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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2012**

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

For calendar year 2012, or tax year beginning , 2012, and ending ,THE FRY FOUNDATION
P.O. BOX 20670
OAKLAND, CA 94620**A** Employer identification number
01-0570536**B** Telephone number (see the instructions)**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:☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ 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)

▶ \$ 2,834,648.

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)

REVENUE

1 Contributions, gifts, grants, etc., received (att sch)**2** Check ☒ if the foundn is not req to att Sch B**3** Interest on savings and temporary cash investments**4** Dividends and interest from securities**5a** Gross rents**b** Net rental income or (loss)**6a** Net gain/(loss) from sale of assets not on line 10**b** Gross sales price for all assets on line 6a 475,698.**7** Capital gain net income (from Part IV, line 2)**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)**12** Total. Add lines 1 through 11**13** Compensation of officers, directors, trustees, etc.**14** Other employee salaries and wages**15** Pension plans, employee benefits**16a** Legal fees (attach schedule)**b** Accounting fees (attach sch) See St**c** Other professional fees (attach sch)**17** Interest**18** Taxes (attach schedule) (see instructions)**19** Depreciation (attach schedule) and depletion**20** Occupancy**21** Travel, conferences, and meetings**22** Printing and publications**23** Other expenses (attach schedule)

See Statement 2

24 Total operating and administrative expenses. Add lines 13 through 23**25** Contributions, gifts, grants paid Part XV**26** Total expenses and disbursements. Add lines 24 and 25**27** Subtract line 26 from line 12:**a** Excess of revenue over expenses and disbursements**b** Net investment income (if negative, enter -0-)**c** Adjusted net income (if negative, enter -0-)

Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	36,218.	28,048.	28,048.
	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		3,258.	3,258.
	10a Investments — U S and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)			
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment: basis			
LIABILITIES	Less: accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)	2,637,309.	2,502,776.	2,803,342.
	14 Land, buildings, and equipment: basis	5,700.		
	Less: accumulated depreciation (attach schedule) See Stmt 3	5,700.		
	15 Other assets (describe)	1.		
	16 Total assets (to be completed by all filers — see the instructions Also, see page 1, item I)	2,673,528.	2,534,082.	2,834,648.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
NET ASSETS OR FUND BALANCES	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.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	2,673,528.	2,534,082.	
	30 Total net assets or fund balances (see instructions)	2,673,528.	2,534,082.	
	31 Total liabilities and net assets/fund balances (see instructions)	2,673,528.	2,534,082.	

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	2,673,528.
2 Enter amount from Part I, line 27a	2	-139,446.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	2,534,082.
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	2,534,082.

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 See Statement 4				
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) 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			
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	-59,142.
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	-12,572.

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))
2011	146,605.	2,668,947.	0.054930
2010	147,480.	2,701,991.	0.054582
2009	111,818.	2,324,262.	0.048109
2008		1,828,672.	
2007		2,301,387.	
2 Total of line 1, column (d)		2	0.157621
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	0.031524
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5		4	2,788,919.
5 Multiply line 4 by line 3		5	87,918.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	697.
7 Add lines 5 and 6		7	88,615.
8 Enter qualifying distributions from Part XII, line 4		8	150,000.

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)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	697.
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	697.
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	697.
6 Credits/Payments.			
a 2012 estimated tax prmts and 2011 overpayment credited to 2012	6 a	3,395.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d	7	3,395.	
8 Enter any penalty for underpayment of estimated tax Check here ☐ 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	2,698.	
11 Enter the amount of line 10 to be. Credited to 2013 estimated tax 2,698. 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 <i>General Instruction G</i> ? <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 2012 or the taxable year beginning in 2012 (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>		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>SAME</u> Telephone no <u></u> Located at <u>AS MAILING ADDRESS</u> ZIP + 4 <u></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 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	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>			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
1 a 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 ☐	1 b	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 2012? ...	1 c	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
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) ...	2 b	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>		
3 a 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 2012 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 2012) ...	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2012?	4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)?

5 b 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).

6 a 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?

6 b X

If 'Yes' to 6b, file Form 8870

7 a 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

7 b

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
CHARLES L FRY 5415 ALHAMBRA VALLEY RD MARTINEZ, CA 94553	President 0	0.	0.	0.
ALICE J FRY 5415 ALHAMBRA VALLEY RD MARTINEZ, CA 94553	Vice Preside 0	0.	0.	0.
JOHN C FRY 14830 FOOTHILL AVE MORGAN HILL, CA 95037	Secretary 0	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	1 a	2,803,390.
b Average of monthly cash balances	1 b	28,000.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	2,831,390.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	2,831,390.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	42,471.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,788,919.
6 Minimum investment return. Enter 5% of line 5	6	139,446.

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	139,446.
2 a Tax on investment income for 2012 from Part VI, line 5	2 a	697.
b Income tax for 2012. (This does not include the tax from Part VI.)	2 b	
c Add lines 2a and 2b	2 c	697.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	138,749.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	138,749.
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	138,749.

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	1 a	150,000.
b Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	150,000.
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	697.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	149,303.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				138,749.
2 Undistributed income, if any, as of the end of 2012.				
a Enter amount for 2011 only			0.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2012.				
a From 2007				
b From 2008				
c From 2009				
d From 2010	13,389.			
e From 2011	19,948.			
f Total of lines 3a through e	33,337.			
4 Qualifying distributions for 2012 from Part XII, line 4. ▶ \$ 150,000.				
a Applied to 2011, 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 2012 distributable amount				138,749.
e Remaining amount distributed out of corpus	11,251.			
5 Excess distributions carryover applied to 2012 (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	44,588.			
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 2011 Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	44,588.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010	13,389.			
d Excess from 2011	19,948.			
e Excess from 2012	11,251.			

N/A

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

- (4) Gross investment income**

Tax year	Prior 3 years			
(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
- - -	- - -	- - -	- - -	-

1 Information Regarding Foundation Managers:

- None

- 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 or e-mail of the person to whom applications should be addressed

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

- c** Any submission deadlines

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

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

Recipient	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
Name and address (home or business)				
<i>a</i> Paid during the year				
AMERICAN INSTITUTE OF MATHEMATICS 360 PORTAGE AVE PALO ALTO, CA 94306	PRIVATE OPERAT	PRIV	ASSISTANCE FOR RESEARCH & EDUCATION IN THE FIELD OF MATHEMATICS RECIPIENT INITIAL STAGES OF ORGANIZATION AND BUILDING FUND	150,000.
Total			3 a	150,000.
<i>b</i> Approved for future payment				
Total			3 b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			3	40.	
4	Dividends and interest from securities			3	97,875.	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					-59,142.
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue.					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				97,915.	-59,142.
13	Total. Add line 12, columns (b), (d), and (e)				13	38,773.

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

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

[illegible]

THE FRY FOUNDATION

01-0570536

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
Total	\$ 1,500.	\$ 1,500.	\$ 0.	\$ 0.

Statement 2
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BROKER FEES	\$ 8,720.	\$ 8,720.		
DEPT OF JUSTICE	75.	75.		
MERRILL LYNCH FEES	17,924.	17,924.		
Total	\$ 26,719.	\$ 26,719.	\$ 0.	\$ 0.

Statement 3
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Miscellaneous	\$ 5,700.	\$ 5,700.	\$ 0.	\$ 0.
Total	\$ 5,700.	\$ 5,700.	\$ 0.	\$ 0.

Statement 4
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	13415 PTNM DIVR INCOME TR CL Y	Purchased	2/22/2011	3/02/2012
2	912 PTNM DIVR INCOME TR CL Y	Purchased	Various	Various
3	7868 NUVEEN TRWD INTL VL FD I	Purchased	12/31/2010	5/24/2012
4	180 NUVEEN TRWD INTL VL FD I	Purchased	12/30/2011	5/24/2012
5	1608 THIRD AVENUE VALUE FD	Purchased	Various	7/30/2012
6	55 THIRD AVENUE VALUE FD	Purchased	12/21/2011	7/30/2012
7	1242 BLRK ENRGY & RES INTL	Purchased	Various	7/27/2012
8	2061 BLRK ENRGY & RES INTL	Purchased	12/12/2011	7/27/2012
8	Capital Gain Dividends			

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	101,954.		105,822.	-3,868.				\$ -3,868.

THE FRY FOUNDATION

01-0570536

Statement 4 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
2	6,612.		6,691.	-79.				\$ -79.
3	151,852.		154,654.	-2,802.				-2,802.
4	3,466.		3,843.	-377.				-377.
5	106,113.		134,224.	-28,111.				-28,111.
6	2,459.		2,157.	302.				302.
7	38,812.		50,601.	-11,789.				-11,789.
8	64,430.		76,848.	-12,418.				-12,418.
							Total	\$ -59,142.

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
12.690.0000	PTNM DIVR INCOME TR CL Y	07/14/10	03/02/12	96,444 00	99,997 20	(3,553 20) LT
109 0000	PTNM DIVR INCOME TR CL Y	08/20/10	03/02/12	828 40	874 18	(45 78) LT
1 0000	PTNM DIVR INCOME TR CL Y	09/20/10	03/02/12	7 60	7 95	(0 35) LT

PLEASE SEE REVERSE SIDE

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Statement Period
Year Ending 12/31/12

Account No
29F-04000

006-0833

☒ X



THE FRY FOUNDATION

EMASM Fiscal Statement

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
110 0000	PTNM DIVR INCOME TR CL Y	09/20/10	03/02/12	836 00	877 80	(41 80) LT
1 0000	PTNM DIVR INCOME TR CL Y	10/20/10	03/02/12	7 59	8 08	(0 49) LT
109 0000	PTNM DIVR INCOME TR CL Y	10/20/10	03/02/12	828 40	883 99	(55 59) LT
102 0000	PTNM DIVR INCOME TR CL Y	11/22/10	03/02/12	775 20	820 07	(44 87) LT
104 0000	PTNM DIVR INCOME TR CL Y	12/20/10	03/02/12	790 40	825 75	(35 35) LT
103 0000	PTNM DIVR INCOME TR CL Y	01/20/11	03/02/12	782 80	829 14	(46 34) LT
1 0000	PTNM DIVR INCOME TR CL Y	02/22/11	03/02/12	7 60	8 07	(0 47) LT
85 0000	PTNM DIVR INCOME TR CL Y	02/22/11	03/02/12	646 00	690 19	(44 19) LT
86 0000	PTNM DIVR INCOME TR CL Y	03/21/11	03/02/12	653 60	695 73	(42 13) ST
1 0000	PTNM DIVR INCOME TR CL Y	04/20/11	03/02/12	7 60	8 15	(0 55) ST
85 0000	PTNM DIVR INCOME TR CL Y	04/20/11	03/02/12	646 00	694 45	(48 45) ST
86 0000	PTNM DIVR INCOME TR CL Y	05/20/11	03/02/12	653 60	700 89	(47 29) ST
1 0000	PTNM DIVR INCOME TR CL Y	06/20/11	03/02/12	7 60	8 14	(0 54) ST
66 0000	PTNM DIVR INCOME TR CL Y	08/20/11	03/02/12	501 60	528 66	(27 06) ST
1 0000	PTNM DIVR INCOME TR CL Y	07/20/11	03/02/12	7 60	7 96	(0 36) ST
67 0000	PTNM DIVR INCOME TR CL Y	07/20/11	03/02/12	509 20	529 96	(20 76) ST
70 0000	PTNM DIVR INCOME TR CL Y	08/22/11	03/02/12	532 00	534 09	(2 09) ST
1 0000	PTNM DIVR INCOME TR CL Y	09/20/11	03/02/12	7 60	7 68	(0 08) ST
71 0000	PTNM DIVR INCOME TR CL Y	09/20/11	03/02/12	539 60	535 33	4 27 ST
1 0000	PTNM DIVR INCOME TR CL Y	10/20/11	03/02/12	7 60	7 45	0 15 ST
74 0000	PTNM DIVR INCOME TR CL Y	10/20/11	03/02/12	562 40	539 45	22 95 ST
74 0000	PTNM DIVR INCOME TR CL Y	11/21/11	03/02/12	562 40	543 15	19 25 ST
74 0000	PTNM DIVR INCOME TR CL Y	12/20/11	03/02/12	562 40	535 75	26 65 ST
76 0000	PTNM DIVR INCOME TR CL Y	01/20/12	03/02/12	577 60	551 75	25 85 ST
1 0000	PTNM DIVR INCOME TR CL Y	02/21/12	03/02/12	7 60	7 34	0 26 ST
0 4930	PTNM DIVR INCOME TR CL Y	02/21/12	03/02/12	3 75	3 67	0 08 ST
74 0000	PTNM DIVR INCOME TR CL Y	02/21/12	03/02/12	562 41	551 29	11 12 ST
7 666 0000	NUVEEN TRWD INTL VL FD I	12/17/08	05/24/12	147 953 79	149 999 03	(2 045 24) LT
74 0000	NUVEEN TRWD INTL VL FD I	12/31/08	05/24/12	1 428 19	1 421 54	6 65 LT
39 0000	NUVEEN TRWD INTL VL FD I	12/31/09	05/24/12	752 70	911 04	(158 34) LT
1 0000	NUVEEN TRWD INTL VL FD I	12/31/10	05/24/12	19 30	23 33	(4 03) LT
88 0000	NUVEEN TRWD INTL VL FD I	12/31/10	05/24/12	1 698 40	2 298 56	(600 16) LT
1 0000	NUVEEN TRWD INTL VL FD I	12/30/11	05/24/12	19 30	25 26	(5 96) ST
0 5790	NUVEEN TRWD INTL VL FD I	12/30/11	05/24/12	11 18	12 38	(1 20) ST
178 0000	NUVEEN TRWD INTL VL FD I	12/30/11	05/24/12	3 435 41	3 805 63	(370 22) ST
827 0000	THIRD AVENUE VALUE FD	12/21/05	07/30/12	37 438 29	50 016 96	(12 578 67) LT
58 0000	THIRD AVENUE VALUE FD	12/22/05	07/30/12	2 625 66	3 197 54	(571 88) LT
24 0000	THIRD AVENUE VALUE FD	12/22/05	07/30/12	1 086 47	1 323 12	(236 65) LT
1 0000	THIRD AVENUE VALUE FD	12/20/06	07/30/12	45 26	58 99	(13 73) LT
49 0000	THIRD AVENUE VALUE FD	12/21/06	07/30/12	2 218 23	2 890 51	(672 28) LT

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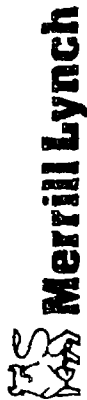
Statement Period

Year Ending 12/31/12

Account No

29F-04000





THE FRY FOUNDATION

EMA Fiscal Statement

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
1 0000	THIRD AVENUE VALUE FD	12/22/06	07/30/12	45 27	58 88	(13 61) LT
724 0000	THIRD AVENUE VALUE FD	01/04/07	07/30/12	32,775.48	42,962 16	(10 186 68) LT
12 0000	THIRD AVENUE VALUE FD	12/19/07	07/30/12	543 24	718 80	(175 56) LT
45 0000	THIRD AVENUE VALUE FD	12/19/07	07/30/12	2,037 15	2,695 50	(658 35) LT
1 0000	THIRD AVENUE VALUE FD	12/20/07	07/30/12	45 27	59 42	(14 15) LT
1 0000	THIRD AVENUE VALUE FD	12/20/07	07/30/12	45 27	59 42	(14 15) LT
487 0000	THIRD AVENUE VALUE FD	08/29/08	07/30/12	22,046 50	24,953 88	(2,907 38) LT
1 0000	THIRD AVENUE VALUE FD	09/02/08	07/30/12	45 27	50 75	(5 48) LT
13 0000	THIRD AVENUE VALUE FD	12/23/08	07/30/12	588 51	409 50	179 01 LT
56 0000	THIRD AVENUE VALUE FD	12/23/09	07/30/12	2,535 12	2 539 04	(3 92) LT
1 0000	THIRD AVENUE VALUE FD	12/24/09	07/30/12	45 27	46 34	(1 07) LT
43 0000	THIRD AVENUE VALUE FD	12/21/10	07/30/12	1,946 61	2,189 13	(242 52) LT
1 0000	THIRD AVENUE VALUE FD	12/21/11	07/30/12	45 27	47 97	(2 70) ST
0 3290	THIRD AVENUE VALUE FD	12/21/11	07/30/12	14 89	13 01	1 88 ST
53 0000	THIRD AVENUE VALUE FD	12/21/11	07/30/12	2,399 32	2,095 61	303 71 ST
1,227 0000	BLKRK ENRGY & RES INSTL	11/23/10	07/27/12	38,343 74	49,963 44	(11,619 70) LT
1 0000	BLKRK ENRGY & RES INSTL	12/15/10	07/27/12	31 25	40 92	(9 67) LT
14 0000	BLKRK ENRGY & RES INSTL	12/15/10	07/27/12	437 50	596 95	(159 45) LT
1 0000	BLKRK ENRGY & RES INSTL	12/12/11	07/27/12	31 24	41 20	(9 96) ST
2,012 0000	BLKRK ENRGY & RES INSTL	12/12/11	07/27/12	62,875 01	74,987 24	(12,112 23) ST
24 0000	BLKRK ENRGY & RES INSTL	12/13/11	07/27/12	750 00	894 47	(144 47) ST
15 0000	BLKRK ENRGY & RES INSTL	12/13/11	07/27/12	468 75	559 05	(90 30) ST
0 8170	BLKRK ENRGY & RES INSTL	12/13/11	07/27/12	25 53	30 45	(4 92) ST
9 0000	BLKRK ENRGY & RES INSTL	12/13/11	07/27/12	281 26	335 42	(54 16) ST

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

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	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	THE FRY FOUNDATION	01-0570536
	Number, street, and room or suite number. If a P.O. box, see instructions	Social security number (SSN)
	P.O. BOX 20670	
File by the due date for filing your return. See instructions	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	OAKLAND, CA 94620	

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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	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 ► SAME

Telephone No. ► _____ 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 8/15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ☒ calendar year 2012 or
- ☐ tax year beginning _____, 20____, and ending _____, 20____.

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	\$	697.
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	\$	3,395.
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.