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

OMB No 1545-0052

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

THE SKYSCAPE FOUNDATION
FORMERLY THE MARIE D. JEFFREY FOUNDATION
1823 VINEYARD AVENUE
ST. HELENA, CA 94574A Employer identification number
94-3037301B Telephone number (see the instructions)
(310) 481-0040C 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: ☐ Initial return ☐ Initial Return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name changeH Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16) ☐ \$ 5,574,121.
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____ (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)	278,604.			
2 Ck ☐ if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	23,102.	23,102.	23,102.	
4 Dividends and interest from securities	117,628.	117,628.	117,628.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	84,170.			
b Gross sales price for all assets on line 6a	1,143,682.			
7 Capital gain net income (from Part IV, line 2)		84,170.		
8 Net short-term capital gain			0.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	503,504.	224,900.	140,730.	
13 Compensation of officers, directors, trustees, etc	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) SEE ST 1	14,706.	7,353.		7,353.
c Other prof fees (attach sch) SEE ST 2	49,152.	24,576.		24,576.
17 Interest				
18 Taxes (attach schedule)(see instrs) SEE STM 3	3,485.	1,743.		1,742.
19 Depreciation (attach sch) and depletion	7,555.			
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) SEE STATEMENT 4	182.	91.		91.
24 Total operating and administrative expenses. Add lines 13 through 23	75,080.	33,763.		33,762.
25 Contributions, gifts, grants paid PART XV	256,776.			256,776.
26 Total expenses and disbursements. Add lines 24 and 25	331,856.	33,763.	0.	290,538.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	171,648.			
b Net investment income (if negative, enter -0-)		191,137.		
c Adjusted net income (if negative, enter -0-)			140,730.	

621 7

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	49,623.	126,407.	126,407.
	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			
	10 a Investments – U S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) STATEMENT 5	1,683,386.	1,671,778.	2,332,762.
	c Investments – corporate bonds (attach schedule) STATEMENT 6	1,077,947.	877,964.	929,500.
	11 Investments – land, buildings, and equipment: basis			
Less: accumulated depreciation (attach schedule)				
12 Investments – mortgage loans				
13 Investments – other (attach schedule) STATEMENT 7	1,140,020.	1,245,426.	1,362,524.	
14 Land, buildings, and equipment: basis 766,419.				
Less: accumulated depreciation (attach schedule) SEE STMT 8 58,490.	506,880.	707,929.	707,929.	
15 Other assets (describe SEE STATEMENT 9)	114,999.	114,999.	114,999.	
16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	4,572,855.	4,744,503.	5,574,121.	
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.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. X			
	27 Capital stock, trust principal, or current funds	4,572,855.	4,744,503.	
	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)	4,572,855.	4,744,503.	
31 Total liabilities and net assets/fund balances (see instructions)	4,572,855.	4,744,503.		

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	4,572,855.
2 Enter amount from Part I, line 27a	2	171,648.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	4,744,503.
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	4,744,503.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)

(b) How acquired
P — Purchase
D — Donation(c) Date acquired
(month, day, year)(d) Date sold
(month, day, year)

1a SEE STATEMENT 10

b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)

If gain, also enter in Part I, line 7
 If (loss), enter -0- in Part I, line 7

2

84,170.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)

 If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0-
 in Part I, line 8

3

-1,454.

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	279,232.	5,045,274.	0.055345
2009	272,369.	4,956,948.	0.054947
2008	239,954.	4,287,466.	0.055966
2007	367,709.	4,867,507.	0.075544
2006	286,412.	5,629,434.	0.050878

2 Total of line 1, column (d)

2

0.292680

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

0.058536

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5

4

5,255,525.

5 Multiply line 4 by line 3

5

307,637.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6

1,911.

7 Add lines 5 and 6

7

309,548.

8 Enter qualifying distributions from Part XII, line 4

8

290,538.

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. ☐ and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)		1	3,823.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ 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, 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	3,823.
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	3,823.
6 Credits/Payments:			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	5,000.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	5,000.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	55.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,122.	
11 Enter the amount of line 10 to be. Credited to 2012 estimated tax ☐ 1,122. 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?		N/A
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) 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 11	X	

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>MCGINITY NODAR & DALEY LLP</u> Telephone no. <u>310-481-0040</u> Located at <u>11300 W. OLYMPIC BLVD. SUITE 620</u> ZIP + 4 <u>90064</u>			
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 <u>N/A</u>	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 <u></u>	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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <u></u>	1b	N/A
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? If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u> .	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u> .		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If 'Yes,' did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	3b	N/A
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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

N/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?

6b

X

If 'Yes' to 6b, file Form 8870

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

N/A

7b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		0.	0.	0.

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

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

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

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

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a Average monthly fair market value of securities	1a	4,527,783.
b Average of monthly cash balances	1b	103,242.
c Fair market value of all other assets (see instructions)	1c	704,533.
d Total (add lines 1a, b, and c)	1d	5,335,558.
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	5,335,558.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	80,033.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,255,525.
6 Minimum investment return. Enter 5% of line 5	6	262,776.

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	262,776.
2a Tax on investment income for 2011 from Part VI, line 5	2a	3,823.	
b Income tax for 2011. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	3,823.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	258,953.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	258,953.
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	258,953.

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	290,538.
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	290,538.
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	290,538.

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				258,953.
2 Undistributed income, if any, as of the end of 2011			0.	
a Enter amount for 2010 only			0.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2011.				
a From 2006	12,579.			
b From 2007	126,342.			
c From 2008	26,531.			
d From 2009	26,116.			
e From 2010	31,845.			
f Total of lines 3a through e	223,413.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 290,538.			0.	
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				258,953.
e Remaining amount distributed out of corpus	31,585.			
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	254,998.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	12,579.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	242,419.			
10 Analysis of line 9:				
a Excess from 2007	126,342.			
b Excess from 2008	26,531.			
c Excess from 2009	26,116.			
d Excess from 2010	31,845.			
e Excess from 2011	31,585.			

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

N/A

- 1a 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)

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
<i>a</i> Paid during the year SEE STATEMENT 13				
Total			▶ 3a	256,776.
<i>b</i> 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 THE SKYSCRAPE FOUNDATION
FORMERLY THE MARIE D. JEFFREY FOUNDATION

Employer identification number
94-3037301

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, 990-EZ, or 990-PF.

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

Name of organization

Employer identification number

THE SKYSCRAPE FOUNDATION

94-3037301

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	LYNDA J. MARTIN 131 KNOLL PLACE ST. HELENA, CA 94574	\$ 8,727.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
2	LYNDA J. MARTIN 131 KNOLL PLACE ST. HELENA, CA 94574	\$ 6,017.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
3	LYNDA J. MARTIN 131 KNOLL PLACE ST. HELENA, CA 94574	\$ 18,290.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
4	LYNDA J. MARTIN 131 KNOLL PLACE ST. HELENA, CA 94574	\$ 13,619.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
5	LYNDA J. MARTIN 131 KNOLL PLACE ST. HELENA, CA 94574	\$ 29,837.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
6	LYNDA J. MARTIN 131 KNOLL PLACE ST. HELENA, CA 94574	\$ 24,314.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

THE SKYSCRAPE FOUNDATION

94-3037301

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
7	LYNDA J. MARTIN 131 KNOLL PLACE ST. HELENA, CA 94574	\$ 15,524.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
8	LYNDA J. MARTIN 131 KNOLL PLACE ST. HELENA, CA 94574	\$ 18,585.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
9	LYNDA J. MARTIN 131 KNOLL PLACE ST. HELENA, CA 94574	\$ 6,674.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
10	LYNDA J. MARTIN 131 KNOLL PLACE ST. HELENA, CA 94574	\$ 51,459.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
11	LYNDA J. MARTIN 131 KNOLL PLACE ST. HELENA, CA 94574	\$ 5,476.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
12	LYNDA J. MARTIN 131 KNOLL PLACE ST. HELENA, CA 94574	\$ 5,512.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

THE SKYSCRAPE FOUNDATION

94-3037301

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
13	LYNDA J. MARTIN 131 KNOLL PLACE ST. HELENA, CA 94574	\$ 70,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

THE SKYSCRAPE FOUNDATION

94-3037301

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
1	DIRECT PAYMENT TO SOCIETE TOUGAY ELECTRICITE FOR ELECTRICAL IMPROVEMENTS TO SKYSCRAPE FOUNDATION PROPERTY.	\$ 8,727.	1/06/12
2	DIRECT PAYMENT TO SARL ESCOT PLOBERIE FOR PLUMBING IMPROVEMENTS TO SKYSCRAPE FOUNDATION PROPERTY.	\$ 6,017.	1/06/12
3	DIRECT PAYMENT TO ETS. FOUQUE ET FILS FOR BUILDING IMPROVEMENTS TO SKYSCRAPE FOUNDATION PROPERTY.	\$ 18,290.	1/09/12
4	DIRECT PAYMENT TO SARL ALPILLES BATIMENT FOR BUILDING IMPROVEMENTS TO SKYSCRAPE FOUNDATION PROPERTY.	\$ 13,619.	2/06/12
5	DIRECT PAYMENT TO SARL ALPILLES BATIMENT FOR BUILDING IMPROVEMENTS TO SKYSCRAPE FOUNDATION PROPERTY.	\$ 29,837.	3/15/12
6	DIRECT PAYMENT TO SARL ALPILLES BATIMENT FOR BUILDING IMPROVEMENTS TO SKYSCRAPE FOUNDATION PROPERTY.	\$ 24,314.	3/29/12

BAA

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

Name of organization

Employer identification number

THE SKYSCRAPE FOUNDATION

94-3037301

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
7	DIRECT PAYMENT TO SARL ALPILLES BATIMENT FOR BUILDING IMPROVEMENTS TO SKYSCRAPE FOUNDATION PROPERTY.	\$ 15,524.	5/16/12
8	DIRECT PAYMENT TO SARL FERMETURES PEROTTO & FRERES FOR BUILDING IMPROVEMENTS TO SKYSCRAPE FOUNDATION PROPERTY.	\$ 18,585.	7/17/12
9	DIRECT PAYMENT TO SARL ESCOT PLOMBERIE FOR BUILDING IMPROVEMENTS TO SKYSCRAPE FOUNDATION PROPERTY.	\$ 6,674.	7/17/12
10	DIRECT PAYMENT TO SARL ALPILLES BATIMENT FOR BUILDING IMPROVEMENTS TO SKYSCRAPE FOUNDATION PROPERTY.	\$ 51,459.	7/16/12
11	DIRECT PAYMENT TO SOCIETE TOUGAY ELECTRICITE FOR BUILDING IMPROVEMENTS TO SKYSCRAPE FOUNDATION PROPERTY.	\$ 5,476.	7/18/12
12	DIRECT PAYMENT TO SOCIETE TOUGAY ELECTRICITE FOR BUILDING IMPROVEMENTS TO SKYSCRAPE FOUNDATION PROPERTY.	\$ 5,512.	8/08/12

BAA

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

Name of organization
THE SKYSCRAPE FOUNDATION

Employer identification number
94-3037301

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.)
Use duplicate copies of Part III if additional space is needed

► \$ N/A

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

THE SKYSCRAPE FOUNDATION

GRANT AGREEMENT

This Grant Agreement is entered into between the Skyscape Foundation ("Grantor") and Ateliers Fourwinds ("Grantee").

RECITALS

A. Grantee is a French organization organized and operated exclusively to further the arts and education by providing facilities, equipment, and supplies free of charge to artists for use in creating art and teaching art classes. No part of the net earnings of Grantee inure to the benefit of any private individual, and Grantee does not carry on propaganda or otherwise attempt to influence, or participate or intervene in legislation or political campaigns.

B. Grantor is a private foundation within the meaning of Internal Revenue Code Section 509(a) and desires to make a grant to Grantee and to exercise expenditure responsibility with respect to such grant within the meaning of Internal Revenue Code Sections 4945(d)(4) and (h).

AGREEMENT

1. PURPOSE: Grantee agrees to use the funds only for the purposes described in Exhibit A attached and to so designate the funds in the Grantee's records. Grantee further agrees to use the funds only for charitable purposes as described in Section 170(c)(2)(B) of the Internal Revenue Code of 1986 (the "Code"), or any successor provision thereto, and equivalent provisions of applicable state law, and not to use the funds in violation of the provisions of the Code governing grantees of private foundations.

2. FUND RAISING: No funds awarded through this grant are to be shared with or used to pay fees or wages for the services of fund raising or consulting firms.

3. EVALUATION: Grantor may, at its expense, conduct an evaluation of operations under this grant, which may include visits by representatives of Grantor to observe Grantee's program procedures and operations and to discuss the grant with Grantee's personnel.

4. ACCOUNTING AND FINANCIAL REVIEW: A complete and accurate record of the funds received and expenses incurred under this grant must be maintained by Grantee and submitted to Grantor in accordance with the Report Schedule described in Paragraph 7 below. Grantor may, at its expense and on reasonable notice to Grantee, audit or have audited the records of Grantee insofar as they relate to the activities funded by this grant.

5. EXPENDITURE RESPONSIBILITY REQUIREMENTS: Grantor acknowledges that as of the date of this grant agreement, Grantee is a French organization organized and operated exclusively to further the arts and education by providing facilities, equipment, and supplies free of charge to artists for use in creating art and teaching art classes, that no part of the net earnings of Grantee inure to the benefit of any private individual, and that Grantee does not

carry on propaganda or otherwise attempt to influence, or participate or intervene in legislation or political campaigns. Grantee shall immediately give written notice to Grantor if, prior to receipt of all or any portion of the grant, or before all or any portion of the funds are expended, Grantee ceases in any way to be as described herein.

Notwithstanding any other provision of this grant agreement, Grantee will comply with the following requirements to enable Grantor to meet its expenditure responsibility requirements under Code Section 4945 and the regulations thereunder:

- (a) To repay any portion of the amount granted to Grantor that is not used for the purposes described in this grant agreement;
- (b) To submit full and complete reports to Grantor as described herein;
- (c) To maintain records of receipts and expenditures and to make its books and records available to Grantor at reasonable times; and
- (d) Not to use any of the funds:
 - (i) To carry on propaganda, or otherwise to attempt to influence legislation (within the meaning of Code Section 4945(d)(1));
 - (ii) To influence the outcome of any specific public election, or to carry on directly or indirectly, any voter registration drive (within the meaning of Code Section 4945(d)(2));
 - (iii) To make any grant that does not comply with the requirements of Code Section 4945(d)(3) or (4); or
 - (iv) To undertake any activity for any purpose other than one specified in Code Section 170(c)(2)(B).

Grantee's compliance with the foregoing requirements shall be a condition precedent to the disbursement of any funds under this grant agreement.

6. ADDITIONAL SUPPORT: By making this grant, Grantor assumes no obligation to provide other or additional support for Grantee. This grant is not to be construed as establishing a precedent for further support of Grantee.

7. REPORTING: Grantee shall furnish to Grantor a written Report Schedule on the use of the grant, including a complete financial accounting of the grant, no later than 60 days following the payment of the grant.

8. FAILURE TO PERFORM: Grantee recognizes and agrees that in the event that any of the terms of this agreement were not performed in accordance with their specific terms or were otherwise breached, immediate irreparable injury would be caused. It is accordingly agreed that in the event of a failure by Grantee to perform its obligations hereunder, at its sole election, Grantor will be entitled to either (i) a return of the entire grant amount, or (ii) specific

performance through injunctive relief to prevent breaches of the terms of this agreement, in an action instituted in the Superior Court, County of Los Angeles, State of California.

9. REVERSION OF GRANT: All or any portion of the amount granted shall be returned to Grantor in the event such portion of the grant is not expended or committed for the purposes authorized by Grantor. By written instrument only, Grantor may, upon written request from Grantee, authorize a modification in the disbursement of funds.

10. ENTIRE AGREEMENT/MODIFICATION: This agreement constitutes the entire agreement between Grantor and Grantee. This agreement may be modified only by written agreement of Grantor and Grantee.

11. APPLICABLE LAW: The agreement will be construed and governed by the laws of the State of California.

12. BINDING AGREEMENT: This agreement shall be binding and conclusive on the parties and their respective successors in interest and assigns.

13. COUNTERPARTS: This agreement may be executed in counterparts. All executed counterparts shall constitute one instrument. Any counterpart that has attached to it separate signature pages, which together contain the signatures of all persons signing this agreement, shall for all purposes be deemed a fully executed instrument.

Executed by or on behalf of Grantor and Grantee as follows:

GRANTOR:

SKYSCRAPE FOUNDATION

By: Richard L. Martin
Mr. Richard L. Martin
Its: President

Address of Grantor:

Skyscraper Foundation
1823 Vineyard Avenue
St. Helena, CA 94574

GRANTEE:

ATELIERS FOURWINDS

By: Ursula Hanes
Ursula Hanes
Its: Co-Founder

Address of Grantee:

Ateliers Fourwinds
La Juliere 13930
Aureille, France
Tel 0490 599 342
Association Loi 1901

EXHIBIT A

The Ateliers Fourwinds (Ateliers) to cover operating expenses used portion of the grant of \$130,789. The Skyscape Foundation was responsible for the Donation of \$130,789. This donation was the largest receipt of the Ateliers to cover its expenses for 2012. A summary of the expenses incurred by the Atelier follows.

Art Supplies	\$6,119
Building Management	46,276
Equipment	34,972
Maintenance and repairs	31,948
Insurance	5,196
Publicity/Social Events	136
Miscellaneous	16,761
Utilities	9,742
Total operating expenses for 2012	<u>\$ 151,150</u>

Marie D. Jeffrey Foundation
Expenditures for Grant Agreement
FYE 11/30/12

Description	Subtotal(EUR)	Amount(EUR)	Exchange Rate	Amount(USD)
Supplies		4,756.31	1.28640	6,118.52
Building Management		35,973.00	1.28640	46,275.67
Equipment		27,186.32	1.28640	34,972.48
Maintenance		24,835.03	1.28640	31,947.78
Insurance		4,039.42	1.28640	5,196.31
Publicity/Social Events		105.35	1.28640	135.52
Miscellaneous		13,029.69	1.28640	16,761.39
Electricity, Gas, Telephone		7,573.23	1.28640	9,742.20
		117,498.35		151,149.88
Receipts (thru 09/12)		77,359.41		130,789.32

UH

2011

FEDERAL STATEMENTS
THE SKYSCAPE FOUNDATION
FORMERLY THE MARIE D. JEFFREY FOUNDATION

PAGE 1

94-3037301

STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MCGINITY, NODAR & DALEY	\$ 14,706.	\$ 7,353.		\$ 7,353.
TOTAL	<u>\$ 14,706.</u>	<u>\$ 7,353.</u>	<u>\$ 0.</u>	<u>\$ 7,353.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MARQUAD INVESTMENT MANAGEMENT FEES	\$ 49,152.	\$ 24,576.		\$ 24,576.
TOTAL	<u>\$ 49,152.</u>	<u>\$ 24,576.</u>	<u>\$ 0.</u>	<u>\$ 24,576.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX	\$ 3,117.	\$ 1,559.		\$ 1,558.
FOREIGN TAX WITHHELD	368.	184.		184.
TOTAL	<u>\$ 3,485.</u>	<u>\$ 1,743.</u>	<u>\$ 0.</u>	<u>\$ 1,742.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	\$ 77.	\$ 39.		\$ 38.
LICENSES & FEES	105.	52.		53.
TOTAL	<u>\$ 182.</u>	<u>\$ 91.</u>	<u>\$ 0.</u>	<u>\$ 91.</u>

FEDERAL STATEMENTS
THE SKYSCAPE FOUNDATION
FORMERLY THE MARIE D. JEFFREY FOUNDATION

STATEMENT 5
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>
JP MORGAN #73775	COST	\$ 1,182,987.	\$ 1,448,524.
FIDELITY ULTRA SVC ACCT	COST	488,791.	884,238.
	TOTAL	<u>\$ 1,671,778.</u>	<u>\$ 2,332,762.</u>

STATEMENT 6
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>
JP MORGAN #73775	COST	\$ 877,964.	\$ 929,500.
	TOTAL	<u>\$ 877,964.</u>	<u>\$ 929,500.</u>

STATEMENT 7
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

<u>OTHER SECURITIES</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
CAPITAL MANAGEMENT FUNDS	COST	\$ 1,245,426.	\$ 1,362,524.
	TOTAL	<u>\$ 1,245,426.</u>	<u>\$ 1,362,524.</u>

STATEMENT 8
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

<u>CATEGORY</u>	<u>BASIS</u>	<u>ACCUM. DEPREC.</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
MACHINERY AND EQUIPMENT	\$ 2,666.	\$ 2,424.	\$ 242.	\$ 242.
BUILDINGS	29,093.	8,603.	20,490.	20,490.
IMPROVEMENTS	472,822.	47,463.	425,359.	425,359.
LAND	261,838.		261,838.	261,838.
TOTAL	<u>\$ 766,419.</u>	<u>\$ 58,490.</u>	<u>\$ 707,929.</u>	<u>\$ 707,929.</u>

**THE SKYSCRAPE FOUNDATION
FORMERLY THE MARIE D. JEFFREY FOUNDATION**

94-3037301

STATEMENT 9
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
SCULPTURE	\$ 114,999.	\$ 114,999.
TOTAL	\$ 114,999.	\$ 114,999.

STATEMENT 10
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	62.000 APPLE INC	PURCHASED	11/17/2010	12/08/2011
2	476.000 CVS CAREMARK	PURCHASED	5/02/2011	12/08/2011
3	435.000 FREEPORT MCMORAN COPPER & GOLD	PURCHASED	3/02/2011	12/08/2011
4	342.000 KOHLS CORP	PURCHASED	11/29/2010	12/08/2011
5	304.000 MCDONALDS CORP	PURCHASED	3/30/2011	12/08/2011
6	295.000 MCKEESON CORP	PURCHASED	11/17/2010	12/08/2011
7	1137.000 PFIZER INC	PURCHASED	11/17/2010	12/08/2011
8	22474.500 PIMCO LOW DURATION FUND	PURCHASED	6/05/2009	12/05/2011
9	3786.000 JPMORGAN ALERIAN MLP INDEX	PURCHASED	8/02/2010	8/13/2012
10	6000 MEDICAL ACTION IND INC	PURCHASED	6/19/2001	10/09/2012
11	400 PROSHARES ULTRASHORT 7-10 YEARS	PURCHASED	12/26/2008	10/23/2012
12	18153.562 TEMPLETON GLOBAL FUND CL A	PURCHASED	7/01/2008	11/05/2012
13	9280.742 FIDELITY ADV SMALL CAP FUND CL T	PURCHASED	7/01/2008	11/05/2012
14	6596.007 FIDELITY ADV STRATEGIC INC CL A	PURCHASED	7/01/2008	11/05/2012
15	CASH IN LIEU	PURCHASED	VARIOUS	VARIOUS
16	CAPITAL GAINS DIVIDEND DISTRIBUTIONS	PURCHASED	VARIOUS	11/30/2012

	(E)	(F)	(G)	(H)	(I)	(J)	(K)	(L)
	GROSS	DEPREC.	COST	GAIN	FMV	ADJ. BAS.	EXCESS	GAIN
ITEM	SALES	ALLOWED	BASIS	(LOSS)	12/31/69	12/31/69	(I) - (J)	(LOSS)
1	24,485.		19,472.	5,013.				\$ 5,013.
2	18,281.		17,326.	955.				955.
3	17,435.		22,831.	-5,396.				-5,396.
4	17,242.		18,973.	-1,731.				-1,731.
5	29,177.		26,190.	2,987.				2,987.
6	23,751.		19,320.	4,431.				4,431.
7	22,660.		19,349.	3,311.				3,311.
8	231,875.		225,929.	5,946.				5,946.
9	148,749.		140,876.	7,873.				7,873.
10	21,284.		31,880.	-10,596.				-10,596.
11	11,292.		21,308.	-10,016.				-10,016.
12	248,793.		212,522.	36,271.				36,271.
13	199,995.		203,488.	-3,493.				-3,493.
14	89,367.		80,048.	9,319.				9,319.
15	756.		0.	756.				756.
16	38,540.		0.	38,540.				38,540.
						TOTAL	\$	84,170.

FEDERAL STATEMENTS
THE SKYSCRAPE FOUNDATION
FORMERLY THE MARIE D. JEFFREY FOUNDATION

STATEMENT 11
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>
LYNDA J. MARTIN	131 KNOLL PLACE ST. HELENA, CA 94574

STATEMENT 12
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED</u>	<u>COMPEN- SATION</u>	<u>CONTRI- BUTION TO EBP & DC</u>	<u>EXPENSE ACCOUNT/ OTHER</u>
MR. RICHARD L. MARTIN 1823 VINEYARD AVENUE ST. HELENA, CA 94574	PRESIDENT 0	\$ 0.	\$ 0.	\$ 0.
LYNDA J. MARTIN 131 KNOLL PLACE ST. HELENA, CA 94574	DIRECTOR 0	0.	0.	0.
ANNE MARIE MARTIN 1032 KAGAWA STREET PACIFIC PALISADES, CA 90272	DIRECTOR 0	0.	0.	0.
JEFFREY S. MARTIN 2790 LAUREL CANYON BLVD. LOS ANGELES, CA 90046	DIRECTOR 0	0.	0.	0.
MARK CAPPELLANO 1032 KAGAWA STREET PACIFIC PALISADES, CA 90272	DIRECTOR 0	0.	0.	0.
TOTAL		\$ 0.	\$ 0.	\$ 0.

STATEMENT 13
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>
AMERICAN RED CROSS 2700 WILSHIRE BLVD. LOS ANGELES, CA 90006	NONE	N/A	OPERATIONS	\$ 500.

FEDERAL STATEMENTS
THE SKYSCRAPE FOUNDATION
FORMERLY THE MARIE D. JEFFREY FOUNDATION

STATEMENT 13 (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
ATELIERS FOURWINDS DEPARTEMENTAL RD 24A AUREILLE, FRANCE 13930,	NONE	N/A	OPERATIONS	\$ 130,789.
AMRITA PERFORMING ARTS 10824 OLSON DRIVE C-123 RANCHO CORDOVA, CA 95670	NONE	N/A	OPERATIONS	5,000.
EARTHWATCH INSTITUTE 3 CLOCKTOWER PL STE 100 BOX 75 MAYNARD, MA 01754	NONE	N/A	OPERATIONS	11,000.
UNIVERSITY OF SANTA MONICA 2107 WILSHIRE BLVD SANTA MONICA, CA 90403	NONE	N/A	OPERATIONS	3,000.
AUDOBON CALIFORNIA 4225 HOLLIS STREET EMERYVILLE, CA 94608	NONE	N/A	OPERATIONS	2,500.
FINE ARTS MUSEUM OF SF 50 HAGIWARA TEA GARDEN DR. SAN FRANCISCO, CA 94118	NONE	N/A	OPERATIONS	1,000.
GLEN CANYON INSTITUTE 1526 SUNNYDALE LANE SALT LAKE CITY, UT 84108	NONE	N/A	OPERATIONS	7,000.
CARE FOUNDATION 4609 WEST PONKAN ROAD APOPKA, FL 32712	NONE	N/A	OPERATIONS	13,000.
KQED 2601 MARIPOSA STREET SAN FRANCISCO, CA 94110	NONE	N/A	OPERATIONS	1,600.
NATURAL RESOURCES DEFENSE COUNCIL 1314 SECOND STREET SANTA MONICA, CA 90401	NONE	N/A	OPERATIONS	8,400.
CROSSROADS SCHOOL 1714 21ST STREET SANTA MONICA, CA 90404	NONE	N/A	OPERATIONS	5,000.
MSIA 3500 W. ADAMS BLVD. LOS ANGELES, CA 90018	NONE	N/A	OPERATIONS	6,000.

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FEDERAL STATEMENTS

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THE SKYSCRAPE FOUNDATION
FORMERLY THE MARIE D. JEFFREY FOUNDATION

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STATEMENT 13 (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
NAPA VALLEY ART MUSEUM 55 PRESIDENTS CIRCLE YOUNTVILLE, CA 94599	NONE	N/A	OPERATIONS	\$ 1,100.
FRACTURED ATLAS 248 WEST 35TH STREET NEW YORK, NY 10010	NONE	N/A	OPERATIONS	5,000.
SFMOMA 151 THIRD STREET SAN FRANCISCO, CA 94103	NONE	N/A	OPERATIONS	1,500.
KCRW 1900 PICO BLVD. SANTA MONICA, CA 90405	NONE	N/A	OPERATIONS	5,000.
CLINIC OLE FOUNDATION 1141 PEAR TREE LANE #100 NAPA, CA 94558	NONE	N/A	OPERATIONS	600.
CREATIVE VISIONS FOUNDATION 18820 PACIFIC COAST HWY MALIBU, CA 90265	NONE	N/A	OPERATIONS	1,000.
LOTUS CIRCLE SAN FRANCISCO, CA	NONE	N/A	OPERATIONS	1,500.
THE OXBOW SCHOOL 530 THIRD STREET NAPA, CA 94559	NONE	N/A	OPERATIONS	10,000.
VARIOUS MISCELLANEOUS DONATIONS VARIOUS VARIOUS,	NONE	N/A	OPERATIONS	21,037.
AVIVA FAMILY & CHILDREN'S SERVICES 7120 FRANKLIN AVENUE LOS ANGELES, CA 90046	NONE	N/A	OPERATIONS	2,500.
GARDEN SCHOOL FOUNDATION 1660 STANFORD STREET SANTA MONICA, CA 90404	NONE	N/A	OPERATIONS	750.
HEAL THE BAY 1449 9TH STREET SANTA MONICA, CA 90401	NONE	N/A	OPERATIONS	2,000.
OLYMPIA FILM SOCIETY 206 5TH AVENUE SE OLYMPIA, WA 98501	NONE	N/A	OPERATIONS	10,000.

TOTAL \$ 256,776.