



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

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

2011

For calendar year 2011 or tax year beginning NOV 1, 2011, and ending OCT 31, 2012

Name of foundation UPSTART FOUNDATION C/O SUZANNE MUSIKANTOW		A Employer identification number 36-4456462
Number and street (or P.O. box number if mail is not delivered to street address) 145 CORTE MADERA TOWN CENTER	Room/suite 596	B Telephone number (312) 379-4758
City or town, state, and ZIP code CORTE MADERA, CA 94925-1209		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"/> Foreign organizations meeting the 85% test, 2. 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) \$ 366,821.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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 <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)
Revenue	1 Contributions, gifts, grants, etc., received				
	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	5,446.	5,446.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	27,233.			
	b Gross sales price for all assets on line 6a	585,688.			
	7 Capital gain net income (from Part IV, line 2)		27,233.		
	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	32,679.	32,679.	0.	0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 2	2,869.	0.	0.	2,869.
	b Accounting fees STMT 3	2,500.	0.	0.	2,500.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	960.	30.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	6,254.	6,229.	0.	25.
	24 Total operating and administrative expenses. Add lines 13 through 23	12,583.	6,259.	0.	5,394.
25 Contributions, gifts, grants paid	83,000.			83,000.	
26 Total expenses and disbursements. Add lines 24 and 25	95,583.	6,259.	0.	88,394.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-62,904.				
b Net investment income (if negative, enter -0-)		26,420.			
c Adjusted net income (if negative, enter -0-)			0.		

16

UPSTART FOUNDATION
C/O SUZANNE MUSIKANTOW

Form 990-PF (2011)

36-4456462

Page **2**

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		41,669.	5,149.	5,149.
	2	Savings and temporary cash investments		63,635.	28,051.	28,051.
	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 6		283,486.	207,165.	202,691.
	c	Investments - corporate bonds				
Liabilities	11	Investments - land, buildings, and equipment basis ▶				
		Less: accumulated depreciation ▶				
	12	Investments - mortgage loans				
	13	Investments - other STMT 7		67,829.	153,350.	130,930.
	14	Land, buildings, and equipment: basis ▶				
		Less: accumulated depreciation ▶				
	15	Other assets (describe ▶)				
	16	Total assets (to be completed by all filers)		456,619.	393,715.	366,821.
	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 ▶)					
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	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 ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		0.	0.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds		456,619.	393,715.		
30	Total net assets or fund balances		456,619.	393,715.		
31	Total liabilities and net assets/fund balances		456,619.	393,715.		

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	456,619.
2	Enter amount from Part I, line 27a	2	-62,904.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	393,715.
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	393,715.

Form **990-PF** (2011)

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 PUBLICLY TRADED SECURITIES - ST	P		
b PUBLICLY TRADED SECURITIES - LT	P		
c CAPITAL GAINS DIVIDENDS			
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 355,139.		352,604.	2,535.
b 230,383.		205,851.	24,532.
c 166.			166.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			2,535.
b			24,532.
c			166.
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	27,233.
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	30,157.	536,755.	.056184
2009	23,500.	486,606.	.048294
2008	27,500.	428,946.	.064111
2007	47,352.	705,118.	.067155
2006	34,863.	811,289.	.042972

2 Total of line 1, column (d)	2	.278716
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	.055743
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	387,244.
5 Multiply line 4 by line 3	5	21,586.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	264.
7 Add lines 5 and 6	7	21,850.
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	88,394.

UPSTART FOUNDATION

Form 990-PF (2011)

C/O SUZANNE MUSIKANTOW

36-4456462

Page 4

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)		1	264.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	264.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	264.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 480.	7	480.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c	9	
d Backup withholding erroneously withheld	6d	10	216.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax	216. Refunded		

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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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		X
1c Did the foundation file Form 1120-POL for this year?		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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) IL		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2011)

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 ► SUZANNE MUSIKANTOW Telephone no. ► 312-379-4758 Located at ► 145 CORTE MADERA TOWN CTR # 596, CORTE MADERA, CA ZIP+4 ► 94925-1209			
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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ► <input type="checkbox"/>	1b	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011) 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

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?

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

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
SUZANNE MUSIKANTOW	PRESIDENT / TREASURER			
145 CORTE MADERA TOWN CENTER, STE 596				
CORTE MADERA, CA 94925	0.50	0.	0.	0.
LAUREN MUSIKANTOW	DIRECTOR			
708 EIGHTY OAKS AVE.				
MT. PLEASANT, SC 29464	0.50	0.	0.	0.
ELIZABETH TAM	DIRECTOR			
P.O. BOX 111				
SARATOGA, CA 95071	0.50	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
NONE				

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

☒ 0

Form 990-PF (2011)

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.	

Form 990-PF (2011)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	358,402.
b	Average of monthly cash balances	1b	34,739.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	393,141.
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	393,141.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	5,897.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	387,244.
6	Minimum investment return. Enter 5% of line 5	6	19,362.

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	19,362.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	264.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	264.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	19,098.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	19,098.
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	19,098.

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	88,394.
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	88,394.
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	264.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	88,130.

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.

UPSTART FOUNDATION
C/O SUZANNE MUSIKANTOW

Form 990-PF (2011)

36-4456462 Page 9

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				19,098.
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	34,863.			
b From 2007	47,352.			
c From 2008	27,500.			
d From 2009	23,500.			
e From 2010	30,607.			
f Total of lines 3a through e	163,822.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$	88,394.			
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				19,098.
e Remaining amount distributed out of corpus	69,296.			
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:	233,118.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see 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	34,863.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	198,255.			
10 Analysis of line 9:				
a Excess from 2007	47,352.			
b Excess from 2008	27,500.			
c Excess from 2009	23,500.			
d Excess from 2010	30,607.			
e Excess from 2011	69,296.			

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

[illegible]

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

- c Any submission deadlines.

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
CHICAGO FOUNDATION FOR WOMEN ONE E. WACKER DRIVE, SUITE 1620 CHICAGO, IL 60601	NONE	PUBLIC	GENERAL	7,000.
THE HUNGER PROJECT 15 E. 26TH STREET NEW YORK, NY 10010	NONE	PUBLIC	GENERAL	25,000.
WOMEN'S FUNDING NETWORK 1375 SUTTER STREET, STE 406 SAN FRANCISCO, CA 94109	NONE	PUBLIC	GENERAL	51,000.
Total			3a	83,000.
b Approved for future payment				
NONE				
Total			3b	0.

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.		

[illegible]

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.				May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee <i>Suzanne M. [Signature]</i>	Date 3/26/13	Title President		
Paid Preparer Use Only	Print preparer's name DAVID FAJE	Preparer's signature <i>David Faje</i>	Date 3-13-13	Check <input type="checkbox"/> if self-employed	PTIN P00031371
	Firm's name ▶ MCGLADREY LLP			Firm's EIN ▶ 42-0714325	
	Firm's address ▶ 1 S. WACKER DRIVE, STE 800 CHICAGO, IL 60606			Phone no. 312-634-3400	

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE		GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
CREDIT SUISSE - DIVIDENDS		5,612.	166.	5,446.	
TOTAL TO FM 990-PF, PART I, LN 4		5,612.	166.	5,446.	

FORM 990-PF		LEGAL FEES		STATEMENT	2
DESCRIPTION		(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES		2,869.	0.	0.	2,869.
TO FM 990-PF, PG 1, LN 16A		2,869.	0.	0.	2,869.

FORM 990-PF		ACCOUNTING FEES		STATEMENT	3
DESCRIPTION		(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES		2,500.	0.	0.	2,500.
TO FORM 990-PF, PG 1, LN 16B		2,500.	0.	0.	2,500.

FORM 990-PF		TAXES		STATEMENT	4
DESCRIPTION		(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID		30.	30.	0.	0.
FEDERAL TAX PAID		930.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18		960.	30.	0.	0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK FEES	10.	10.	0.	0.	
INVESTMENT FEES	6,219.	6,219.	0.	0.	
ANNUAL FILING FEE	15.	0.	0.	15.	
REGISTRATION FEE	10.	0.	0.	10.	
TO FORM 990-PF, PG 1, LN 23	6,254.	6,229.	0.	25.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
SEE ATTACHED	207,165.		202,691.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	207,165.		202,691.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
DREYFUS PREMIER INT'L VALUE FUND	COST	16,563.	7,253.	
PIMCO SHORT TERM FUND	COST	52,295.	38,341.	
EATON VANCE TAX MANAGED BUY WRITE	COST	4,968.	4,973.	
MFS GOVT INCOME TR SH BEN INT	COST	3,675.	3,614.	
TORTOISE ENERGY INFRASTRUCTURE CORP	COST	25,141.	25,594.	
ISHARES TR S&P PFD STK INDEX FD	COST	15,815.	16,024.	
JPMORGAN CHASE & CO ALERIAN MLP	COST			
INDEX		26,880.	27,182.	
POWERSHARES EXCHANGE - TRADED FD	COST	8,013.	7,949.	
TOTAL TO FORM 990-PF, PART II, LINE 13		153,350.	130,930.	

**Managed Account
Statement**

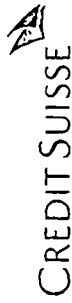
Statement Period: 10/01/2012 - 10/31/2012

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities 66.00% of Portfolio								
Common Stocks								
BANCO LATINAMERICANO DE COMERCIO								
EXTERIOR S A C L E ISIN#PAP169941328								
CUSIP P16994132								
Dividend Option Cash								
370 000	08/20/12	21 3820	7,911 34	22 5000	8,325 00	413 66	444 00	5 33%
AT&T INC COM								
CUSIP 00208R102								
Dividend Option Cash								
190 000	08/20/12	36 8900	7,009 08	34 5900	6,572 10	-436 98	334 40	5 08%
CENTURYLINK INC COM								
CUSIP 156700106								
Dividend Option Cash								
118 000	05/10/12	39 2670	4,633 45	38 3800	4,528 84	-104 61	342 20	7 55%
41 000	05/31/12	39 2190	1,607 98	38 3800	1,573 58	34 40	118 90	7 55%
159 000	Total Covered		6,241 43		6,102 42	-139 01	461 10	
159 000	Total		\$6,241 43		\$6,102 42	-\$139 01	\$461 10	
DU PONT E I DE NEMOURS & CO COM								
CUSIP 263534109								
Dividend Option Cash								
160 000	08/20/12	50 3680	8,058 88	44 5200	7,123 20	-935 68	275 20	3 86%
GATX CORP								
CUSIP 361448103								
Dividend Option Cash								
170 000	08/20/12	42 4190	7,211 18	41 4600	7,048 20	-162 98	204 00	2 89%
GENUINE PARTS CO								
CUSIP 372460105								
Dividend Option Cash								
130 000	08/20/12	64 0580	8,327 50	62 5800	8,135 40	-192 10	257 40	3 16%

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
HERCULES TECHNOLOGY GROWTH CAP INC COM								
CUSIP 427096508			Security Identifier HTGC					
Dividend Option Cash								
520 000	08/20/12	11 2700	5,860 36	10 8000	5,616 00	244 36	499 20	8 88%
HONEYWELL INTL INC COM								
ISIN#US4385161066			Security Identifier HON					
CUSIP 438516106								
Dividend Option Cash								
120 000	08/20/12	59 4600	7,135 20	61 2400	7,348 80	213 60	196 80	2 67%
40 000	09/20/12	60 6100	2,424 40	61 2400	2,449 60	25 20	65 60	2 67%
160 000	Total Covered		9,559 60		9,798 40	238 80	262 40	
160 000	Total		\$9,559 60		\$9,798 40	\$238 80	\$262 40	
KIMBERLY CLARK CORP								
CUSIP 494368103			Security Identifier KMB					
Dividend Option Cash								
130 000	08/20/12	84 0380	10,924 90	83 4500	10,848 50	-76 40	384 80	3 54%
KRAFT FOODS GROUP INC COM								
CUSIP 50076Q106			Security Identifier KRFT					
Dividend Option Cash								
53 000	08/20/12	42 8010	2,268 43	45 4600	2,409 38	140 95		
LOCKHEED MARTIN CORP COM								
CUSIP 539830109			Security Identifier LMT					
Dividend Option Cash								
80 000	08/20/12	93 1390	7,451 12	93 6700	7,493 60	42 48	368 00	4 91%
MERCK & CO INC NEW COM								
CUSIP 58933Y105			Security Identifier MRK					
Dividend Option Cash								
180 000	08/20/12	43 6680	7,860 19	45 6300	8,213 40	353 21	302 40	3 68%
MICROCHIP TECHNOLOGY INC COM								
CUSIP 595017104			Security Identifier MCHP					
Dividend Option Cash								
160 000	08/20/12	34 9890	5,598 18	31 3406	5,014 49	-583 69	224 64	4 47%
110 000	09/20/12	34 2470	3,767 21	31 3406	3,447 47	-319 74	154 44	4 47%
270 000	Total Covered		9,365 39		8,461 96	-903 43	379 08	
270 000	Total		\$9,365 39		\$8,461 96	-\$903 43	\$379 08	



CREDIT SUISSE SECURITIES (USA) LLC
127 West Monroe Street, 31st Floor
Chicago, IL 60608
(408) 862-7335

Managed Account Statement

Statement Period: 10/01/2012 - 10/31/2012

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
OLIN CORP NEW COM PAR \$1								
CUSIP 680665205			Security Identifier OLN					
Dividend Option Cash								
490.000	08/20/12	21.3480	10,460.52	20.7400	10,162.60	297.92	392.00	3.85%
PFIZER INC COM								
CUSIP 717081103			Security Identifier PFE					
Dividend Option Cash								
400.000	08/20/12	23.9380	9,575.20	24.8700	9,948.00	372.80	352.00	3.53%
RAYTHEON CO COM NEW								
CUSIP 755111507			Security Identifier RTN					
Dividend Option Cash								
130.000	08/20/12	56.4600	7,339.79	56.5600	7,352.80	13.01	260.00	3.53%
TELEFONICA BRASIL SA SPONSORED ADR								
ISIN# US87936R1068			Security Identifier VIV					
CUSIP 87936R106								
Dividend Option Cash								
270.000	08/20/12	24.3670	6,579.06	22.0200	5,945.40	-633.66	320.99	5.39%
WINDSTREAM CORP COM								
CUSIP 97381W104			Security Identifier WIN					
Dividend Option Cash								
480.000	08/20/12	9.3900	4,507.15	9.5200	4,569.60	62.45	480.00	10.50%
Total Common Stocks			\$136,511.12		\$134,125.96	-\$2,385.16	\$5,976.97	
Real Estate Investment Trusts								
AMERICAN CAMPUS CMNTYS INC COM								
CUSIP 024835100			Security Identifier ACC					
Dividend Option Cash								
180.000	08/20/12	45.3790	8,168.29	45.3100	8,155.80	-12.49	243.00	2.97%

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Real Estate Investment Trusts (continued)								
AMERICAN CAP AGY CORP COM								
CUSIP 02503X105								
Dividend Option Cash								
130 000	08/20/12	33.9760	4,416.84	33.0000	4,290.00	-126.84	650.00	15.15%
ANNALY CAP MGMT INC COM								
CUSIP 035710409								
Dividend Option Cash								
270 000	08/20/12	17.0400	4,600.72	16.1400	4,357.80	-242.92	540.00	12.39%
DIGITAL RLTY TR INC COM								
CUSIP 253868103								
Dividend Option Cash								
19 000	02/28/11	58.4590	1,110.73	61.4300	1,167.17	56.44	55.48	4.75%
11 000	05/06/11	63.8280	702.11	61.4300	675.73	26.38	32.12	4.75%
4 000	05/06/11	60.7850	243.14	61.4300	245.72	2.58	11.68	4.75%
6 000	05/13/11	60.2100	361.26	61.4300	368.58	7.32	17.52	4.75%
80 000	08/20/12	75.5300	6,042.39	61.4300	4,914.40	1,127.99	233.60	4.75%
120 000	Total Covered		8,459.63		7,371.60	-1,088.03	350.40	
120 000	Total		\$8,459.63		\$7,371.60	-\$1,088.03	\$350.40	
HOSPITALITY PPTVS TR COM SH BEN INT								
CUSIP 44106M102								
Dividend Option Cash								
310 000	08/20/12	23.5890	7,312.71	23.1200	7,167.20	-145.51	582.80	8.13%
LTC PROPERTIES INC								
CUSIP 502175102								
Dividend Option Cash								
190 000	08/20/12	33.8100	6,423.84	33.0100	6,271.90	-151.94	353.40	5.63%
NATIONAL HEALTH INVESTORS INC								
CUSIP 63633D104								
Dividend Option Cash								
150 000	08/20/12	51.7440	7,761.60	53.4100	8,011.50	249.90	402.00	5.01%
OMEGA HEALTHCARE INVS INC COM								
CUSIP 681936100								
Dividend Option Cash								
410 000	08/20/12	23.9000	9,799.00	22.9400	9,405.40	-393.60	721.60	7.67%

Managed Account Statement

Statement Period: 10/01/2012 - 10/31/2012

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Real Estate Investment Trusts (continued)								
RAYONIER INC COM								
CUSIP: 754907103								
Dividend Option: Cash								
180 000	08/20/12	48 0200	8,643.58	49 0100	8,821.80	178.22	316.80	3.59%
REALTY INCOME CORP COM								
CUSIP: 756109104								
Dividend Option: Cash								
120 000	08/20/12	42 2300	5,067.59	39 2700	4,712.40	355.19	218.07	4.62%
Total Real Estate Investment Trusts								
			\$70,653.80		\$68,565.40	-\$2,088.40	\$4,378.07	
Total Equities								
			\$207,164.92		\$202,691.36	-\$4,473.56	\$10,355.04	

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- 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 File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions UPSTART FOUNDATION C/O SUZANNE MUSIKANTOW	Employer identification number (EIN) or <input checked="" type="checkbox"/> 36-4456462
	Number, street, and room or suite no. If a P O box, see instructions. 145 CORTE MADERA TOWN CENTER, NO. 596	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions CORTE MADERA, CA 94925-1209	

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

04

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

SUZANNE MUSIKANTOW - 145 CORTE MADERA TOWN CTR # 596 -

- The books are in the care of ► **CORTE MADERA, CA 94925-1209**
Telephone No. ► **312-379-4758** 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 **JUNE 17, 2013**, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

► ☐ calendar year _____ or
► ☒ tax year beginning **NOV 1, 2011**, and ending **OCT 31, 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	\$	264.
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	\$	480.
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.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)