121	NONE	PUBLIC CHARITY	SYNTHETIC BIOLOGY CONFERENCE & STRATEGY	28,000.
ALLIANCE FOR HUMANE BIOTECHNOLOGY 155 21ST AVE SAN FRANCISCO, CA 94121	NONE	PUBLIC CHARITY	SURVIVING PROGRESS SCREENING	1,200.
BILL OF RIGHTS DEFENSE COMMITTEE 8 BRIDGE ST., SUITE A NORTH HAMPTON, MA 01060	NONE	PUBLIC CHARITY	GENERAL SUPPORT	32,500.
BILL OF RIGHTS DEFENSE COMMITTEE 8 BRIDGE ST., SUITE A NORTH HAMPTON, MA 01060	NONE	PUBLIC CHARITY	GENERAL SUPPORT	40,000.
BRENNAN CENTER FOR JUSTICE 161 AVENUE OF THE AMERICAS, 12TH FLOOR NEW YORK, NY 10013	NONE	PUBLIC CHARITY	DOMESTIC INTELLIGENCE COLLECTION REPORTS	50,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1,757,389.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2011)

123611 12-02-11

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(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	48.	
4 Dividends and interest from securities			14	542,449.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	229,833.	
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.		772,330.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 772,330.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Roxanne Turnage 5/13/13 EXECUTIVE DIRECTOR

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	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ROBERT T BROWNLEE JR	Robert T Brownlee	5/10/13		P00159887

Firm's name ▶ MFO EFILING SERVICES CO — Firm's EIN ▶ 20-1597091

Firm's address ▶ 111 E COURT STREET SUITE 3D FLINT, MI 48502-1649 — Phone no. (810) 767-0136

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
WARSH MOTT LEGACY	68-0049658

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
WARSH MOTT LEGACY	68-0049658

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	MARYANNE MOTT 111 E COURT ST, SUITE 3D FLINT, MI 48502	$ 125,000.	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: WARSH MOTT LEGACY

Employer identification number: 68-0049658

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
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(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
WARSH MOTT LEGACY	68-0049658

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	CROSSLINK VENTURES V, L.P. - FROM SCH. K-1	P		
b	CROSSLINK VENTURES V, L.P. - FROM SCH. K-1	P		
c	DRAPER FISHER JURVETSON GROWTH FUND - FROM SCH. K	P		
d	DRAPER FISHER JURVETSON GROWTH FUND - FROM SCH. K	P		
e	INTEGRAL CAPITAL PARTNERS VI - FROM SCH. K-1	P		
f	MFO EQUITY FUND - FROM JOINT VENTURE	P		
g	MFO EQUITY FUND - FROM JOINT VENTURE	P		
h	MFO NORTHPOINTE FUND A - FROM JOINT VENTURE	P		
i	MFO NORTHPOINTE FUND A - FROM JOINT VENTURE	P		
j	MFO TOWLE FUND - FROM JOINT VENTURE	P		
k	MFO TOWLE FUND - FROM JOINT VENTURE	P		
l	MFO WESTFIELD FUND A - FROM JOINT VENTURE	P		
m	MFO WESTFIELD FUND A - FROM JOINT VENTURE	P		
n	WORLD ASSET MGMT. INTL. EQUITY FUND - FROM SCH K-	P		
o	SANDS TECHNOLOGY - LITIGATION SETTLEMENT	P		

	(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				919.
b				-23,036.
c				1,720.
d				-9,022.
e				-108.
f	5,610.		3,431.	2,179.
g	26,200.		25,456.	744.
h	2,795,026.		2,750,222.	44,804.
i	583,404.		318,488.	264,916.
j	102,233.		120,967.	-18,734.
k	413,335.		334,587.	78,748.
l	68,299.		81,103.	-12,804.
m	643,321.		344,262.	299,059.
n				-5,326.
o				1,715.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				919.
b				-23,036.
c				1,720.
d				-9,022.
e				-108.
f				2,179.
g				744.
h				44,804.
i				264,916.
j				-18,734.
k				78,748.
l				-12,804.
m				299,059.
n				-5,326.
o				1,715.

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	
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	

123591
05-01-11

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	2300.000 SHS. ILLINOIS TOOL WORKS INC.	P	10/29/08	10/24/11
b	1700.000 SHS. RYLAND GROUP, INC. (THE)	P	03/06/08	11/04/11
c	1300.000 SHS. RYLAND GROUP, INC. (THE)	P	07/18/08	11/04/11
d	1300.000 SHS. RYLAND GROUP, INC. (THE)	P	07/16/07	11/04/11
e	100.000 SHS. RYLAND GROUP, INC. (THE)	P	12/12/07	11/04/11
f	100.000 SHS. BED BATH & BEYOND INC.	P	07/16/07	11/10/11
g	200.000 SHS. BED BATH & BEYOND INC.	P	07/26/06	11/10/11
h	671.758 SHS. VANGUARD ADMIRAL SHORT-TERM INVESTM	P	01/31/11	01/18/12
i	3885.782 SHS. VANGUARD ADMIRAL SHORT-TERM INVEST	P	12/31/10	01/18/12
j	577.566 SHS. VANGUARD ADMIRAL SHORT-TERM INVESTM	P	10/29/10	01/18/12
k	545.372 SHS. VANGUARD ADMIRAL SHORT-TERM INVESTM	P	11/30/10	01/18/12
l	627.875 SHS. VANGUARD ADMIRAL SHORT-TERM INVESTM	P	04/29/11	01/18/12
m	554.253 SHS. VANGUARD ADMIRAL SHORT-TERM INVESTM	P	12/31/10	01/18/12
n	597.638 SHS. VANGUARD ADMIRAL SHORT-TERM INVESTM	P	02/28/11	01/18/12
o	659.210 SHS. VANGUARD ADMIRAL SHORT-TERM INVESTM	P	09/30/10	01/18/12

	(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	110,752.		75,527.	35,225.
b	22,361.		45,927.	-23,566.
c	17,100.		31,822.	-14,722.
d	17,100.		48,502.	-31,402.
e	1,315.		2,543.	-1,228.
f	6,008.		3,605.	2,403.
g	12,016.		6,760.	5,256.
h	7,174.		7,255.	-81.
i	41,500.		41,850.	-350.
j	6,168.		6,295.	-127.
k	5,825.		5,906.	-81.
l	6,706.		6,768.	-62.
m	5,919.		5,969.	-50.
n	6,383.		6,449.	-66.
o	7,040.		7,166.	-126.

	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				35,225.
b				-23,566.
c				-14,722.
d				-31,402.
e				-1,228.
f				2,403.
g				5,256.
h				-81.
i				-350.
j				-127.
k				-81.
l				-62.
m				-50.
n				-66.
o				-126.

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	
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	

123591
05-01-11

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	629.645 SHS. VANGUARD ADMIRAL SHORT-TERM INVESTM	P	05/31/11	01/18/12
b	614.197 SHS. VANGUARD ADMIRAL SHORT-TERM INVESTM	P	07/29/11	01/18/12
c	200.000 SHS. CISCO SYSTEMS, INC.	P	02/11/08	01/26/12
d	1200.000 SHS. CVS CAREMARK CORPORATION	P	09/22/09	01/26/12
e	100.000 SHS. INTEL CORPORATION	P	02/12/08	02/08/12
f	300.000 SHS. INTEL CORPORATION	P	10/20/05	02/08/12
g	600.000 SHS. INTEL CORPORATION	P	01/26/06	02/08/12
h	0.000 SHS. JUNIPER NETWORKS, INC.	P	02/19/11	02/21/12
i	1200.000 SHS. CISCO SYSTEMS, INC.	P	02/11/08	03/07/12
j	700.000 SHS. CONOCOPHILLIPS	P	06/22/10	03/07/12
k	400.000 SHS. CONOCOPHILLIPS	P	06/17/10	03/07/12
l	700.000 SHS. CVS CAREMARK CORPORATION	P	09/22/09	03/07/12
m	600.000 SHS. TARGET CORPORATION	P	09/22/09	03/07/12
n	1000.000 SHS. BED BATH & BEYOND INC.	P	07/26/06	03/07/12
o	100.000 SHS. E.I. DU PONT DE NEMOURS AND COMPANY	P	10/25/05	03/07/12

	(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	6,725.		6,800.	-75.
b	6,560.		6,627.	-67.
c	3,940.		4,696.	-756.
d	50,640.		43,271.	7,369.
e	2,687.		2,098.	589.
f	8,061.		7,119.	942.
g	16,122.		12,876.	3,246.
h	1,391.			1,391.
i	23,245.		28,174.	-4,929.
j	53,975.		38,742.	15,233.
k	30,843.		21,903.	8,940.
l	31,294.		25,242.	6,052.
m	33,863.		28,924.	4,939.
n	61,459.		33,798.	27,661.
o	5,005.		4,062.	943.

	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				-75.
b				-67.
c				-756.
d				7,369.
e				589.
f				942.
g				3,246.
h				1,391.
i				-4,929.
j				15,233.
k				8,940.
l				6,052.
m				4,939.
n				27,661.
o				943.

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	
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	

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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	900.000 SHS. EMC CORPORATION	P	12/01/06	03/07/12
b	601.248 SHS. VANGUARD ADMIRAL SHORT-TERM INVESTM	P	06/30/11	03/23/12
c	42539.473 SHS. VANGUARD ADMIRAL SHORT-TERM INVES	P	12/31/10	03/23/12
d	688.051 SHS. VANGUARD ADMIRAL SHORT-TERM INVESTM	P	03/22/11	03/23/12
e	237.260 SHS. VANGUARD ADMIRAL SHORT-TERM INVESTM	P	03/22/11	03/23/12
f	647.602 SHS. VANGUARD ADMIRAL SHORT-TERM INVESTM	P	03/31/11	03/23/12
g	584.825 SHS. VANGUARD ADMIRAL SHORT-TERM INVESTM	P	01/31/12	03/23/12
h	543.336 SHS. VANGUARD ADMIRAL SHORT-TERM INVESTM	P	02/29/12	03/23/12
i	594.240 SHS. VANGUARD ADMIRAL SHORT-TERM INVESTM	P	10/31/11	03/23/12
j	610.275 SHS. VANGUARD ADMIRAL SHORT-TERM INVESTM	P	08/31/11	03/23/12
k	115.255 SHS. VANGUARD ADMIRAL SHORT-TERM INVESTM	P	12/30/10	03/23/12
l	40163.691 SHS. VANGUARD ADMIRAL SHORT-TERM INVES	P	03/13/08	03/23/12
m	1300.000 SHS. PATTERSON COMPANIES, INC.	P	08/31/10	03/29/12
n	0.000 SHS. TIME WARNER INC.	P	03/28/11	03/29/12
o	1300.000 SHS. PATTERSON COMPANIES, INC.	P	02/10/06	03/29/12

	(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	25,128.		11,785.	13,343.
b	6,451.		6,463.	-12.
c	456,449.		458,150.	-1,701.
d	7,383.		7,397.	-14.
e	2,546.		2,551.	-5.
f	6,949.		6,942.	7.
g	6,275.		6,275.	0.
h	5,830.		5,841.	-11.
i	6,376.		6,358.	18.
j	6,548.		6,542.	6.
k	1,237.		1,240.	-3.
l	430,956.		429,350.	1,606.
m	42,680.		33,012.	9,668.
n	32.			32.
o	42,680.		44,200.	-1,520.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				13,343.
b				-12.
c				-1,701.
d				-14.
e				-5.
f				7.
g				0.
h				-11.
i				18.
j				6.
k				-3.
l				1,606.
m				9,668.
n				32.
o				-1,520.

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	
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	

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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	100.000 SHS. PATTERSON COMPANIES, INC.	P	05/16/06	03/29/12
b	200.000 SHS. PATTERSON COMPANIES, INC.	P	05/15/06	03/29/12
c	1000.000 SHS. PATTERSON COMPANIES, INC.	P	05/12/06	03/29/12
d	2410.858 SHS. HANSBERGER INSTL. EMERGING MARKETS	P	12/27/07	04/12/12
e	217.703 SHS. HANSBERGER INSTL. EMERGING MARKETS	P	12/27/07	04/12/12
f	3161.355 SHS. HANSBERGER INSTL. EMERGING MARKETS	P	10/04/00	04/12/12
g	2183.824 SHS. HANSBERGER INSTL. EMERGING MARKETS	P	07/09/98	04/12/12
h	247.962 SHS. HANSBERGER INSTL. EMERGING MARKETS	P	01/04/02	04/12/12
i	15.419 SHS. HANSBERGER INSTL. EMERGING MARKETS F	P	07/10/02	04/12/12
j	119.247 SHS. HANSBERGER INSTL. EMERGING MARKETS	P	12/17/02	04/12/12
k	23.520 SHS. HANSBERGER INSTL. EMERGING MARKETS F	P	01/05/01	04/12/12
l	0.000 SHS. INTERNATIONAL RECTIFIER CORPORATION	P	05/13/11	05/14/12
m	297.739 SHS. VANGUARD ADM INTERM INVEST GRADE BO	P	07/29/11	05/22/12
n	293.570 SHS. VANGUARD ADM INTERM INVEST GRADE BO	P	10/31/11	05/22/12
o	571.680 SHS. VANGUARD ADM INTERM INVEST GRADE BO	P	04/30/12	05/22/12

	(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	3,283.		3,406.	-123.
b	6,566.		6,705.	-139.
c	32,831.		32,763.	68.
d	25,893.		74,616.	-48,723.
e	2,338.		6,738.	-4,400.
f	33,953.		121,870.	-87,917.
g	23,454.		75,000.	-51,546.
h	2,663.		8,406.	-5,743.
i	166.		581.	-415.
j	1,281.		4,078.	-2,797.
k	253.		855.	-602.
l	58.			58.
m	3,016.		3,013.	3.
n	2,974.		2,980.	-6.
o	5,791.		5,814.	-23.

	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				-123.
b				-139.
c				68.
d				-48,723.
e				-4,400.
f				-87,917.
g				-51,546.
h				-5,743.
i				-415.
j				-2,797.
k				-602.
l				58.
m				3.
n				-6.
o				-23.

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	
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	

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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	231.923 SHS. VANGUARD ADM INTERM INVEST GRADE BO	P	11/30/10	05/22/12
b	242.861 SHS. VANGUARD ADM INTERM INVEST GRADE BO	P	08/31/10	05/22/12
c	264.659 SHS. VANGUARD ADM INTERM INVEST GRADE BO	P	02/29/12	05/22/12
d	2020.844 SHS. VANGUARD ADM INTERM INVEST GRADE B	P	03/23/12	05/22/12
e	235.549 SHS. VANGUARD ADM INTERM INVEST GRADE BO	P	09/30/10	05/22/12
f	241.391 SHS. VANGUARD ADM INTERM INVEST GRADE BO	P	10/29/10	05/22/12
g	288.528 SHS. VANGUARD ADM INTERM INVEST GRADE BO	P	01/31/12	05/22/12
h	247.090 SHS. VANGUARD ADM INTERM INVEST GRADE BO	P	07/30/10	05/22/12
i	3817.408 SHS. VANGUARD ADMIRAL SHORT-TERM INVEST	P	03/13/08	05/22/12
j	504.058 SHS. VANGUARD ADMIRAL SHORT-TERM INVESTM	P	03/30/12	05/22/12
k	338.366 SHS. VANGUARD ADMIRAL SHORT-TERM INVESTM	P	04/30/12	05/22/12
l	574.722 SHS. VANGUARD ADM INTERM INVEST GRADE BO	P	05/31/12	06/06/12
m	19168.615 SHS. VANGUARD ADM INTERM INVEST GRADE	P	03/23/12	06/06/12
n	339.439 SHS. VANGUARD ADMIRAL SHORT-TERM INVESTM	P	05/31/12	06/06/12
o	14077.650 SHS. VANGUARD ADMIRAL SHORT-TERM INVES	P	03/13/08	06/06/12

	(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	2,349.		2,387.	-38.
b	2,460.		2,511.	-51.
c	2,681.		2,702.	-21.
d	20,471.		20,451.	20.
e	2,386.		2,447.	-61.
f	2,445.		2,518.	-73.
g	2,923.		2,937.	-14.
h	2,503.		2,515.	-12.
i	40,961.		40,808.	153.
j	5,409.		5,414.	-5.
k	3,631.		3,641.	-10.
l	5,822.		5,856.	-34.
m	194,178.		193,986.	192.
n	3,639.		3,646.	-7.
o	150,912.		150,490.	422.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-38.
b				-51.
c				-21.
d				20.
e				-61.
f				-73.
g				-14.
h				-12.
i				153.
j				-5.
k				-10.
l				-34.
m				192.
n				-7.
o				422.

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

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

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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	4239.627 SHS. VANGUARD ADMIRAL SHORT-TERM INVEST	P	01/27/10	06/06/12
b	1200.000 SHS. INTEL CORPORATION	P	02/12/08	07/09/12
c	200.000 SHS. PHILLIPS 66	P	06/17/10	07/09/12
d	400.000 SHS. PHILLIPS 66	P	08/24/10	07/09/12
e	42.630 SHS. TEMPLETON INSTL. FOREIGN EQUITY FUND	P	01/28/08	07/10/12
f	6257.523 SHS. TEMPLETON INSTL. FOREIGN EQUITY FU	P	01/05/07	07/10/12
g	11419.871 SHS. TEMPLETON INSTL. FOREIGN EQUITY F	P	03/07/07	07/10/12
h	1000.000 SHS. ABBOTT LABORATORIES	P	07/30/10	07/12/12
i	588.582 SHS. TEMPLETON INSTL. FOREIGN EQUITY FUN	P	01/28/08	07/17/12
j	400.000 SHS. COCA-COLA COMPANY (THE)	P	07/30/08	07/18/12
k	400.000 SHS. EBAY INC.	P	03/15/11	07/18/12
l	100.000 SHS. EXPRESS SCRIPTS HOLDING COMPANY	P	12/29/10	07/18/12
m	500.000 SHS. GENERAL ELECTRIC COMPANY	P	01/31/08	07/18/12
n	300.000 SHS. KIMBERLY-CLARK CORPORATION	P	09/23/09	07/18/12
o	1000.000 SHS. VERIZON COMMUNICATIONS INC.	P	05/05/08	07/18/12

	(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	45,449.		45,279.	170.
b	31,263.		25,180.	6,083.
c	6,614.		5,018.	1,596.
d	13,228.		9,813.	3,415.
e	722.		1,103.	-381.
f	105,940.		164,573.	-58,633.
g	193,338.		300,000.	-106,662.
h	64,941.		49,178.	15,763.
i	10,000.		15,233.	-5,233.
j	30,822.		20,721.	10,101.
k	16,006.		12,188.	3,818.
l	5,814.		5,436.	378.
m	9,860.		17,449.	-7,589.
n	25,778.		17,622.	8,156.
o	46,087.		36,568.	9,519.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				170.
b				6,083.
c				1,596.
d				3,415.
e				-381.
f				-58,633.
g				-106,662.
h				15,763.
i				-5,233.
j				10,101.
k				3,818.
l				378.
m				-7,589.
n				8,156.
o				9,519.

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	
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	

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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	800.000 SHS. MICROSOFT CORPORATION	P	12/01/04	07/18/12
b	800.000 SHS. VERIZON COMMUNICATIONS INC.	P	04/22/08	07/23/12
c	100.000 SHS. VERIZON COMMUNICATIONS INC.	P	05/05/08	07/23/12
d	2854.622 SHS. HANSBERGER INSTL. EMERGING MARKETS	P	04/14/08	07/27/12
e	26654.921 SHS. HANSBERGER INSTL. EMERGING MARKET	P	12/19/08	07/27/12
f	100.266 SHS. HANSBERGER INSTL. EMERGING MARKETS	P	04/15/09	07/27/12
g	10123.846 SHS. HANSBERGER INSTL. EMERGING MARKET	P	12/27/07	07/27/12
h	90.956 SHS. HANSBERGER INSTL. EMERGING MARKETS F	P	04/14/08	07/27/12
i	1579.608 SHS. HANSBERGER INSTL. EMERGING MARKETS	P	12/27/07	07/27/12
j	33.889 SHS. HANSBERGER INSTL. EMERGING MARKETS F	P	04/13/10	07/27/12
k	365.645 SHS. HANSBERGER INSTL. EMERGING MARKETS	P	12/27/10	07/27/12
l	9661.836 SHS. HANSBERGER INSTL. EMERGING MARKETS	P	10/26/11	07/27/12
m	427.387 SHS. HANSBERGER INSTL. EMERGING MARKETS	P	12/21/09	07/27/12
n	18674.136 SHS. HANSBERGER INSTL. EMERGING MARKET	P	08/18/11	07/27/12
o	1665.002 SHS. HANSBERGER INSTL. EMERGING MARKETS	P	12/19/08	07/27/12

	(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	24,192.		21,695.	2,497.
b	35,422.		26,811.	8,611.
c	4,428.		3,657.	771.
d	26,837.		73,078.	-46,241.
e	250,591.		167,926.	82,665.
f	943.		717.	226.
g	95,177.		313,333.	-218,156.
h	855.		2,329.	-1,474.
i	14,850.		48,889.	-34,039.
j	319.		390.	-71.
k	3,438.		4,607.	-1,169.
l	90,834.		100,000.	-9,166.
m	4,018.		4,530.	-512.
n	175,561.		200,000.	-24,439.
o	15,653.		10,490.	5,163.

	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				2,497.
b				8,611.
c				771.
d				-46,241.
e				82,665.
f				226.
g				-218,156.
h				-1,474.
i				-34,039.
j				-71.
k				-1,169.
l				-9,166.
m				-512.
n				-24,439.
o				5,163.

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	
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	

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	669.129 SHS. HANSBERGER INSTL. EMERGING MARKETS	P	12/30/11	07/27/12
b	556.481 SHS. HANSBERGER INSTL. EMERGING MARKETS	P	07/24/12	07/27/12
c	50.591 SHS. HANSBERGER INSTL. EMERGING MARKETS F	P	12/28/98	07/27/12
d	3747.871 SHS. HANSBERGER INSTL. EMERGING MARKETS	P	12/29/98	07/27/12
e	800.000 SHS. COVIDIEN PLC	P	09/22/09	08/21/12
f	600.000 SHS. EBAY INC.	P	03/15/11	08/21/12
g	400.000 SHS. EBAY INC.	P	08/12/11	08/21/12
h	500.000 SHS. KIMBERLY-CLARK CORPORATION	P	02/19/09	08/21/12
i	400.000 SHS. KIMBERLY-CLARK CORPORATION	P	09/23/09	08/21/12
j	900.000 SHS. TARGET CORPORATION	P	09/22/09	08/21/12
k	700.000 SHS. UNILEVER N.V.	P	06/28/06	08/21/12
l	1100.000 SHS. COVIDIEN PLC	P	09/22/09	08/22/12
m	600.000 SHS. KIMBERLY-CLARK CORPORATION	P	02/25/09	08/22/12
n	200.000 SHS. KIMBERLY-CLARK CORPORATION	P	02/19/09	08/22/12
o	300.000 SHS. TARGET CORPORATION	P	09/22/09	08/22/12

	(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	6,291.		6,424.	-133.
b	5,232.		5,231.	1.
c	476.		1,485.	-1,009.
d	35,235.		110,000.	-74,765.
e	45,174.		32,940.	12,234.
f	27,342.		18,281.	9,061.
g	18,228.		12,156.	6,072.
h	42,077.		24,431.	17,646.
i	33,662.		23,496.	10,166.
j	57,638.		43,386.	14,252.
k	24,225.		15,094.	9,131.
l	60,387.		45,293.	15,094.
m	50,147.		28,593.	21,554.
n	16,716.		9,773.	6,943.
o	19,080.		14,462.	4,618.

	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				-133.
b				1.
c				-1,009.
d				-74,765.
e				12,234.
f				9,061.
g				6,072.
h				17,646.
i				10,166.
j				14,252.
k				9,131.
l				15,094.
m				21,554.
n				6,943.
o				4,618.

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	
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	

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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	500.000 SHS. TARGET CORPORATION	P	06/02/11	08/22/12
b	1100.000 SHS. CISCO SYSTEMS, INC.	P	02/11/08	09/11/12
c	100.000 SHS. CISCO SYSTEMS, INC.	P	04/26/01	09/11/12
d	700.000 SHS. CISCO SYSTEMS, INC.	P	06/28/01	09/11/12
e	18450.185 SHS. VANGUARD ADMIRAL SHORT-TERM INVES	P	03/07/03	09/11/12
f	CAPITAL GAINS DIVIDENDS			
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	31,800.		24,062.	7,738.
b	20,992.		25,827.	-4,835.
c	1,908.		1,600.	308.
d	13,358.		13,216.	142.
e	200,000.		202,981.	-2,981.
f	45,584.			45,584.
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				7,738.
b				-4,835.
c				308.
d				142.
e				-2,981.
f				45,584.
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	229,833.
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

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FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
MERRILL LYNCH GOVERNMENT FUND	42.
MERRILL LYNCH TREASURY FUND	4.
SAVINGS ACCOUNT	2.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	48.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
505001 - TOBIAS WHITE & CO NOMINEE	165,037.	0.	165,037.
505201 - TOBIAS WHITE & CO NOMINEE - FOREIGN	7,876.	0.	7,876.
529 - CALVERT SOCIAL INVESTMENT FUND	6,601.	6,260.	341.
531041 - ARIEL APPRECIATION FUND	1,916.	1,365.	551.
531042 - ARIEL FUND	269.	0.	269.
531046 - DOMINI SOCIAL EQUITY FUND	811.	0.	811.
531047 - VANGUARD SOCIAL INDEX FUND	1,306.	0.	1,306.
531066 - VANGUARD ADM EMERG MKTS STOCK	36,003.	0.	36,003.
531068 - VANGUARD ADMIRAL REIT INDEX	10,413.	0.	10,413.
531069 - VANGUARD ARBITRAGE FUND	15,634.	127.	15,507.
531075 - STEELPATH MLP SELECT 40 CLASS A	0.	0.	0.
538013 - VANGUARD ADMIRAL S-T CORPORATE	55,498.	0.	55,498.
538015 - VANGUARD ADMIRAL INTERMED-TERM	68,598.	16,156.	52,442.
538021 - VANGUARD ADMIRAL HIGH-YIELD CORP.	64,859.	0.	64,859.
541011 - TEMPLETON INSTITUTIONAL FOREIGN EQUITY	63,984.	21,672.	42,312.
541034 - HANSBERGER INSTITUTIONAL EMERGING MKT. FUND	13,496.	0.	13,496.
541073 - DREYFUS TOTAL EMERGING MARKET FUND	16,464.	0.	16,464.
ARBORETUM VENTURES III, L.P. - FROM SCH. K-1	98.	0.	98.
CROSSLINK VENTURES V, L.P. - FROM SCH. K-1	54.	0.	54.

CROSSLINK VENTURES VI, L.P. - FROM SCH. K-1	21.	0.	21.
DRAPER FISHER JURVETSON GROWTH FUND - FROM SCH. K-1	16,888.	0.	16,888.
INTEGRAL CAPITAL PARTNERS VI - FROM SCH. K-1	4.	0.	4.
MERRILL LYNCH GOVERNMENT FUND	4.	4.	0.
MFO EQUITY FUND - FROM JOINT VENTURE	2,708.	0.	2,708.
MFO NORTHPOINTE FUND A - FROM JOINT VENTURE	14,387.	0.	14,387.
MFO TOWLE FUND - FROM JOINT VENTURE	13,679.	0.	13,679.
MFO WESTFIELD FUND A - FROM JOINT VENTURE	7,436.	0.	7,436.
TGAP VENTURE CAPITAL FUND - FROM SCH. K-1	421.	0.	421.
TGAP VENTURE CAPITAL FUND II - FROM SCH. K-1	178.	0.	178.
WORLD ASSET MGMT. INTL. EQUITY FUND - FROM SCH K-1	3,390.	0.	3,390.
TOTAL TO FM 990-PF, PART I, LN 4	588,033.	45,584.	542,449.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES - 990PF REVIEW	1,370.	0.	0.	1,370.
MFO MANAGEMENT FEES - ACCOUNTING	2,000.	0.	0.	2,000.
OUTSIDE AUDITOR	4,750.	0.	0.	4,750.
PAYROLL SERVICES	610.	6.	0.	604.
BOOKKEEPING SERVICE	419.	8.	0.	411.
TO FORM 990-PF, PG 1, LN 16B	9,149.	14.	0.	9,135.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MFO MANAGEMENT FEES - INVESTMENT	38,000.	38,000.	0.	0.
PENSION ADMINISTRATION	0.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	38,000.	38,000.	0.	0.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	8,000.	0.	0.	0.
FOREIGN TAXES WITHHELD	8,044.	8,044.	0.	0.
FOREIGN TAXES - MFO WESTFIELD FUND A	40.	40.	0.	0.
FOREIGN TAXES - MFO EQUITY FUND	20.	20.	0.	0.
PAYROLL TAXES	16,651.	148.	0.	16,503.
TO FORM 990-PF, PG 1, LN 18	32,755.	8,252.	0.	16,503.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT INTEREST FROM SCH. K-1 - ARBORETUM VENTURES III, L.P.	286.	286.	0.	0.
PORTFOLIO DEDUCTIONS FROM SCH. K-1 - ARBORETUM VENTURES III, L.P.	2,622.	2,622.	0.	0.
INVESTMENT INTEREST FROM SCH. K-1 - CROSSLINK VENTURES V, L.P.	304.	304.	0.	0.
PORTFOLIO DEDUCTIONS FROM SCH. K-1 - CROSSLINK VENTURES V, L.P.	9,990.	9,990.	0.	0.

INVESTMENT INTEREST FROM SCH. K-1 - CROSSLINK VENTURES VI, L.P.	146.	146.	0.	0.
PORTFOLIO DEDUCTIONS FROM SCH. K-1 - CROSSLINK VENTURES VI, L.P.	2,055.	2,055.	0.	0.
NON-DEDUCTIBLE EXP FROM SCH. K-1 - DRAPER FISHER JURVET	79.	79.	0.	0.
ORDINARY LOSS FROM SCH. K-1 - DRAPER FISHER JURVETSON	128.	128.	0.	0.
PORTFOLIO DEDUCTIONS FROM SCH. K-1 - DRAPER FISHER JURVET	15,203.	15,203.	0.	0.
PORTFOLIO DEDUCTIONS FROM SCH. K-1 - INTEGRAL CAPITAL PARTNERS VI	149.	149.	0.	0.
INVESTMENT INTEREST FROM SCH. K-1 - INTEGRAL CAPITAL PARTNERS VI	1.	1.	0.	0.
PORTFOLIO DEDUCTIONS FROM JOINT VENTURE - MFO NORTHPOINTE FUND A	11,031.	11,031.	0.	0.
PORTFOLIO DEDUCTIONS FROM JOINT VENTURE - MFO TOWLE FUND	10,039.	10,039.	0.	0.
PORTFOLIO DEDUCTIONS FROM JOINT VENTURE - MFO WESTFIELD FUND A	7,619.	7,619.	0.	0.
PORTFOLIO DEDUCTIONS FROM SCH. K-1 - TGAP VENTURE CAPITAL FUND	5,594.	5,594.	0.	0.
PORTFOLIO DEDUCTIONS FROM SCH. K-1 - TGAP VENTURE CAPITAL FUND II	6,680.	6,680.	0.	0.
PORTFOLIO DEDUCTIONS FROM SCH. K-1 - WORLD ASSET MGMT. INTL. EQUITY FUND	42.	42.	0.	0.
BANK FEES	287.	0.	0.	287.
COMPUTER COSTS	4,396.	0.	0.	4,396.
OFFICE SUPPLIES	3,742.	0.	0.	3,742.
POSTAGE	561.	0.	0.	561.
STATE FILING FEE	160.	0.	0.	160.
TELEPHONE	1,310.	0.	0.	1,310.
DUES & MEMBERSHIPS	2,900.	0.	0.	2,900.
INSURANCE	5,238.	0.	0.	5,238.
TO FORM 990-PF, PG 1, LN 23	90,562.	71,968.	0.	18,594.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
1800.00 SHS. ABBOTT LABORATORIES,	70,408.	123,408.
1400.00 SHS. AIR PRODUCTS AND CHEMICALS, INC.,	111,349.	115,780.
1800.00 SHS. AMERICAN EXPRESS COMPANY,	61,518.	102,348.
2100.00 SHS. AMERIPRISE FINANCIAL, INC.,	44,907.	119,049.
500.00 SHS. ANADARKO PETROLEUM CORPORATION,	31,763.	34,960.
1700.00 SHS. APACHE CORP PFD 6% CONV SER D,	99,127.	82,941.
3521.67 SHS. ARIEL APPRECIATION,	141,629.	158,933.
2934.84 SHS. ARIEL FUND,	134,365.	145,773.
5600.00 SHS. AT&T INC.,	154,701.	211,120.
2700.00 SHS. AUTODESK, INC.,	71,639.	90,045.
5600.00 SHS. BANK OF NEW YORK MELLON CORPORATION,	164,662.	126,672.
3600.00 SHS. BARRICK GOLD CORPORATION,	169,275.	150,336.
4400.00 SHS. BB&T CORPORATION,	143,027.	145,904.
1300.00 SHS. BED BATH & BEYOND INC.,	0.	0.
300.00 SHS. BLACKROCK INC,	53,482.	53,490.
3871.58 SHS CALVERT SOCIAL INVESTMENT FUND EQUITY - A,	127,300.	148,978.
2300.00 SHS. CENTURYLINK, INC,	84,383.	92,920.
3000.00 SHS. CISCO SYSTEMS, INC.,	46,204.	57,285.
800.00 SHS. COACH, INC.,	24,219.	44,816.
3000.00 SHS. COCA-COLA COMPANY (THE),	75,799.	113,790.
400.00 SHS. COGNIZANT TECHNOLOGY SOLUTIONS,	26,938.	27,956.
1200.00 SHS. CONOCOPHILLIPS,	49,904.	68,616.
1900.00 SHS. COVIDIEN PLC,	0.	0.
2200.00 SHS. CVS CAREMARK CORPORATION,	76,878.	106,524.
4150.99 SHS. DOMINI SOCIAL EQUITY FUND,	114,239.	140,386.
3000.00 SHS. DOW CHEMICAL COMPANY (THE),	75,930.	86,865.
104836.47 SHS. DREYFUS TOTAL EMERGING MARKETS CL I,	1,266,464.	1,208,765.
2500.00 SHS. E.I. DU PONT DE NEMOURS AND COMPANY,	97,470.	125,675.
2300.00 SHS. EBAY INC.,	67,726.	111,251.
3400.00 SHS. EMC CORPORATION,	44,521.	92,718.
2200.00 SHS. EXPRESS SCRIPTS HOLDING COMPANY,	100,465.	137,786.
1000.00 SHS. FRANKLIN RESOURCES, INC.,	102,733.	125,070.
2500.00 SHS. FREEPORT-MCMORAN COPPER & GOLD INC.,	89,013.	98,950.
6100.00 SHS. GENERAL ELECTRIC COMPANY,	117,718.	138,531.
74748.63 SHS. HANSBERGER INSTL. EMERGING MARKETS FUND,	0.	0.

2300.00 SHS. ILLINOIS TOOL WORKS INC.,	0.	0.
3300.00 SHS. INTEL CORPORATION,	45,083.	74,762.
2700.00 SHS. JOHNSON & JOHNSON,	164,879.	186,057.
2300.00 SHS. KELLOGG COMPANY,	115,996.	118,818.
2000.00 SHS. KIMBERLY-CLARK CORPORATION,	0.	0.
6800.00 SHS. MASCO CORPORATION,	129,158.	102,340.
1300.00 SHS. MCDONALD'S CORPORATION,	98,600.	119,275.
1500.00 SHS. MERCK & CO., INC.,	41,304.	67,643.
1069621.85 SHS. MFO - NORTHPOINTE FUND A,	1,070,480.	1,267,547.
372879.15 SHS. MFO - TOWLE FUND,	1,180,766.	1,259,660.
26314.87 SHS. MFO - WESTFIELD FUND A,	845,672.	1,312,762.
26713.25 SHS. MFO EQUITY FUND,	112,405.	138,966.
4800.00 SHS. MICROSOFT CORPORATION,	122,451.	142,848.
1800.00 SHS. MOSAIC COMPANY,	94,101.	103,698.
2600.00 SHS. NEWFIELD EXPLORATION COMPANY,	107,461.	81,432.
1400.00 SHS. NORFOLK SOUTHERN CORPORATION,	92,562.	89,082.
3900.00 SHS. PATTERSON COMPANIES, INC.,	0.	0.
3400.00 SHS. PEABODY ENERGY CORPORATION,	116,514.	75,786.
2800.00 SHS. PEPSICO, INC.,	164,762.	198,156.
1841.00 SHS. PROCTER & GAMBLE COMPANY, THE,	105,146.	127,692.
1200.00 SHS. QUALCOMM INCORPORATED,	41,251.	74,964.
400.00 SHS. QUEST DIAGNOSTICS INCORPORATED,	24,798.	25,372.
7700.00 SHS. REGAL ENTERTAINMENT GROUP,	121,559.	108,339.
4400.00 SHS. RYLAND GROUP INC. (THE),	0.	0.
1000.00 SHS. SCHLUMBERGER LIMITED,	13,844.	72,330.
8243.09 SHS SENTINEL SUSTAINABLE GROWTH OPPORTUNITIES,	104,594.	133,291.
900.00 SHS. STANLEY BLACK AND DECKER, INC.,	56,601.	68,625.
2300.00 SHS. STRYKER CORPORATION,	7,250.	128,018.
2600.00 SHS. SUNCOR ENERGY INC.,	82,749.	85,410.
6900.00 SHS. SYMANTEC CORPORATION,	107,378.	124,028.
2300.00 SHS. TARGET CORPORATION,	0.	0.
63400.14 SHS. TEMPLETON INSTL. FOREIGN EQUITY FUND,	1,286,516.	1,185,583.
1200.00 SHS. TRANSOCEAN LTD.,	89,640.	53,868.
1900.00 SHS. TYCO INTERNATIONAL LTD.,	66,815.	106,894.
3200.00 SHS. UNILEVER N.V.,	31,058.	113,536.
1800.00 SHS. UNITED PARCEL SERVICE, INC.,	126,567.	128,826.
1200.00 SHS. UNITED TECHNOLOGIES CORPORATION,	63,961.	93,948.
35052.75 SHS. VANGUARD ADM EMERGING MKTS INDEX FD,	1,105,200.	1,219,485.
4908.69 SHS. VANGUARD ADMIRAL REIT INDEX FUND,	285,314.	451,993.
14851.16 SHS. VANGUARD FTSE SOCIAL INDEX FUND,	111,339.	126,829.

2600.00 SHS. VERIZON COMMUNICATIONS INC.,	83,607.	118,482.
4000.00 SHS. WASTE MANAGEMENT INC.,	136,243.	128,320.
4700.00 SHS. WEATHERFORD INTERNATIONAL LTD.,	83,266.	59,596.
6600.00 SHS. WESTERN UNION CO. (THE),	135,403.	120,252.
78355.48 SHS. WORLD ASSET MGMT INTERNATIONAL FUND,	598,022.	690,224.
1100.00 SHS. YUM! BRANDS, INC.,	56,341.	72,974.
2500.00 SHS. ZIMMER HOLDINGS, INC.,	179,037.	169,050.
TOTAL TO FORM 990-PF, PART II, LINE 10B	13,645,449.	15,714,402.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
163584.25 SHS. VANGUARD ADM INTERM INVEST GRADE BOND FD,	1,603,550.	1,711,091.
173327.96 SHS. VANGUARD ADMIRAL HIGH YIELD CORPORATE FD,	946,649.	1,043,434.
133963.80 SHS VANGUARD ADMIRAL SHORT-TERM INVESTMENT GR,	1,433,263.	1,456,187.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,983,462.	4,210,712.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ARBORETUM VENTURES III	FMV	147,357.	145,360.
ARCHIPELAGO HLDGS LTD-OFFSHORE	FMV	1,600,000.	1,709,945.
4700.00 SHS. ARES CAPITAL CORPORATION,	FMV	304,892.	80,558.
ARTWORK	FMV	50,075.	150,000.
CROSSLINK VENTURES V L.P.	FMV	358,389.	405,740.
CROSSLINK VI VENTURE FUND	FMV	88,128.	94,902.
DRAPER FISHER JURVETSON GROWTH FUND LP	FMV	433,571.	643,461.
900000.00 SHS. INTEGRAL CAPITAL PARTNERS VI,	FMV	80,982.	50,877.
47551.01 SHS. STEELPATH MLP SELECT 40 CL A,	FMV	489,600.	515,453.
TGAP VENTURE CAPITAL FUND II, L.P.	FMV	256,090.	250,690.
TGAP VENTURE CAPITAL FUND, L.P.	FMV	231,455.	201,427.
54583.26 SHS. VANGUARD ARBITRAGE FUND "I" SHARES,	FMV	711,055.	712,312.
		4,751,594.	4,960,725.

TOTAL TO FORM 990-PF, PART II, LINE 13

FORM 990-PF OTHER LIABILITIES STATEMENT 10

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
ARBORETUM VENTURES III-CAPITAL COMMITMENT	132,283.	114,450.
CROSSLINK VENTURES V - CAPITAL COMMITMENT	107,382.	107,382.
CROSSLINK VI VENTURE FUND - CAPITAL COMM.	73,087.	47,854.
DFJ GROWTH FUND - CAPITAL COMMITMENT	107,457.	30,287.
TGAP VENTURE CAPITAL - CAPITAL COMMITMENT	56,000.	49,000.
TGAP VENTURE CAPITAL FUND II - CAP COMMIT	199,375.	177,375.
TOTAL TO FORM 990-PF, PART II, LINE 22	675,584.	526,348.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ALLOCATION FROM RELATED EXEMPT SEE STATEMENT 14 FOR EXPLANATION, CA 95472	ENTITY , CS FUND 0.00	0.	0.	0.
MARYANNE MOTT 469 BOHEMIAN HWY FREESTONE, CA 95472	TREASURER/TRUSTEE 4.00	0.	0.	0.
MICHAEL WARSH 469 BOHEMIAN HWY FREESTONE, CA 95472	PRESIDENT/TRUSTEE 4.00	6,572.	0.	0.
MARISE MEYNET STEWART 469 BOHEMIAN HWY FREESTONE, CA 95472	VP/TRUSTEE 2.00	1,397.	0.	0.
ROXANNE TURNAGE 469 BOHEMIAN HWY FREESTONE, CA 95472	EXECUTIVE DIRECTOR 20.00	44,019.	16,244.	0.
CORINNE MEADOWS-EFRAM 469 BOHEMIAN HWY FREESTONE, CA 95472	SECRETARY/TRUSTEE 2.00	1,397.	0.	0.
TERESA ROBINSON 469 BOHEMIAN HWY FREESTONE, CA 95472	TRUSTEE 2.00	1,397.	0.	0.
KAU'L KELIIPIO 469 BOHEMIAN HWY FREESTONE, CA 95472	TRUSTEE 2.00	1,397.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		56,179.	16,244.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 12
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ROXANNE TURNAGE
469 BOHEMIAN HIGHWAY
FREESTONE, CA 95472-9579

TELEPHONE NUMBER	NAME OF GRANT PROGRAM
707-874-2942	GENERAL GRANT POLICIES

FORM AND CONTENT OF APPLICATIONS

REQUESTS FOR SUPPORT SHOULD BE MADE BY LETTER OF INQUIRY. HARD COPY IS PREFERRED OVER FAX OR E-MAIL TRANSMISSION. INQUIRIES WILL BE ACKNOWLEDGED AS SOON AS POSSIBLE. IF YOUR PROJECT FALLS WITHIN THE FOUNDATION'S PRIORITY INTEREST AREAS, A FULL PROPOSAL WILL BE REQUESTED. THE FOUNDATION PROVIDES GENERAL SUPPORT AS WELL AS PROJECT-SPECIFIC GRANTS. APPLICANT ORGANIZATIONS MUST QUALIFY UNDER SEC. 501(C)(3) OF THE US INTERNAL REVENUE CODE. FOREIGN APPLICANTS SHOULD NOTE THAT THE FOUNDATION MAKES A VERY LIMITED NUMBER OF GRANTS ABROAD. KINDLY REFRAIN FROM SENDING A FULL PROPOSAL UNLESS INVITED TO DO SO. PLEASE DO NOT INCLUDE NEWS CLIPPINGS, REPORTS, BROCHURES, CASSETTES, VIDEOS OR OTHER MATERIALS WITH LETTERS OF INQUIRY. PLASTIC FOLDERS, BINDERS AND OTHER PRESENTATION MATERIALS ARE NOT NECESSARY. (CONTINUED ON NEXT PAGE)

ANY SUBMISSION DEADLINES

THE FOUNDATION HAS NO DEADLINES FOR LETTERS OF INQUIRY-THEY ARE ACCEPTED THROUGHOUT (CONT. NEXT PG.)

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE FOUNDATION WAS FORMED TO MAKE CONTRIBUTIONS TO WORTHY ORGANIZATIONS WHICH ARE QUALIFIED UNDER INTERNAL REVENUE CODE SECTION 501(C)(3). WARSH MOTT LEGACY IS CURRENTLY GRANTING IN FOUR CATEGORIES, EACH ONE WITH A SPECIFIC EMPHASIS:

- ECONOMIC GLOBALIZATION
- FOOD SOVEREIGNTY
- CIVIL LIBERTIES
- EMERGING TECHNOLOGIES

BOARD INITIATED GRANTS: OCCASIONALLY THE FOUNDATION MAY INITIATE SUPPORT FOR PROJECTS THAT FALL OUTSIDE OF THE ESTABLISHED GUIDELINES.

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ROXANNE TURNAGE
469 BOHEMIAN HIGHWAY
FREESTONE, CA 95472

TELEPHONE NUMBER	NAME OF GRANT PROGRAM
707-874-2942	GENERAL GRANT POLICIES (CONTINUED)

FORM AND CONTENT OF APPLICATIONS

LETTERS OF INQUIRY SHOULD BE NO MORE THAN THREE PAGES IN LENGTH AND CONTAIN THE FOLLOWING: BASIC INFORMATION ABOUT YOUR ORGANIZATION, INCLUDING A BRIEF MISSION STATEMENT AND AN OVERVIEW OF CURRENT ACTIVITIES. A CONTACT PERSON'S NAME, TITLE, MAILING ADDRESS, TELEPHONE, FAX, AND E-MAIL AND WEB ADDRESS, IF AVAILABLE. A DESCRIPTION OF THE ORGANIZATION'S APPROACH TO THE PROBLEM BEING ADDRESSED AND YOUR PLANNED ACTIVITIES. A LINE ITEM BUDGET —— PROJECTED EXPENSES FOR THE WHOLE ORGANIZATION AND FOR A SPECIFIC PROJECT, IF APPLICABLE. A COMPLETE LIST OF SECURED AND POTENTIAL FUNDING SOURCES (GRANTS RECEIVED, REQUESTS PENDING, PLANNED PROPOSAL SUBMISSIONS, EARNED INCOME, ETC.). LETTERS OF INQUIRY SHOULD BE ADDRESSED TO:

WARSH MOTT LEGACY
469 BOHEMIAN HIGHWAY
FREESTONE, CA 95472

ANY SUBMISSION DEADLINES

THE YEAR. FUNDING DECISIONS ARE MADE TWICE A YEAR, USUALLY IN APRIL/MAY AND NOVEMBER/DECEMBER.

RESTRICTIONS AND LIMITATIONS ON AWARDS

(SEE PREVIOUS PAGE)

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ROXANNE TURNAGE
469 BOHEMIAN HIGHWAY
FREESTONE, CA 95472

TELEPHONE NUMBER	NAME OF GRANT PROGRAM
707-874-2942	ECONOMIC GLOBALIZATION

FORM AND CONTENT OF APPLICATIONS

SEE GENERAL GRANT POLICIES.

ANY SUBMISSION DEADLINES

SEE GENERAL GRANT POLICIES.

RESTRICTIONS AND LIMITATIONS ON AWARDS

GRANTMAKING IN THIS CATEGORY BALANCES SHORT TERM EFFORTS THAT OPPOSE THE NAFTA/ WTO/FTAA TRADE REGIMES WITH LONG TERM EFFORTS TO DEVELOP ALTERNATIVE ECONOMIC MODELS. WE ARE ESPECIALLY CONCERNED ABOUT THE LACK OF DEMOCRACY THAT PERMEATES THE CURRENT SYSTEM. THIS PROGRAM ALSO SUPPORTS EFFORTS TO ESTABLISH LAW AT THE INTERSECTION OF HUMAN RIGHTS AND THE ENVIRONMENT.

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ROXANNE TURNAGE
469 BOHEMIAN HIGHWAY
FREESTONE, CA 95472

TELEPHONE NUMBER	NAME OF GRANT PROGRAM
707-874-2942	FOOD SOVEREIGNTY

FORM AND CONTENT OF APPLICATIONS

SEE GENERAL GRANT POLICIES.

ANY SUBMISSION DEADLINES

SEE GENERAL GRANT POLICIES.

RESTRICTIONS AND LIMITATIONS ON AWARDS

GRANTMAKING IN THIS AREA IS DESIGNED TO PROMOTE SEED SAVING, ENCOURAGE SOIL BUILDING, AND PROTECT POLLINATING INSECTS AND ANIMALS. WE FAVOR INITIATIVES THAT ARE FARMER LED AND INCORPORATE ELEMENTS OF TRADITIONAL AGRICULTURE.

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ROXANNE TURNAGE
469 BOHEMIAN HIGHWAY
FREESTONE, CA 95472

TELEPHONE NUMBER	NAME OF GRANT PROGRAM
707-874-2942	CIVIL LIBERTIES

FORM AND CONTENT OF APPLICATIONS

SEE GENERAL GRANT POLICIES.

ANY SUBMISSION DEADLINES

SEE GENERAL GRANT POLICIES.

RESTRICTIONS AND LIMITATIONS ON AWARDS

THIS CATEGORY FOCUSES ON PROTECTING THE CONSTITUTIONALLY GUARANTEED RIGHT TO DISSENT AND PRESERVING AN ACCOUNTABLE AND TRANSPARENT GOVERNMENT. ON A MORE LIMITED BASIS, WE SUPPORT EFFORTS TO CURB UNDUE GOVERNMENT SURVEILLANCE POWERS AND DEFEND THE DUE PROCESS RIGHTS OF ALL AMERICANS.

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ROXANNE TURNAGE
469 BOHEMIAN HIGHWAY
FREESTONE, CA 95472

TELEPHONE NUMBER	NAME OF GRANT PROGRAM
707-874-2942	EMERGING TECHNOLOGIES

FORM AND CONTENT OF APPLICATIONS

SEE GENERAL GRANT POLICIES.

ANY SUBMISSION DEADLINES

SEE GENERAL GRANT POLICIES.

RESTRICTIONS AND LIMITATIONS ON AWARDS

GRANTS IN THIS CATEGORY ARE AIMED AT ADDRESSING THE POTENTIAL RISKS OF NANOTECH, AS WELL AS ITS CONVERGENCE WITH OTHER TECHNOLOGIES.

GENERAL EXPLANATION
FORM AND LINE REFERENCES
STATEMENT 13

FORM/LINE IDENTIFIER	DESCRIPTION/RETURN REFERENCE
FORM 990PF, PAGE 1, PART I, LINE 13, COLUMN A	STATEMENT REGARDING REIMBURSEMENT OF OFFICER/TRUSTEE COMPENSATION

GENERAL EXPLANATION
STATEMENT 14

THIS FOUNDATION SHARES FACILITIES AND PERSONNEL WITH ANOTHER PRIVATE FOUNDATION TO WHICH THIS FOUNDATION MAKES REIMBURSEMENT FOR ITS SHARE OF EXPENSES INCLUDING COMPENSATION. ALL COMPENSATION OF PERSONNEL IS REPORTED UNDER THE NAME AND FEDERAL IDENTIFICATION NUMBER OF THE OTHER FOUNDATION (FEI#95-3607882). ACCORDINGLY, OFFICER/TRUSTEE COMPENSATION HAS BEEN REPORTED IN FULL ON PART VIII OF THAT FOUNDATION'S FORM 990PF. IN ADDITION, THE REIMBURSEMENT IS ALSO BEING REPORTED ON THIS FORM 990PF, PART VIII:

TOTAL REIMBURSEMENT REPORTED ON PART VIII	56,179

SIMILARLY, COMPENSATION OF ALL OTHER PERSONNEL IS REPORTED ON PART I TO THE EXTENT OF THE REIMBURSEMENT AS FOLLOWS:

TOTAL REIMBURSEMENT REPORTED ON PART I, LINE 14, COLUMN A	161,031

GENERAL EXPLANATION
FORM AND LINE REFERENCES
STATEMENT 15

FORM/LINE IDENTIFIER	DESCRIPTION/RETURN REFERENCE
FORM 990PF, PART VII-A, LINE 12	STATEMENT REGARDING DISTRIBUTIONS TO A DONOR ADVISED FUND

GENERAL EXPLANATION STATEMENT 16

THE FOUNDATION MADE DISTRIBUTIONS IN THE AMOUNT OF $532,000 TO A DONOR ADVISED FUND, THE TOP FUND, OVER WHICH THE FOUNDATION MERELY MAINTAINED ADVISORY PRIVILEGES AND TREATED SUCH DISTRIBUTIONS AS A QUALIFYING DISTRIBUTIONS.

THE DONOR ADVISED FUND IS A COMPONENT PART OF:

THE MARIN COMMUNITY FOUNDATION
5 HAMILTON LANDING, SUITE 200
NOVATO, CALIFORNIA 94949

DISTRIBUTIONS TO THE MARIN COMMUNITY FOUNDATION BECOME IRREVOCABLY AND SOLELY OWNED BY THE MARIN COMMUNITY FOUNDATION; THE DONOR HAS NO CONTINUING CONTROL OR OWNERSHIP RIGHTS THEREIN.

THE DONOR ADVISED FUND IS A COMPONENT PART OF MARIN COMMUNITY FOUNDATION
IN ACCORDANCE WITH SECTION 1.170A-9(E)(11) OF THE TREASURY REGULATIONS.

DISTRIBUTIONS FROM THE DONOR ADVISED FUND WITHIN MARIN COMMUNITY FOUNDATION
ARE IRREVOCABLY AND EXCLUSIVELY USED FOR PURPOSES DESCRIBED IN THE IRC SECTION 170(C)(2)(B); DISTRIBUTIONS TO ANY INDIVIDUAL FOR ANY PURPOSE ARE PROHIBITED.

BY WAY OF FURTHER EXPLANATION, BUT NOT LIMITATION, DISTRIBUTIONS TO THE DONOR ADVISED FUND FURTHERS THE PURPOSES DESCRIBED IN IRC SECTION 170(C)(2)(B) BY:

1. PROVIDING ACCESS TO MARIN COMMUNITY FOUNDATION'S PHILANTHROPIC AND GRANT-MAKING SERVICES AND EXPERTISE.

2. PROVIDING ACCESS TO MARIN COMMUNITY FOUNDATION'S INVESTMENT MANAGEMENT SERVICES AND EXPERTISE.

3. REDUCING CERTAIN COSTS OF MANAGEMENT AND ADMINISTRATION THEREBY INCREASING FUNDS AVAILABLE FOR CHARITABLE PURPOSES.

4. ENABLING BROADER AND MORE EFFECTIVE CHARITABLE ACTIVITIES THROUGH MARIN COMMUNITY FOUNDATION'S COLLABORATION WITH OTHER DONORS.

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

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

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

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

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

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

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

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

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	WARSH MOTT LEGACY	[X] 68-0049658
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O box, see instructions. 469 BOHEMIAN HIGHWAY	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. FREESTONE, CA 95472-9579	

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

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

- The books are in the care of ▶ ROXANNE TURNAGE 469 BOHEMIAN HIGHWAY - FREESTONE, CA 95472-9579

  Telephone No. ▶ (707) 874-2942 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until MAY 15, 2013 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [ ] calendar year ______ or

▶ [X] tax year beginning OCT 1, 2011 , and ending SEP 30, 2012 .

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 6,781.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	$ 33,141.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

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

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CENTER FOR HEALTH, ENVIRONMENT, JUSTICE P.O. BOX 6806 FALLS CHURCH, VA 22040	NONE	PUBLIC CHARITY	BE SAFE CAMPAIGN	25,000.
COMMUNITY ENVIRONMENTAL LEGAL DEFENSE 2859 SCOTLAND ROAD CHAMBERSBURG, PA 17201	NONE	PUBLIC CHARITY	GENERAL SUPPORT	50,000.
EARTH ACTION NETWORK, INC. P.O. BOX 5098 WESTPORT, CT 06881	NONE	PUBLIC CHARITY	E MAGAZINE SPECIAL ISSUE ON NANOPARTICLES IN FOOD	52,200.
EARTHRIGHTS INTERNATIONAL 1612 K STREET NW WASHINGTON, DC 20006	NONE	PUBLIC CHARITY	LEGAL AND CAMPAIGNS PROGRAMS	70,000.
ECOLOGY ACTION MID PENINSULA 5798 RIDGEWOOD ROAD WILITS, CA 95490	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	45,000.
ECOLOGY ACTION MID PENINSULA-ECOPOL 5798 RIDGEWOOD ROAD WILITS, CA 95490	NONE	PUBLIC CHARITY	ECOPOL	20,000.
ELECTRONIC FRONTIER FOUNDATION 454 SHOTWELL ST SAN FRANCISCO, CA 94110	NONE	PUBLIC CHARITY	FOIA LITIGATION FOR ACCOUNTABLE GOVERNMENT	30,000.
ENVIRONMENTAL DEFENDER LAW CENTER 407 W. KOCH ST. BOZEMAN, MT 59715	NONE	PUBLIC CHARITY	GENERAL SUPPORT	50,000.
FOUNDATION CENTER 79 FIFTH AVE., 2ND FLOOR NEW YORK, NY 10003	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,000.
FRIENDS OF ETC 331 W. MAIN ST., STE 307 DURHAM, NC 27701	NONE	PUBLIC CHARITY	LOGISTICAL SUPPORT FOR THE GREAT SEED	5,000.
Total from continuation sheets				1,605,689.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
FUND FOR CONSTITUTIONAL GOVERNMENT 1100 G STREET, NW SUITE 500 WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	OPENTHEGOVERNMENT.ORG	40,000.
INSTITUTE FOR AGRICULTURE AND TRADE POLICY 2105 FIRST AVE. SOUTH MINNEAPOLIS, MN 55404-2505	NONE	PUBLIC CHARITY	NANOTECHNOLOGY AND AGRICULTURE PROJECT	60,000.
MARIN COMMUNITY FOUNDATION 5 HAMILTON LANDING, SUITE 200 NOVATO, CA 94949	NONE	DONOR ADVISED FUND	DONATION TO THE TOP FUND	210,000.
MARIN COMMUNITY FOUNDATION 5 HAMILTON LANDING, SUITE 200 NOVATO, CA 94949	NONE	DONOR ADVISED FUND	DONATION TO THE TOP FUND	220,000.
MARIN COMMUNITY FOUNDATION 5 HAMILTON LANDING, SUITE 200 NOVATO, CA 94949	NONE	DONOR ADVISED FUND	DONATION TO THE TOP FUND	102,000.
NATIONAL LAWYERS GUILD FOUNDATION, INC. 132 NASSAU ST., ROOM 922 NEW YORK, NY 10038	NONE	PUBLIC CHARITY	MASS DEFENSE PROJECT	10,000.
NATIONAL SECURITY ARCHIVE FUND, INC. 2130 H STREET, NW WASHINGTON, DC 20037	NONE	PUBLIC CHARITY	FOIA & CLASSIFICATION AUDITS	50,000.
NATIVE SEEDS/SEARCH 3584 EAST RIVER ROAD TUCSON, AZ 85718	NONE	PUBLIC CHARITY	GENERAL SUPPORT	25,000.
ON THE COMMONS 2104 STEVENS AVE., SOUTH MINNEAPOLIS, MN 55404	NONE	PUBLIC CHARITY	GENERAL SUPPORT	50,000.
PARTNERSHIP FOR CIVIL JUSTICE FUND 617 FLORIDA AVE., SO. WASHINGTON, DC 20001	NONE	PUBLIC CHARITY	GENERAL SUPPORT	25,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
PESTICIDE ACTION NETWORK 49 POWELL STREET, SUITE 500 SAN FRANCISCO, CA 94102	NONE	PUBLIC CHARITY	WINNING POLICYMAKER ACTION TO PROTECT POLLINATORS	20,000.
POLARIS INSTITUTE 180 METCALFE ST., SUITE 500 OTTAWA, ONTARIO, CANADA K2P1P5	NONE	PUBLIC CHARITY	OUR WORLD IS NOT FOR SALE WTO CAMPAIGNS,OUR WORLD IS NOT FOR SALE COMMUNICATION	75,000.
PROJECT ON GOVERNMENT OVERSIGHT 1100 G STREET NW, SUITE 500 WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	GENERAL SUPPORT	50,000.
PUBLIC CITIZEN 215 PENNSYLVANIA AVE., SE WASHINGTON, DC 20003	NONE	PUBLIC CHARITY	GLOBAL TRADE WATCH	125,000.
REGENT UNIVERSITY OF CALIFORNIA BERKELEY 130 MULFORD HALL BERKELEY, CA 94720	NONE	PUBLIC CHARITY	NATIVE POLINATORS & FOOD SECURITY	25,000.
SYRACUSE UNIVERSITY - TRAC'S FOIA 900 SOUTH CROUSE AVE SYRACUSE, NY 13244	NONE	PUBLIC CHARITY	TRAC'S FOIA TRANSPARENCY PROJECT	44,189.
THE CONSTITUTION PROJECT 1200 18TH STREET, NW, SUITE 1000 WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	RULE OF LAW PROGRAM	30,000.
XERCES SOCIETY 4828 SE HAWTHORNE BLVD PORTLAND, OR 97215	NONE	PUBLIC CHARITY	POLLINATOR CONSERVATION INAGRICULTURE PROGRAM	40,000.
XERCES SOCIETY 4828 SE HAWTHORNE BLVD PORTLAND, OR 97215	NONE	PUBLIC CHARITY	POLLINATOR CONSERVATION INAGRICULTURE PROGRAM	5,300.
YALE LAW SCHOOL P.O. BOX 208215 NEW HAVEN, CT 06520	NONE	PUBLIC CHARITY	MEDIA FREEDOM PROJECT	50,000.
Total from continuation sheets				

123631 08-03-11