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

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning 12/01, 2011, and ending 11/30, 2012

Winifred Johnson Clive Foundation
1660 Bush Street #300
San Francisco, CA 94109

A Employer identification number
25-6277031

B Telephone number (see the instructions)
415-561-6540

C If exemption application is pending, check here.

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

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

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

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

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

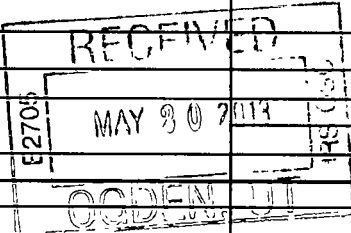
I Fair market value of all assets at end of year (from Part II, column (c), line 16)
▶ \$ 16,006,573.

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc. received (att sch)	55,000.			
2	Ck <input type="checkbox"/> if the foundn is not req to att Sch B				
3	Interest on savings and temporary cash investments	34.	34.	N/A	
4	Dividends and interest from securities	427,562.	427,562.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10	385,631.			
b	Gross sales price for all assets on line 6a <u>1,705,414.</u>				
7	Capital gain net income (from Part IV, line 2)		385,631.		
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/(loss) (att sch)				
11	Other income (attach schedule) <u>See Statement 1</u>	14,861.	688.		
12	Total. Add lines 1 through 11	883,088.	813,915.		
13	Compensation of officers, directors, trustees, etc	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) <u>See St 2</u>	2,468.			2,468.
b	Accounting fees (attach sch) <u>See St 3</u>	4,250.			4,250.
c	Other prof fees (attach sch) <u>See St 4</u>	129,054.	50,307.		78,747.
17	Interest				
18	Taxes (attach schedule)(see instrs) <u>See Stm 5</u>	23,527.	5,191.		
19	Depreciation (attach sch) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	27,402.			27,402.
22	Printing and publications				
23	Other expenses (attach schedule) <u>See Statement 6</u>	23,184.	38.		23,146.
24	Total operating and administrative expenses. Add lines 13 through 23	209,885.	55,536.		136,013.
25	Contributions, gifts, grants paid Part XV	668,705.			668,705.
26	Total expenses and disbursements. Add lines 24 and 25	878,590.	55,536.		804,718.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	4,498.			
b	Net investment income (if negative, enter -0-)		758,379.		
c	Adjusted net income (if negative, enter -0-)				

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ADMINISTRATIVE AND OPERATING EXPENSES



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
ASSETS	1	Cash— non-interest-bearing		96,737.	23,625.	23,625.	
	2	Savings and temporary cash investments..		1,258,591.	631,349.	631,349.	
	3	Accounts receivable					
		Less: allowance for doubtful accounts					
	4	Pledges receivable					
		Less: allowance for doubtful accounts					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach sch.)					
		Less: allowance for doubtful accounts					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges			4,463.	4,463.	
	10a	Investments — U S and state government obligations (attach schedule) Statement 7			969,164.	1,641,916.	1,641,916.
	b	Investments — corporate stock (attach schedule) Statement 8			9,310,517.	10,022,119.	10,022,119.
	c	Investments — corporate bonds (attach schedule) Statement 9			2,421,586.	2,265,595.	2,265,595.
	11	Investments — land, buildings, and equipment: basis					
	Less: accumulated depreciation (attach schedule)						
12	Investments — mortgage loans						
13	Investments — other (attach schedule) Statement 10			1,109,527.	1,254,856.	1,254,856.	
14	Land, buildings, and equipment basis						
	Less: accumulated depreciation (attach schedule)						
15	Other assets (describe See Statement 11)			162,650.	162,650.	162,650.	
16	Total assets (to be completed by all filers — see the instructions Also, see page 1, item l)			15,328,772.	16,006,573.	16,006,573.	
LIABILITIES	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, & other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe)					
	23	Total liabilities (add lines 17 through 22)			0.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>						
	24	Unrestricted		15,328,772.	16,006,573.		
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>						
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, building, and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see instructions)			15,328,772.	16,006,573.		
31	Total liabilities and net assets/fund balances (see instructions)			15,328,772.	16,006,573.		

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	15,328,772.
2	Enter amount from Part I, line 27a	2	4,498.
3	Other increases not included in line 2 (itemize) See Statement 12	3	673,303.
4	Add lines 1, 2, and 3	4	16,006,573.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	16,006,573.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a Sale of Publicly Traded Securities	P	Various	Various
b Capital Gain Distribution	P	Various	Various
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 1,691,666.		1,319,783.	371,883.
b 13,748.			13,748.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			371,883.
b			13,748.
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	385,631.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8]	3	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries	(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
	2010	759,028.	15,476,648.	0.049043
	2009	849,933.	14,579,036.	0.058298
	2008	942,069.	13,729,675.	0.068616
	2007	1,017,554.	17,328,726.	0.058721
	2006	821,588.	19,305,087.	0.042558

2 Total of line 1, column (d)	2	0.277236
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.055447
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	15,489,380.
5 Multiply line 4 by line 3	5	858,840.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,584.
7 Add lines 5 and 6	7	866,424.
8 Enter qualifying distributions from Part XII, line 4	8	804,718.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling-or determination letter: _____ (attach copy of letter if necessary – see instrs)			
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	15,168.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	15,168.
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	15,168.
6 Credits/Payments:			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	8,800.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	9,500.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	18,300.	
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,132.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax 3,132. Refunded	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the 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>		X
c 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? <i>If 'Yes,' attach a detailed description of the activities.</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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?	X	
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>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) FL 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>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i> See Statement 13	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)? (see instructions) Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

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). N/A

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? Yes No
 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? Yes No N/A

5b	N/A	
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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 14		0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Petersen, Flynn & Dinsmore, Inc. One Market St., Ste 1208 San Francisco, CA 94105	Invstmnt Fees/Plan	50,307.
Pacific Foundation Services, LLC 1660 Bush Street, Suite 300 San Francisco, CA 94109	Grant Administration	72,992.

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 <u>N/A</u> -----	
2 -----	
3 -----	
4 -----	

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

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

BAA

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	14,514,837.
b	Average of monthly cash balances	1b	843,375.
c	Fair market value of all other assets (see instructions)	1c	367,047.
d	Total (add lines 1a, b, and c)	1d	15,725,259.
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	15,725,259.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	235,879.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	15,489,380.
6	Minimum investment return. Enter 5% of line 5	6	774,469.

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	774,469.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	15,168.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	15,168.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	759,301.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	759,301.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	759,301.

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	804,718.
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	804,718.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	804,718.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				759,301.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			391,636.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ <u>804,718.</u>				
a Applied to 2010, but not more than line 2a			391,636.	
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				413,082.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				346,219.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

N/A

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

See Statement 15

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

See Statement for Line 2a

c Any submission deadlines:

See Statement for Line 2a

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

See Statement for Line 2a

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 Statement 16				
Total				▶ 3a 668,705.
b Approved for future payment				
Total				▶ 3b

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF

OMB No 1545-0047

2011

Name of the organization

Winifred Johnson Clive Foundation

Employer identification number

25-6277031

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

- 501(c)(____) (enter number) organization
 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
 527 political organization

Form 990-PF

- 501(c)(3) exempt private foundation
 4947(a)(1) nonexempt charitable trust treated as a private foundation
 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year ▶ \$ _____

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

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

Winifred Johnson Clive Foundation

25-6277031

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Tom Johnson ----- c/o 1660 Bush Street ----- San Francisco, CA 94109 -----	\$ 55,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

Winifred Johnson Clive Foundation

25-6277031

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed.

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

Name of organization
Winifred Johnson Clive Foundation

Employer identification number
25-6277031

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete cols (a) through (e) and the following line entry.

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year (Enter this information once. See instructions.) ▶ \$ N/A
 Use duplicate copies of Part III if additional space is needed

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

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Winifred Johnson Clive Foundation

25-6277031

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Income fm Investment Pspss..	\$ 12,249.	688.	
Misc Income	355.		
Return of Capital	2,257.		
Total	\$ 14,861.	688.	0.

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal Fees	\$ 2,468.			\$ 2,468.
Total	\$ 2,468.	\$ 0.		\$ 2,468.

Statement 3
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting Fees	\$ 4,250.			\$ 4,250.
Total	\$ 4,250.	\$ 0.		\$ 4,250.

Statement 4
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Consultants	\$ 5,755.			\$ 5,755.
Grant Administration	72,992.			72,992.
Investment Management Fees	50,307.	\$ 50,307.		
Total	\$ 129,054.	\$ 50,307.		\$ 78,747.

Winifred Johnson Clive Foundation

25-6277031

Statement 5
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise Tax	\$ 16,714.			
Foreign Taxes Paid on Dividends	5,191.	\$ 5,191.		
State Tax	1,622.			
Total	\$ 23,527.	\$ 5,191.		\$ 0.

Statement 6
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank Fees	\$ 38.	\$ 38.		
Board Meeting Expense	22,131.			\$ 22,131.
Dues & Subscriptions	695.			695.
Filing Fees	85.			85.
Office Supplies	235.			235.
Total	\$ 23,184.	\$ 38.		\$ 23,146.

Statement 7
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

U.S. Government Obligations	Valuation Method	Book Value	Fair Market Value
US Infl Index 1.875% Due 07/15/13	Mkt Val	\$ 960,763.	\$ 960,763.
US Treas Note 2.75% Due 11/30/16	Mkt Val	681,153.	681,153.
		<u>\$ 1,641,916.</u>	<u>\$ 1,641,916.</u>
Total		<u>\$ 1,641,916.</u>	<u>\$ 1,641,916.</u>

Statement 8
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Bristol-Myers Squibb, 14,300 Sh.	Mkt Val	\$ 466,609.	\$ 466,609.
Molex Inc., 16,400 Sh.	Mkt Val	356,044.	356,044.
Gallagher, Arthur & Co., 11,775 Sh.	Mkt Val	430,023.	430,023.
Abbott Laboratories, 8,500 Sh.	Mkt Val	552,500.	552,500.
Verizon Communications, 10,800 Sh.	Mkt Val	476,496.	476,496.
Reliance Stl & Aluminum, 7,000 Sh.	Mkt Val	394,800.	394,800.
Fiserv Inc, 5,300 Sh.	Mkt Val	408,047.	408,047.

Winifred Johnson Clive Foundation

25-6277031

Statement 8 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Simpson Manufacturing Co, 9,700 Sh.	Mkt Val	\$ 317,287.	\$ 317,287.
Amgen Inc, 4,000 Sh.	Mkt Val	355,200.	355,200.
Aptargroup Inc, 7,650 Sh.	Mkt Val	364,676.	364,676.
Clicksoftware Tech Ltd, 37,800 Sh.	Mkt Val	283,122.	283,122.
ConocoPhillips 6,100 Sh.	Mkt Val	347,334.	347,334.
Electronics Arts Inc, 17,600 Sh.	Mkt Val	260,656.	260,656.
Kimberly-Clark Corp 4,800 Sh.	Mkt Val	411,456.	411,456.
Microsoft Corp, 11,800 Sh.	Mkt Val	314,057.	314,057.
Mosaic Company, 5,590 Sh.	Mkt Val	302,195.	302,195.
PNC Finl Services GP Inc, 1,470 Sh.	Mkt Val	82,526.	82,526.
Thermo Fisher Scientific, 7,600 Sh.	Mkt Val	482,980.	482,980.
Validus Holdings Ltd, 11,380 Sh.	Mkt Val	403,535.	403,535.
Waste Management Inc. 10,500 Sh.	Mkt Val	341,985.	341,985.
Disney Walt Co, 7,000 Sh.	Mkt Val	347,620.	347,620.
Kraft Foods, 6,633 Sh.	Mkt Val	300,077.	300,077.
Johnson & Johnson, 4,900 Sh.	Mkt Val	341,677.	341,677.
Pepsico Inc, 5,000 Sh.	Mkt Val	351,050.	351,050.
Qualcomm Inc, 5,425 Sh.	Mkt Val	345,139.	345,139.
ADT Corp, 7,862 Sh.	Mkt Val	360,866.	360,866.
Mondelez Intl Inc, 10,000 Sh.	Mkt Val	258,900.	258,900.
Schlumberger Ltd, 5,100 Sh.	Mkt Val	365,262.	365,262.
	Total	<u>\$ 10,022,119.</u>	<u>\$ 10,022,119.</u>

Statement 9
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
General Electric 5% Due 02/01/13	Mkt Val	\$ 730,233.	\$ 730,233.
Wal-Mart 4.5% Due 07/01/15	Mkt Val	412,407.	412,407.
Pfizer 4.5% Due 02/15/14	Mkt Val	787,342.	787,342.
Berkshire Hathaway 2.45% Due 12/15/15	Mkt Val	205,165.	205,165.
BP Cap Mkts 3.625% Due 05/08/14	Mkt Val	130,448.	130,448.
	Total	<u>\$ 2,265,595.</u>	<u>\$ 2,265,595.</u>

Statement 10
Form 990-PF, Part II, Line 13
Investments - Other

<u>Other Investments</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Allegheny Manor Associates	Mkt Val	\$ 11,047.	\$ 11,047.
PC Exploration Inc. Ltd 1984	Mkt Val	75,000.	75,000.
PC Exploration Inc. Ltd 1985	Mkt Val	75,000.	75,000.
PC Exploration Inc. Ltd 1986	Mkt Val	75,000.	75,000.
PC Exploration Inc. Ltd 1988	Mkt Val	100,000.	100,000.

Winifred Johnson Clive Foundation

25-6277031

Statement 10 (continued)
Form 990-PF, Part II, Line 13
Investments - Other

	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
<u>Other Investments</u>			
Wisdomtree Emerging Markets, 5,700 Sh.	Mkt Val	\$ 303,581.	\$ 303,581.
Total Other Investments		<u>\$ 639,628.</u>	<u>\$ 639,628.</u>
<u>Other Publicly Traded Securities</u>			
Morgan Stanley Asia Pac Fd, 20,100 Sh.	Mkt Val	293,058.	293,058.
Templeton Dragon Fund, 11,000 Sh.	Mkt Val	291,170.	291,170.
Total Other Publicly Traded Securities		<u>\$ 584,228.</u>	<u>\$ 584,228.</u>
<u>Other Securities</u>			
Blair Strip Steel, 5 Sh.	Mkt Val	31,000.	31,000.
Total Other Securities		<u>\$ 31,000.</u>	<u>\$ 31,000.</u>
	Total	<u>\$ 1,254,856.</u>	<u>\$ 1,254,856.</u>

Statement 11
Form 990-PF, Part II, Line 15
Other Assets

	<u>Book Value</u>	<u>Fair Market Value</u>
Art Work on Loan	\$ 162,650.	\$ 162,650.
Total	<u>\$ 162,650.</u>	<u>\$ 162,650.</u>

Statement 12
Form 990-PF, Part III, Line 3
Other Increases

FMV Adjustment of Investments	\$ 673,303.
Total	<u>\$ 673,303.</u>

Statement 13
Form 990-PF, Part VII-A, Line 10
Substantial Contributors During the Tax Year

<u>Name of Substantial Contributor</u>	<u>Address of Substantial Contributor</u>
Tom Johnson	1660 Bush Street, Ste 300 San Francisco, CA 94109

Winifred Johnson Clive Foundation

25-6277031

Statement 14
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
Grace J. Perkins 1660 Bush St, Ste 300 San Francisco, CA 94109-5308	Trustee 5.00	\$ 0.	\$ 0.	\$ 0.
Lisa J. Lunday 1660 Bush St, Ste 300 San Francisco, CA 94109-5308	Sec'y/Trustee 5.00		0.	0.
Winifred J. Sharp 1660 Bush St, Ste 300 San Francisco, CA 94109-5308	Chair 5.00		0.	0.
Stephanie J. Kiewlich 1660 Bush St, Ste 300 San Francisco, CA 94109-5308	Trustee 5.00		0.	0.
Elizabeth Stewart 1660 Bush St, Ste 300 San Francisco, CA 94109-5308	Trustee 5.00		0.	0.
Gaelyn J. Sharp 1660 Bush St, Ste 300 San Francisco, CA 94109-5308	Trustee 5.00		0.	0.
Jonathan C. Perkins 1660 Bush St, Ste 300 San Francisco, CA 94109-5308	Tres/Trustee 5.00		0.	0.
Jennifer Thielhelm 1660 Bush St, Ste 300 San Francisco, CA 94109-5308	Trustee 5.00		0.	0.
Steger Johnson 1660 Bush St, Ste 300 San Francisco, CA 94109-5308	Trustee 5.00		0.	0.
Total		<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 15
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:
Name: Fatma Abdullahi
Care Of:
Street Address: 1660 Bush Street, Ste 300
City, State, Zip Code: San Francisco, CA 94109-5308
Telephone: 415-561-6540
Form and Content: Brief resume of purpose, planned use of funds, and a copy of the exemption letter.
Submission Deadlines: None

Winifred Johnson Clive Foundation

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Statement 15 (continued)
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Restrictions on Awards: Preference is given to charitable organizations operating for religious, charitable, scientific, artistic, literary, and educational purposes, societies to prevent cruelty to animals and preservation of wildlife, and organizations addressing the problem of aging and the aging needy.

Statement 16
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Back to Nature Wildlife Refuge, Inc PO Box 4117 Winter Park, FL 32792	N/A	509(a) (1)	To expand and advance operations to include a fourth staff member, appropriate compensation for current staff, and expenses/resources for development/fund raising	\$ 29,775.
Bethany College 110 Old Main Bethany, WV 26032	N/A	509(a) (1)	To establish the Coeey Davis Experiential Fellowship for business and economics students	12,500.
Groundswell Comm. Mural Prjct 540 President Street, Suite 1A Brooklyn, NY 11215	N/A	509(a) (1)	Summer Leadership Institute: Transforming and Greening Urban Spaces	20,000.
Orlando Museum of Art, Inc. 2416 N. Mills Avenue Orlando, FL 32803	N/A	509(a) (1)	School Learning Trips and Professional Development Workshop Program	24,750.
Fine Arts Museums of SF 50 Hagiwara Tea Garden Dr. San Francisco, CA 94118	N/A	509(a) (1)	Friday Nights at the de Young	20,000.

Winifred Johnson Clive Foundation

25-6277031

Statement 16 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Richmond Dist. Neighborhood Ctr 741 30th Ave San Francisco, CA 94121	N/A	509(a) (1)	To serve 400 youth and families by supporting three components of the Multicultural Children's Art Program	\$ 10,000.
SF Art Institute 800 Chestnut Street San Francisco, CA 94133	N/A	509(a) (1)	2010-2011 Distinguished Visiting Fellowship for Interdisciplinary Painting Practices	55,000.
Southwest Indian Foundation 201 East Highway 66 Gallup, NM 87301	N/A	509(a) (1)	Children's Art Scholarship and Art Outreach Programs	15,000.
Unity Care Group, Inc 1400 Parkmoor Ave, #115 San Jose, CA 94907	N/A	509(a) (1)	To support the Summer of Learning Program	15,000.
A Gift for Teaching, Inc. 6501 Magic Way Bldg 400 C Orlando, FL 32908	N/A	509(a) (1)	To improve public education by transferring our community's surplus supplies and resources free to teachers for needy students	31,450.
Child Advocacy Ctr - 9th Judicial Dist P O Box 928 Lenoir City, TN 37771	N/A	509(a) (1)	SCAN Program, Teen Mom Support and Education Group and Outreach Program	22,500.
Medicine Horse Center P O Box 1074 Mancos, CO 81328	N/A	509(a) (1)	AWARE Prevention and Intervention Programs	5,000.
Rollins College 1000 Holt Avenue - 2754 Winter Park, FL 32789	N/A	509(a) (1)	Cornell Fine Arts Museum K-12 and Community Coordinator	15,000.

Winifred Johnson Clive Foundation

25-6277031

Statement 16 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Siena Heights University 1247 E Siena Heights Drive Adrian, MI 49221	N/A	509(a) (1)	to provide scholarships, purchase nursing and medical books, mannequins and computers for Regina Pacis University	\$ 38,800.
The Nueva School 6565 Skyline Blvd Hillsborough, CA 94010	N/A	509(a) (1)	To support the Design Thinking Institute	5,550.
Medicine Horse Center PO Box 1074 Mancos, CO 81328	N/A	509(a) (1)	To support prevention and intervention programs for children and youth who exhibit at-risk behaviors	20,000.
Bach Festival Society of Winter Park 1000 Holt Ave, #2763 Winter Park, FL 32789	N/A	509(a) (1)	Share the Music	8,825.
Brooklyn Kindergarten Society 57 Willoughby Street, 4th Floor Brooklyn, NY 11201	N/A	509(a) (1)	Music Program	5,000.
Connolly Ranch Education Center 3141 Browns Valley Road Napa, CA 94558	N/A	509(a) (1)	Day Camp Scholarships and Art Day Camp Supplies	15,000.
CuriOdyssey 1651 Coyote Point Drive San Mateo, CA 94401	N/A	509(a) (1)	To support further development of the Mobile Museum	20,000.
Triskeles Foundation 707 Eagleview Blvd, Suite 105 Exton, PA 19341	N/A	509(a) (1)	Sustainable Directions Internship Program	6,000.

Winifred Johnson Clive Foundation

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Statement 16 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
Brooklyn Kindergarten Society 57 Willoughby Street, 4th Floor Brooklyn, NY 11201	N/A	509(a) (1)	To support the Music Program in 20 preschool and toddler classrooms	\$ 10,000.
Buck Institute for Age Research 8001 Redwood Blvd Novato, CA 94945	N/A	509(a) (1)	To broaden the scope of the successful High School Summer Scholars Program to include 8th and 9th grade students who are considered high risk and struggling academically	30,000.
My New Red Shoes 330 Twin Dolphin Drive, Ste 135 Redwood City, CA 94065	N/A	509(a) (1)	To provide shoes and clothing for 5,000 homeless children in the Bay Area in 2013	10,000.
Oakland Nature Preserve PO Box 841 Oakland, FL 34760	N/A	509(a) (1)	Environmental Education Programs	30,000.
Project Hope 550 Dudley Street Boston, MA 02119	N/A	509(a) (1)	Children's Center	50,000.
StreetSquash Inc 40 West 116th Street New York, NY 10026	N/A	509(a) (1)	To support college scholarships for StreetSquash alumni through the College Access and Beyond Program	35,000.
Triskeles Foundation 707 Eagleview Blvd, Suite 105 Exton, PA 19341	N/A	509(a) (1)	Sustainable Directions Internship Program	12,000.
Cast Hope PO Box 3740 Chico, CA 95927	N/A	509(a) (1)	General Support	10,000.

Winifred Johnson Clive Foundation

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Statement 16 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Peninsula Bridge Program PO Box 963 Menlo Park, CA 94026	N/A	509(a) (1)	To fund the Journaling Through the Arts at nine summer program sites	\$ 20,000.
Meals on Wheels SF 1375 Fairfax Avenue San Francisco, CA 94124	N/A	509(a) (1)	Volunteer Home Team Project	15,000.
WildCare 76 Albert Park Lane San Rafael, CA 94901	N/A	509(a) (1)	To support the key strategies for Connecting Children and Youth to Nature	20,000.
Tides Center 3620 Buchanan Street San Francisco, CA 94123	N/A	509(a) (1)	To pilot a 12 week program for 70 students at Francisco Middle School	5,000.
American Sign Language Program, CVHS 19464 Yuma Street Castro Valley, CA 94546	N/A	509(a) (1)	American Sign Language Show, American Sign Language Class Support	900.
Odyssey School 201 Polhemus Road San Mateo, CA 94402	N/A	509(a) (1)	For the purchase of a 12-15 passenger van	25,655.
			Total	\$ <u>668,705.</u>

Statement 17
Form 990-PF
Part VII-B, Statements Regarding Activities for Which Form 4720 May Be Required
Question 1a(4)

The Trustees are reimbursed for out of pocket expenses incurred in attending the various Board meetings which are held at venues within the United States to accommodate the different home states of the various trustees. The total amount reimbursed was \$6,496 which included airfare, lodging and conference room rentals.

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **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.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	Winifred Johnson Clive Foundation	<input checked="" type="checkbox"/> 25-6277031
	Number, street, and room or suite number. If a P O box, see instructions	Social security number (SSN)
	1660 Bush Street #300	<input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	San Francisco, CA 94109	

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 (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ Pacific Foundation Svcs LLC -----

Telephone No. ▶ 415-561-6540 ----- 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 7/15, 20 13, to file the exempt organization return for the organization named above.

The extension is for the organization's return for:

- ▶ calendar year 20 ____ or
- ▶ tax year beginning 12/01, 20 11, and ending 11/30, 20 12

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	\$	18,300.
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	\$	18,300.
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