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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2011For calendar year 2011 or tax year beginning **OCT 1, 2011**, and ending **SEP 30, 2012**

Name of foundation ERIK E AND EDITH H BERGSTROM FOUNDATION, A CHARITABLE TRUST		A Employer identification number 91-2155835
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 520	Room/suite	B Telephone number (650) 323-0596
City or town, state, and ZIP code PALO ALTO, CA 94302-0520		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 77,525,527.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		1,584,462.	1,308,621.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		2,056,902.			
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			1,795,483.		
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		3,641,364.	3,104,104.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages		173,244.	86,622.		86,622.
15 Pension plans, employee benefits		42,659.	21,329.		21,329.
16a Legal fees					
b Accounting fees STMT 2		37,987.	18,994.		18,993.
c Other professional fees					
17 Interest		425,054.	321,689.		0.
18 Taxes STMT 3		133,578.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		350.	175.		175.
22 Printing and publications					
23 Other expenses STMT 4		74,329.	49,213.		8,247.
24 Total operating and administrative expenses. Add lines 13 through 23		887,201.	498,022.		135,366.
25 Contributions, gifts, grants paid		1,162,377.			1,298,066.
26 Total expenses and disbursements. Add lines 24 and 25		2,049,578.	498,022.		1,433,432.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		1,591,786.			
b Net investment income (if negative, enter -0-)			2,606,082.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	5,065.	6,495.	6,495.	
	2 Savings and temporary cash investments				
	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 5	59,234,175.	73,086,710.	73,086,710.	
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other				
	14 Land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶				
	15 Other assets (describe ▶ STATEMENT 6)	4,301,844.	4,432,322.	4,432,322.	
	16 Total assets (to be completed by all filers)	63,541,084.	77,525,527.	77,525,527.	
	Liabilities	17 Accounts payable and accrued expenses		16,472.	
		18 Grants payable	773,010.	637,322.	
19 Deferred revenue					
20 Loans from officers, directors, trustees, and other disqualified persons					
21 Mortgages and other notes payable					
22 Other liabilities (describe ▶ STATEMENT 7)		16,511,393.	15,406,453.		
23 Total liabilities (add lines 17 through 22)		17,284,403.	16,060,247.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> X and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted	42,265,530.	57,287,333.		
	25 Temporarily restricted	3,991,151.	4,177,947.		
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg., and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances	46,256,681.	61,465,280.		
	31 Total liabilities and net assets/fund balances	63,541,084.	77,525,527.		

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	46,256,681.
2 Enter amount from Part I, line 27a	2	1,591,786.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN	3	13,616,813.
4 Add lines 1, 2, and 3	4	61,465,280.
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	61,465,280.

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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 SEE ATTACHMENT A		VARIOUS	VARIOUS
b			
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			1,795,483.
b			
c			
d			
e			

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			1,795,483.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,795,483.
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	2,091,512.	53,027,651.	.039442
2009	1,769,298.	45,517,467.	.038871
2008	3,002,843.	34,473,003.	.087107
2007	2,917,376.	60,653,181.	.048099
2006	4,107,178.	65,533,294.	.062673

2 Total of line 1, column (d)	2	.276192
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	.055238
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	52,308,952.
5 Multiply line 4 by line 3	5	2,889,442.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	26,061.
7 Add lines 5 and 6	7	2,915,503.
8 Enter qualifying distributions from Part XII, line 4 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.	8	1,433,432.

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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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	52,122.
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	52,122.
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	52,122.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	10,000.	
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	10,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	868.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	42,990.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

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?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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.</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
c Did the foundation file Form 1120-POL for this year?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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? <i>If "Yes," attach a conformed copy of the changes</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<input checked="" type="checkbox"/>	
b If "Yes," has it filed a tax return on Form 990-T for this year?	<input checked="" type="checkbox"/>	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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?	<input checked="" type="checkbox"/>	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV.</i>	<input checked="" type="checkbox"/>	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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? <i>If "No," attach explanation</i>	<input checked="" type="checkbox"/>	
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)? <i>If "Yes," complete Part XIV</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of JULIA RITA BOLOUS Telephone no. 650-323-0596 Located at P.O. BOX 520, PALO ALTO, CA ZIP+4 94302-0520			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country	16	Yes	No
				X

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

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

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

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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)?

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?☒ 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?

If "Yes" to 6b, file Form 8870.

☐ Yes ☒ No**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

5b

X

6b

X

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
ERIK E. BERGSTROM	CO-EXEC. DIRECTOR			
P.O. BOX 520				
PALO ALTO, CA 94302	35.00	0.	0.	0.
EDITH H. BERGSTROM	CO-EXEC. DIRECTOR			
P.O. BOX 520				
PALO ALTO, CA 94302	10.00	0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JULIA RITA BOLOUS	FIN. DIR./PRGRM OFFICER			
P.O. BOX 520, PALO ALTO, CA 94302	40.00	112,025.	26,447.	0.
SARAH JANE HOLCOMBE	PROGRAM OFFICER			
P.O. BOX 520, PALO ALTO, CA 94302	24.00	54,225.	0.	0.

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

0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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 NONE	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
	0.
2	
All other program-related investments. See instructions.	
3 NONE	
	0.
	0.
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	68,369,758.
b	Average of monthly cash balances	1b	7,537.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	68,377,295.
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	15,271,760.
3	Subtract line 2 from line 1d	3	53,105,535.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	796,583.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	52,308,952.
6	Minimum investment return. Enter 5% of line 5	6	2,615,448.

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	2,615,448.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	52,122.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	21,020.
c	Add lines 2a and 2b	2c	73,142.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,542,306.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,542,306.
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	2,542,306.

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	1,433,432.
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	1,433,432.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,433,432.

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.

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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				2,542,306.
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				1,701,428.
d From 2009				1,769,298.
e From 2010				2,091,512.
f Total of lines 3a through e		5,562,238.		
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 1,433,432.				
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				1,433,432.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	1,108,874.			1,108,874.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	4,453,364.			
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	4,453,364.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				592,554.
c Excess from 2009				1,769,298.
d Excess from 2010				2,091,512.
e Excess from 2011				

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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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Tax year

Prior 3 years

(a) 2011

(b) 2010

(c) 2009

(d) 2008

(e) Total

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).)

SEE STATEMENT 8

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:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHMENT B				1,298,066.
Total			3a	1,298,066.
b Approved for future payment				
SEE ATTACHMENT B				637,322.
Total			3b	637,322.

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Enter gross amounts unless otherwise indicated.

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

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).
----------------------	---

NOT APPLICABLE

Capital Gain / (Loss)

	Shares	Sold	Purchase	Proceeds	Basis	Gain/Loss	Debt/Basis %	990T	990PF
LONG TERM NON DEBT FINANCED STOCKS									
ADX	370	12/21/11	4/28/1986	3,474	4,867	(1,393)	N/A		(1,393)
ADX	1,880	12/21/11	4/28/1986	17,649	24,728	(7,079)	N/A		(7,079)
ADX	1,500	12/21/11	6/11/1986	14,082	20,143	(6,061)	N/A		(6,061)
ADX	2,250	12/21/11	6/12/1986	21,123	30,161	(9,038)	N/A		(9,038)
ADX	300	12/21/11	6/16/1986	2,816	3,996	(1,180)	N/A		(1,180)
ADX	1,100	12/21/11	6/17/1986	10,329	14,532	(4,203)	N/A		(4,203)
ADX	2,350	12/21/11	6/17/1986	21,853	31,046	(9,193)	N/A		(9,193)
ADX	650	12/21/11	10/17/1986	6,044	8,770	(2,726)	N/A		(2,726)
ADX	1,900	12/20/11	4/15/1987	17,773	27,713	(9,940)	N/A		(9,940)
ADX	50	12/20/11	4/15/1987	465	729	(264)	N/A		(264)
ADX	1,000	12/20/11	4/16/1987	9,327	14,613	(5,286)	N/A		(5,286)
ADX	50	12/20/11	4/16/1987	465	731	(265)	N/A		(265)
ADX	1,800	12/20/11	5/28/1987	16,771	24,981	(8,211)	N/A		(8,211)
ADX	1,800	12/20/11	5/28/1987	16,753	24,981	(8,229)	N/A		(8,229)
ADX	300	12/20/11	9/8/1987	2,792	4,292	(1,500)	N/A		(1,500)
ADX	200	12/20/11	9/8/1987	1,867	2,862	(995)	N/A		(995)
ADX	1,000	12/20/11	9/8/1987	9,307	14,308	(5,001)	N/A		(5,001)
ADX	450	12/20/11	9/15/1987	2,327	6,432	(4,105)	N/A		(4,105)
ADX	1,800	12/20/11	9/15/1987	16,808	25,876	(9,068)	N/A		(9,068)
ADX	550	12/20/11	10/16/1987	6,980	8,110	(1,130)	N/A		(1,130)
ADX	200	12/20/11	10/16/1987	1,866	2,949	(1,084)	N/A		(1,084)
ADX	1,800	12/20/11	10/19/1987	16,789	26,548	(9,760)	N/A		(9,760)
ADX	750	12/20/11	10/19/1987	7,003	10,999	(3,997)	N/A		(3,997)
ADX	1,820	12/20/11	10/19/1987	16,993	26,540	(9,547)	N/A		(9,547)
ADX	2,000	12/21/11	10/19/1987	18,752	29,165	(10,413)	N/A		(10,413)
ADX	2,500	12/21/11	10/19/1987	23,472	36,456	(12,984)	N/A		(12,984)
ADX	1,180	12/21/11	10/19/1987	11,078	17,207	(6,130)	N/A		(6,130)
ADX	2,820	12/21/11	10/21/1987	26,475	40,484	(14,009)	N/A		(14,009)
ADX	630	12/21/11	10/21/1987	5,914	9,044	(3,130)	N/A		(3,130)
ADX	CGD	12/28/11				458,955	N/A		458,955
GAM	CGD	12/23/11				21,233	N/A		21,233
ADX	CGD	12/28/11				619,500	N/A		619,500
ADX	CGD	03/01/12				10,999	N/A		10,999
ADX	CGD	03/01/12				14,400	N/A		14,400
				327,346	493,264	959,168		-	959,168

LONG TERM DEBT FINANCED STOCKS

SOR	100	05/10/12	11/15/2007	5,179	6,355	(1,176)	25 96%	(305)	(871)
SOR	289	05/10/12	11/15/2007	14,958	18,366	(3,408)	25 96%	(884)	(2,523)
SOR	100	05/10/12	11/15/2007	5,175	6,415	(1,240)	25 96%	(322)	(918)
SOR	11	05/10/12	11/15/2007	569	699	(130)	25 96%	(34)	(96)
SOR	500	05/10/12	11/15/2007	25,870	31,812	(5,942)	25 96%	(1,542)	(4,400)
SOR	300	05/15/12	11/15/2007	15,495	19,026	(3,531)	25 96%	(916)	(2,614)
SOR	564	05/15/12	11/15/2007	29,130	36,004	(6,875)	25 96%	(1,784)	(5,090)
SOR	36	05/16/12	11/15/2007	1,856	2,294	(438)	25 96%	(114)	(324)
SOR	100	05/16/12	11/15/2007	5,155	6,382	(1,227)	25 96%	(318)	(909)
SOR	100	05/16/12	11/16/2007	5,155	6,382	(1,227)	25 96%	(318)	(909)
SOR	200	05/16/12	11/16/2007	10,310	12,758	(2,448)	25 96%	(635)	(1,813)
SOR	700	05/16/12	11/16/2007	36,084	44,674	(8,590)	25 96%	(2,230)	(6,361)
SOR	500	01/20/12	11/16/2007	24,475	31,890	(7,415)	26 17%	(1,940)	(5,475)

Capital Gain / (Loss)

	Shares	Sold	Purchase	Proceeds	Basis	Gain/Loss	Debt/Basis %	990T	990PF
SOR	500	01/20/12	11/19/2007	24,475	31,926	(7,451)	26 17%	(1,950)	(5,501)
SOR	100	05/18/12	11/19/2007	5,038	6,381	(1,343)	25 96%	(349)	(994)
SOR	400	05/18/12	11/19/2007	20,140	25,524	(5,384)	25 96%	(1,397)	(3,986)
SOR	100	05/18/12	11/20/2007	5,034	6,351	(1,317)	25 96%	(342)	(975)
SOR	300	05/18/12	11/20/2007	15,135	19,107	(3,972)	25 96%	(1,031)	(2,941)
SOR	300	05/18/12	11/20/2007	15,135	19,098	(3,963)	25 96%	(1,029)	(2,934)
SOR	178	05/18/12	11/23/2007	8,980	11,202	(2,222)	25 96%	(577)	(1,645)
SOR	22	05/18/12	11/23/2007	1,110	1,382	(272)	25 96%	(71)	(201)
SOR	200	05/18/12	11/23/2007	10,090	12,584	(2,494)	25 96%	(647)	(1,847)
SOR	100	05/18/12	11/23/2007	5,071	6,292	(1,221)	25 96%	(317)	(904)
SOR	200	05/18/12	11/23/2007	10,148	12,652	(2,504)	25 96%	(650)	(1,854)
SOR	100	05/18/12	11/23/07	5,055	6,296	(1,241)	25 96%	(322)	(919)
GAM	500	2/8/2012	1/15/2002	13,925	17,550	(3,625)	100 00%	(3,625)	-
GAM	1,000	1/25/2012	2/7/2002	26,202	33,800	(7,598)	100 00%	(7,598)	-
GAM	1,000	1/25/2012	2/7/2002	26,227	33,800	(7,573)	100 00%	(7,573)	-
GAM	200	1/25/2012	2/7/2002	5,253	6,808	(1,555)	100 00%	(1,555)	-
GAM	1,000	1/27/2012	2/7/2002	26,329	33,760	(7,431)	100 00%	(7,431)	-
GAM	800	1/27/2012	4/9/2002	21,216	25,692	(4,476)	100 00%	(4,476)	-
GAM	200	1/27/2012	4/9/2002	5,257	6,392	(1,135)	100 00%	(1,135)	-
GAM	1,000	2/8/2012	4/10/2002	27,854	31,924	(4,070)	100 00%	(4,070)	-
GAM	1,000	2/8/2012	4/25/2002	27,855	31,848	(3,993)	100 00%	(3,993)	-
GAM	200	2/8/2012	4/25/2002	5,572	6,340	(768)	100 00%	(768)	-
GAM	800	2/8/2012	5/1/2002	22,288	25,300	(3,012)	100 00%	(3,012)	-
GAM	500	2/8/2012	5/1/2002	13,923	15,774	(1,851)	100 00%	(1,851)	-
GAM	500	2/8/2012	5/1/2002	13,928	15,650	(1,722)	100 00%	(1,722)	-
GAM	500	2/8/2012	5/22/2002	13,928	15,345	(1,417)	100 00%	(1,417)	-
GAM	300	1/25/2012	5/24/2002	7,880	9,250	(1,370)	100 00%	(1,370)	-
GAM	500	1/25/2012	5/24/2002	13,144	15,250	(2,106)	100 00%	(2,106)	-
CET	CGD	12/28/11				91,200	26 19%	23,884	67,316
ADX	CGD	12/28/11				1,021,545	26 19%	267,532	754,013
GAM	CGD	12/23/11				24,925	100 00%	24,925	-
LAQ	CGD	01/13/12				39,842	26 17%	10,425	29,417
ADX	CGD	03/01/12				24,481	26 03%	6,373	18,108
CET	CGD	06/21/12				28,500	25 93%	7,390	21,110
				575,603	706,335	1,099,762		266,804	832,958
TOTAL LONG TERM STOCKS				902,950	1,199,599	2,058,930		266,804	1,792,126

SHORT TERM DEBT FINANCED STOCKS

GRR	1,000	07/27/12	3/5/2012	14,092	13,630	462	25 96%	120	342
GRR	500	07/27/12	3/8/2012	7,046	6,769	278	25 96%	72	205
GRR	550	07/27/12	3/9/2012	7,751	7,293	458	25 96%	119	339
GRR	500	07/27/12	3/9/2012	7,046	6,625	422	25 96%	109	312
GRR	450	07/27/12	3/9/2012	6,342	5,940	402	25 96%	104	297
GRR	465	07/27/12	3/12/2012	6,553	6,171	382	25 96%	99	283
GRR	535	07/27/12	3/12/2012	7,539	7,099	441	25 96%	114	326
GRR	500	07/27/12	3/15/2012	7,046	6,784	262	25 96%	68	194
GRR	1,000	07/27/12	3/15/2012	14,092	13,559	533	25 96%	138	395
GRR	2,220	07/27/12	3/16/2012	31,285	30,392	894	25 96%	232	662
SOR	1,000	7/30/2012	4/10/2012	49,553	53,162	(3,610)	100 00%	(3,610)	-
SOR	500	7/30/2012	4/10/2012	24,780	26,455	(1,674)	100 00%	(1,674)	-
SOR	176	7/30/2012	4/10/2012	8,723	9,311	(588)	100 00%	(588)	-
SOR	324	7/30/2012	4/12/2012	16,057	16,990	(933)	100 00%	(933)	-

Capital Gain / (Loss)

	Shares	Sold	Purchase	Proceeds	Basis	Gain/Loss	Debt/Basis %	990T	990PF
GRR	1,500	7/27/2012	2/28/2012	21,139	20,250	889	100.00%	889	-
GRR	1,000	7/27/2012	2/29/2012	14,092	13,520	572	100.00%	572	-
GRR	128	7/27/2012	3/7/2012	1,804	1,741	63	100.00%	63	-
TDF	1,000	4/10/2012	2/28/2012	27,486	28,767	(1,281)	100.00%	(1,281)	-
				<u>272,427</u>	<u>274,456</u>	<u>(2,029)</u>		<u>(5,385)</u>	<u>3,356</u>
TOTAL SHORT TERM STOCKS				<u>272,427</u>	<u>274,456</u>	<u>(2,029)</u>		<u>(5,385)</u>	<u>3,356</u>
TOTAL STOCKS				<u>1,175,377</u>	<u>1,474,056</u>	<u>2,056,902</u>		<u>261,419</u>	<u>1,795,483</u>

Grants & Contributions Paid During the Year or Approved for Future Payment:

1.)	Asociación Pro-Bienestar de la Familia de Guatemala	
	9a Calle0-57, Zona 1	
	Guatemala City, Guatemala	
	Amount of grant approved	\$ 121,744 00
	Amount paid during the year	\$ 111 729 31
	Amount to be paid as of 9/30/12	\$ 10,014 69

Foundation Status of Recipient

A grant of \$121,744 00 was approved to the Asociación Pro-Bienestar de la Familia de Guatemala ("APROFAM"), a Guatemalan charitable organization, which is the Member Association in Guatemala of the International Planned Parenthood Federation. APROFAM is **not** a U S section 501(c)(3) organization that is described in section 509(a)(1) of the Internal Revenue Code ("Code"). This is an expenditure responsibility grant

Purpose of Grant or Contribution:

This grant was approved to help support activities in Guatemala to expand and improve services for reproductive health in the Departments of Petén, Alta Verapaz, Baja Verapaz, Izabal, El Progreso, Chiquimula, Jalapa, Jutiapa and Zacapa

2)	Grupo de Información en Reproducción Elegida, A C (GIRE)	
	Viena 160, Colonia del Carmen Coyoacán	
	C P 04100	
	México D F , México	
	Amount of grants approved	\$ 25,000 00
	Amount paid during the year...	\$ 22,000 00
	Amount to be paid as of 9/30/12	\$ 3,000 00

Foundation Status of Recipient

A contribution of \$25,000 00 was made to Grupo de Información en Reproducción Elegida, A C (GIRE), a Mexican charitable organization, which is considered to be equivalent to a United States public charity exempt under Sec 501 (c)(3) of the Internal Revenue Code of the United States of America as a publicly supported charity under Sec 509 (a)(1) and defined in Sec 170(b)(1)(A)(vi) of the Internal Revenue Code of the United States of America in order that BF may include the grant as a qualifying distribution in satisfaction of BF's minimum distribution requirements because (i) GIRE is an organization that qualifies under Article 97 special authorization of the Income Tax Laws of the United Mexican States to issue tax-deductible receipts; and (ii) Article 17 of the Protocol adopted pursuant to Article 22, paragraph 2 of the Mexico-United States Income Tax Treaty provides that a Mexican charitable organization that so qualifies shall be treated as the equivalent of an organization described in Section 509(a)(1) of the Code

Purpose of Grant or Contribution

This grant will be used for the project on state level judicial strategies in Mexico

- 3) Fundación Mexicana para la Planeación Familiar, A C.
 Juárez 208, Tlalpan 14000, México D.F.
- | | |
|---------------------------------|---------------|
| Amount of grant approved. | \$ 313,992.19 |
| Amount paid during the year. | \$ 239,897.75 |
| Amount to be paid as of 9/30/12 | \$ 74,094.44 |

Foundation Status of Recipient:

A contribution of \$313,992.19 was made to Fundación Mexicana para la Planeación Familiar, A C ("Mexfam"), a Mexican charitable organization, which is the Member Association in Mexico of the International Planned Parenthood Federation Mexfam is considered to be equivalent to a United States public charity exempt under Sec. 501 (c)(3) of the Internal Revenue Code of the United States of America as a publicly supported charity under Sec. 509 (a)(1) and defined in Sec 170(b)(1)(A)(vi) of the Internal Revenue Code of the United States of America in order that BF may include the grant as a qualifying distribution in satisfaction of BF's minimum distribution requirements because (i) Mexfam is an organization that qualifies under Article 97 special authorization of the Income Tax Laws of the United Mexican States to issue tax-deductible receipts; and (ii) Article 17 of the Protocol adopted pursuant to Article 22, paragraph 2 of the Mexico-United States Income Tax Treaty provides that a Mexican charitable organization that so qualifies shall be treated as the equivalent of an organization described in Section 509(a)(1) of the Code

Purpose of Grant or Contribution:

These grants were made to help support activities in Mexico to expand and improve services for reproductive health and for incentives for promoters in the rural areas.

- 4.) International Planned Parenthood Federation
 120 Wall Street, New York, NY 10005
- | | |
|---------------------------------|--------------|
| Amount of grants approved | \$ 57,556 00 |
| Amount paid during the year | \$ 57,556.00 |
| Amount to be paid as of 9/30/12 | \$ 0 00 |

Foundation Status of Recipient

A contribution of \$57,556 00 was made to the International Planned Parenthood Federation which is listed in the Internal revenue Service Publication 78. International Planned Parenthood Federation is a publicly supported charity under Sec 509(a)(1) and defined in Sec. 170(b)(1)(A)(vi) and is an organization exempt under Sec 501(c)(3) of the Internal Revenue Code It is not a private foundation as defined in Sec. 509(a) of the Internal Revenue Code, nor an operating foundation, but is an organization that normally receives a substantial part of its support from a government unit or from the general public

Purpose of Grant or Contribution:

These funds provide partial support to increase access to contraception in Bolivia and for unwanted pregnancies and unsafe abortions in Latin America and the Caribbean

5.) Ipas
 300 Market Street, Suite 200, Chapel Hill, NC 27516

Amount of grant approved	\$ 180,000.00
Amount paid during the year	\$ 120,000 00
Amount to be paid as of 9/30/12	\$ 60,000.00

Foundation Status of Recipient

A contribution of \$180,000.00 was made to Ipas which is listed in the Internal Revenue Service Publication 78. Ipas is a publicly supported charity under Sec. 509(a)(1) and defined in Sec. 170(b)(1)(A)(vi) and is an organization exempt under Sec. 501(c)(3) of the Internal Revenue Code. It is not a private foundation as defined in Sec. 509(a) of the Internal Revenue Code, nor an operating foundation, but is an organization that normally receives a substantial part of its support from a government unit or from the general public.

Purpose of Grant or Contribution:

These funds are being used to fund part of the expenditures by Ipas for México, El Salvador, Honduras and Guatemala field operations to improve reproductive health services.

6) Philanthropic Ventures Foundation
 1222 Preservation Park Way Oakland, CA 94612-1201

Amount of grant approved	\$119,000.00
Amount paid during the year	\$119,000.00
Amount to be paid as of 9/30/12	\$ 0.00

Foundation Status of Recipient:

A grant of \$119,000 00 was approved to Philanthropic Ventures Foundation which is listed in the Internal Revenue Service Publication 78. Philanthropic Ventures Foundation is a publicly supported charity under Sec. 509(a)(1) and defined in Sec. 170(b)(1)(A)(vi) and is an organization exempt under Sec. 501(c)(3) of the Internal Revenue Code. It is not a private foundation as defined in Sec. 509(a) of the Internal Revenue Code, nor an operating foundation, but is an organization that normally receives a substantial part of its support from a government unit or from the general public.

Purpose of Grant or Contribution:

These funds provide support for the improvement of reproductive health in Latin America.

7.) Planned Parenthood Federation of America, Inc.
 810 Seventh Ave , New York, NY 10019

Amount of grant approved	\$ 174,000 00
Amount paid during the year	\$ 174,000 00
Amount to be paid as of 9/30/12...	\$ 0 00

Foundation Status of Recipient

A grant of \$174,000 00 was approved to Planned Parenthood Federation of America, Inc. which is listed in the Internal Revenue Service Publication 78. Planned Parenthood Federation of America, Inc. is a publicly supported charity under Sec. 509(a)(1) and defined in Sec. 170(b)(1)(A)(vi) and is an organization exempt under Sec. 501(c)(3) of the Internal Revenue Code. It is not a private foundation as defined in Sec. 509(a) of the Internal Revenue Code, nor an operating foundation, but is an organization that normally receives a substantial part of its support from a government unit or from the general public.

Purpose of Grant or Contribution

These funds provide partial support for the provision of family planning and reproductive health services in Ecuador and Peru.

- 8) Population Connection
2120 L Street NW, Suite 500
Washington, DC 20037
- | | | |
|---------------------------------|-----|--------------|
| Amount of grant approved ... | ... | \$ 30,000 00 |
| Amount paid during the year . | ... | \$ 15,000.00 |
| Amount to be paid as of 9/30/12 | ... | \$ 15,000.00 |

Foundation Status of Recipient:

A grant of \$30,000 00 was approved to Population Connection which is listed in the Internal Revenue Service Publication 78 Population Connection is a publicly supported charity under Sec 509(a)(1) and defined in Sec 170(b)(1)(A)(vi) and is an organization exempt under Sec. 501(c)(3) of the Internal Revenue Code It is not a private foundation as defined in Sec. 509(a) of the Internal Revenue Code, nor an operating foundation, but is an organization that normally receives a substantial part of its support from a government unit or from the general public.

Purpose of Grant or Contribution

These funds will fund the World of 7 Billion Website and the World of 7 Billion Student Contest .

- 9) Women's International Network for Guatemalan Solutions, Inc
793 Ashbury Street
San Francisco, CA 94117
- | | | |
|---------------------------------|-----|---------------|
| Amount of grant approved..... | ... | \$ 114,425 00 |
| Amount paid during the year ... | ... | \$ 81,712 50 |
| Amount to be paid as of 9/30/12 | ... | \$ 32,712 50 |

Foundation Status of Recipient

A grant of \$114,425 00 was approved to Women's International Network for Guatemalan Solutions ("Wings") which is listed in the Internal Revenue Service Publication 78 Population Services International is a publicly supported charity under Sec 509(a)(1) and defined in Sec 170(b)(1)(A)(vi) and is an organization exempt under Sec 501(c)(3) of the Internal Revenue Code It is not a private foundation as defined in Sec 509(a) of the Internal Revenue Code, nor an operating foundation, but is an organization that normally receives a substantial part of its support from a government unit or from the general public

Purpose of Grant or Contribution:

These funds are being used to support the provision of family planning in Guatemala.

Grants paid during the year approved prior to October 1, 2011

1)	Asociación Pro-Bienestar de la Familia de Guatemala 9a Calle0-57, Zona 1 Guatemala City, Guatemala	
	Amount of grant approved	\$ 690,514 33
	Amount paid during the year.....	\$ 51,368 32
	Amount to be paid as of 9/30/12....	\$ 0 00

Foundation Status of Recipient:

A grant of \$690,514 33 was approved to the Asociación Pro-Bienestar de la Familia de Guatemala ("APROFAM"), a Guatemalan charitable organization, which is the Member Association in Guatemala of the International Planned Parenthood Federation. APROFAM is **not** a U.S. section 501(c)(3) organization that is described in section 509(a)(1) of the Internal Revenue Code ("Code"). This is an expenditure responsibility grant.

Purpose of Grant or Contribution

This grant was approved to help support activities in Guatemala to expand and improve services for reproductive health in the Departments of Petén, Alta Verapaz, Baja Verapaz, Sololá, Quetzaltenango, San Marcos, Huehuetenango, Totonicapán and Quiché.

2.)	Fundación Mexicana para la Planeación Familiar, A.C. Juárez 208, Tlalpan 14000, México D.F.	
	Amount of grant approved	\$ 365,091.52
	Amount paid during the year	\$ 104,802 25
	Amount to be paid as of 9/30/12	\$ 0.00

Foundation Status of Recipient:

A contribution of \$365,091 52 was made to Fundación Mexicana para la Planeación Familiar, A.C. ("Mexfam"), a Mexican charitable organization, which is the Member Association in Mexico of the International Planned Parenthood Federation. Mexfam is considered to be equivalent to a United States public charity exempt under Sec. 501 (c)(3) of the Internal Revenue Code of the United States of America as a publicly supported charity under Sec. 509 (a)(1) and defined in Sec. 170(b)(1)(A)(vi) of the Internal Revenue Code of the United States of America in order that BF may include the grant as a qualifying distribution in satisfaction of BF's minimum distribution requirements because (i) Mexfam is an organization that qualifies under Article 97 special authorization of the Income Tax Laws of the United Mexican States to issue tax-deductible receipts, and (ii) Article 17 of the Protocol adopted pursuant to Article 22, paragraph 2 of the Mexico-United States Income Tax Treaty provides that a Mexican charitable organization that so qualifies shall be treated as the equivalent of an organization described in Section 509(a)(1) of the Code.

Purpose of Grant or Contribution:

These grants were made to help support activities in Mexico to expand and improve services for reproductive health and for incentives for promoters in the rural areas.

- 3) Grupo de Información en Reproducción Elegida, A C (GIRE)
 Viena 160, Colonia del Carmen Coyoacán
 C P 04100
 México D F , México
- | | |
|----------------------------------|--------------|
| Amount of grants approved | \$ 25,000.00 |
| Amount paid during the year | \$ 3,000.00 |
| Amount to be paid as of 9/30/12. | \$ 0.00 |

Foundation Status of Recipient:

A contribution of \$25,000 00 was made to Grupo de Información en Reproducción Elegida, A C. (GIRE), a Mexican charitable organization, which is considered to be equivalent to a United States public charity exempt under Sec 501 (c)(3) of the Internal Revenue Code of the United States of America as a publicly supported charity under Sec. 509 (a)(1) and defined in Sec 170(b)(1)(A)(vi) of the Internal Revenue Code of the United States of America in order that BF may include the grant as a qualifying distribution in satisfaction of BF's minimum distribution requirements because (i) GIRE is an organization that qualifies under Article 97 special authorization of the Income Tax Laws of the United Mexican States to issue tax-deductible receipts, and (ii) Article 17 of the Protocol adopted pursuant to Article 22, paragraph 2 of the Mexico-United States Income Tax Treaty provides that a Mexican charitable organization that so qualifies shall be treated as the equivalent of an organization described in Section 509(a)(1) of the Code.

Purpose of Grant or Contribution:

This grant will be used for the project on state level judicial strategies in Mexico.

- 4.) International Planned Parenthood Federation
 120 Wall Street, New York, NY 10005
- | | |
|---------------------------------|---------------|
| Amount of grants approved | \$ 920,000.00 |
| Amount paid during the year. | \$ 138,000 00 |
| Amount to be paid as of 9/30/12 | \$ 442,500.00 |

Foundation Status of Recipient

A grant of \$920,000 00 was approved to International Planned Parenthood Federation which is listed in the Internal Revenue Service Publication 78. International Planned Parenthood Federation is a publicly supported charity under Sec. 509(a)(1) and defined in Sec 170(b)(1)(A)(vi) and is an organization exempt under Sec 501(c)(3) of the Internal Revenue Code It is not a private foundation as defined in Sec 509(a) of the Internal Revenue Code, nor an operating foundation, but is an organization that normally receives a substantial part of its support from a government unit or from the general public

Purpose of Grant or Contribution

These funds provide partial support to increase access to post abortion care and contraception in Barbados, Bolivia, Colombia, Mexico, Peru, Puerto Rico, Trinidad, Uruguay and Venezuela

- 5) Ipas
 300 Market Street, Suite 200, Chapel Hill, NC 27516
- | | |
|---------------------------------|---------------|
| Amount of grant approved | \$ 100,000.00 |
| Amount paid during the year | \$ 60,000 00 |
| Amount to be paid as of 9/30/12 | \$ 0 00 |

Foundation Status of Recipient:

A contribution of \$100,000.00 was made to Ipas which is listed in the Internal Revenue Service Publication 78 Ipas is a publicly supported charity under Sec 509(a)(1) and defined in Sec. 170(b)(1)(A)(vi) and is an organization exempt under Sec 501(c)(3) of the Internal Revenue Code. It is not a private foundation as defined in Sec 509(a) of the Internal Revenue Code, nor an operating foundation, but is an organization that normally receives a substantial part of its support from a government unit or from the general public

Purpose of Grant or Contribution

These funds are being used to fund part of the expenditures by Ipas for México, El Salvador, Honduras and Guatemala field operations to improve reproductive health services.

Total grants approved	\$1,135,717.19
Total grants paid during the year.. . . .	\$1,298,066 13
Total grants approved (during the year) to be paid as of 9/30/12...	\$ 194,821,63

Total grants approved (prior years) to be paid...	\$ 442,500.00
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ERIK E. AND EDITH H. BERGSTROM FOUNDATION,
A CHARITABLE TRUST

91-2155835

FORM 990-PF, PART VII-B, LINE 1a(3) - SELF-DEALING ACTIVITIES

OFFICE SPACE WAS FURNISHED, WITHOUT CHARGE, BY THIS FOUNDATION'S
MANAGER.

REFERENCE: INTERNAL REVENUE SERVICE REGULATION SECTION 53.4941 (d)-2

Grantee Name & Address	Grant Award Date	Grant Amount in Q	Grant Purpose / Project Description	Q Amount Expended by Grantee	Portion of Funds from the Purpose of the Grant (Yes/No)	Date of Reports Received from Grantee	Dates and Results of Any Verification of the Grantee's Reports
Asociacion Pro-Bienestar de la Familia de Guatemala - (APROFAM) 9a Calle 57 Zona 1, Guatemala City, Guatemala	12/14/2009 02/17/2012	6,713,534.00	Help support activities in Guatemala to expand and improve services for reproductive health in the departments of the Peten, Alta Verapaz, Baja Verapaz, San Marcos, Quezaltenango, Huehuetenango, Solola, Totonicapan, Quiche, Chiquimula, Zacapa, Jutiapa, Jalapa and Izabal	5,783,089.00	No	04/30/10	Copies of Aprofam/s audited financial reports
						07/30/10	APROFAM is the Member Association in Guatemala of the International Planned Parenthood Federation.
						10/31/10	Verification trip made on April, 2011 by Sarah J Holcombe, Program Officer of the Foundation, fluent in Spanish
						01/31/11	
						04/30/11	
						07/31/11	
						10/31/11	
						01/31/12	
						04/30/12	
						07/31/12	

Grant Amount

A grant for 24 months was approved on December, 2009 in the amount of Q5,725,400 and a new 12 month grant was approved on 2/17/2012 in the amount of Q988,134 to be paid in quarterly installments contingent upon certain requirements

During fiscal year 2011 Q 436,378 were paid for the grant approved in 2009 and Q494,067 were paid for the grant approved on 2012

Amount Expended by grantee

In fiscal years 2010 Q2,076,772.23 were spent from the grant approved on November, 2009

In fiscal year 2011 Q3,648,627.77 were spent from the grant approved on November 2009

In Fiscal year 2011 Q494,067.00 were spent from grant approved on February, 2012

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	1,584,462.	0.	1,584,462.
TOTAL TO FM 990-PF, PART I, LN 4	1,584,462.	0.	1,584,462.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	37,987.	18,994.		18,993.
TO FORM 990-PF, PG 1, LN 16B	37,987.	18,994.		18,993.

FORM 990-PF	TAXES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CURRENT FEDERAL EXCISE TAX	133,578.	0.		0.
TO FORM 990-PF, PG 1, LN 18	133,578.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DSL/TELEPHONE EXPENSES	385.	192.		193.
OFFICE SUPPLIES	2,920.	1,460.		1,460.
MEMBERSHIPS	4,025.	0.		4,025.
POSTAGE	2,056.	1,028.		1,028.
COMPUTER NETWORK EXPENSE	1,702.	851.		851.
OTHER MISCELLANEOUS EXPENSES	298.	149.		149.
INVESTMENT MANAGEMENT FEES	61,863.	44,993.		0.
CONSULTING EXPENSE	1,080.	540.		541.
TO FORM 990-PF, PG 1, LN 23	74,329.	49,213.		8,247.

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ADAMS EXPRESS COMPANY	57,028,860.	57,028,860.
CENTRAL SECURITIES CORP.	3,832,300.	3,832,300.
GENERAL AMERICAN INVESTORS	3,777,800.	3,777,800.
LATIN AMERICA EQUITY FUND	1,120,600.	1,120,600.
SOURCE CAPITAL INC.	6,510,000.	6,510,000.
ASIA TIGERS FUND INC.	817,150.	817,150.
TOTAL TO FORM 990-PF, PART II, LINE 10B	73,086,710.	73,086,710.

FORM 990-PF	OTHER ASSETS	STATEMENT	6
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
UNRELATED BUSINESS INCOME TAXES RECEIVABLE	50,000.	2,053.	2,053.
FEDERAL EXCISE TAXES RECEIVABLE	46,000.	0.	0.
DEFERRED FEDERAL EXCISE TAX ASSET	214,693.	252,322.	252,322.
LONG TERM CONTRIBUTIONS RECEIVABLE	3,991,151.	4,177,947.	4,177,947.
TO FORM 990-PF, PART II, LINE 15	4,301,844.	4,432,322.	4,432,322.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	7
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
MARGIN DEBT LIABILITY	16,511,393.	15,406,443.
STATE FILING FEE	0.	10.
TOTAL TO FORM 990-PF, PART II, LINE 22	16,511,393.	15,406,453.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 8

NAME OF MANAGER

ERIK E. BERGSTROM
EDITH H. BERGSTROM