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

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

OMB No 1545-0052

**2012**

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation <b>Sally and Dick Roberts Coyote Foundation</b>		A Employer identification number <b>20-5970941</b>
Number and street (or P O box number if mail is not delivered to street address) <b>7222 Cirrus Way</b>	Room/suite	B Telephone number (see instructions) <b>(213) 507-5389</b>
City or town, state, and ZIP code <b>West Hills CA 91307</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 6,067,471</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

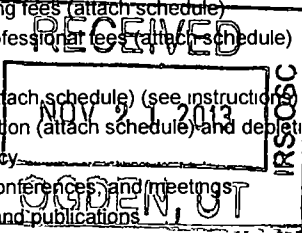
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	47,207			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	147,414	147,414		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	204,613			
	b Gross sales price for all assets on line 6a	2,619,657			
	7 Capital gain net income (from Part IV, line 2)		216,236		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	399,234	363,650	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	148,666	42,039		106,627
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	9,043	3,471		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	1,407			1,407
	22 Printing and publications				
	23 Other expenses (attach schedule)	30,540	311		30,229
	24 Total operating and administrative expenses. Add lines 13 through 23	189,656	45,821	0	138,263
	25 Contributions, gifts, grants paid	301,042			301,042
26 Total expenses and disbursements. Add lines 24 and 25	490,698	45,821	0	439,305	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-91,464				
b Net investment income (if negative, enter -0-)		317,829			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2012)

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	172,743	244,960	244,960
	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 schedule) ▶			
	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)	822,488	606,324	615,859
	b Investments—corporate stock (attach schedule)	4,010,176	4,271,061	4,755,094
	c Investments—corporate bonds (attach schedule)			
Liabilities	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	578,959	370,557	451,558
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	5,584,366	5,492,902	6,067,471
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	5,584,366	5,492,902	
	30 Total net assets or fund balances (see instructions)	5,584,366	5,492,902	
	31 Total liabilities and net assets/fund balances (see instructions)	5,584,366	5,492,902	

## 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	5,584,366
2	Enter amount from Part I, line 27a	2	-91,464
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	5,492,902
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	5,492,902

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a Publicly-traded Securities</b>				
<b>b</b> GS HEDGE FUND OPP, LTD CLASS A, SERIES 13		P	1/1/2007	7/24/2012
<b>c</b> GS HEDGE FUND OPP, LTD CLASS A, SERIES 13		P	1/1/2007	10/1/2012
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b> 2,369,657		2,195,019	174,638	
<b>b</b> 75,000		64,002	10,998	
<b>c</b> 175,000		144,400	30,600	
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
<b>a</b>			174,638	
<b>b</b>			10,998	
<b>c</b>			30,600	
<b>d</b>				
<b>e</b>				
<b>2</b> 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 }		<b>2</b>	216,236	
<b>3</b> 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 }		<b>3</b>	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

**1** Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	419,940	5,994,943	0.070049
2010	359,101	5,969,656	0.060154
2009	363,383	5,574,340	0.065189
2008	418,242	6,277,726	0.066623
2007	304,318	7,977,911	0.038145
<b>2</b> Total of line 1, column (d)			0.300160
<b>3</b> 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			0.060032
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			5,883,332
<b>5</b> Multiply line 4 by line 3			353,188
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			3,178
<b>7</b> Add lines 5 and 6			356,366
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			439,305

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	3,178	
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0	
3 Add lines 1 and 2		3	3,178	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4		
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	3,178	
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,800		
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	3,800		
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	622		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 622 Refunded <input type="checkbox"/>	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 Instructions for the 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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	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

**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 ▶	13	X	
14	The books are in care of ▶ c/o Foundation Source Telephone no ▶ (800) 839-1754 Located at ▶ 501 Silverside Road, Suite 123 Wilmington DE ZIP+4 ▶ 19809-1377			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20 _____, 20 _____, 20 _____, 20 _____		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 ▶ 20 _____, 20 _____, 20 _____, 20 _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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 )	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 2012?	4b	X

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

<b>5a</b> 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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
<b>b</b> If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?				
Organizations relying on a current notice regarding disaster assistance check here		<input checked="" type="checkbox"/>		
<b>c</b> 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?		<input type="checkbox"/> Yes	<input type="checkbox"/> No	
If "Yes," attach the statement required by Regulations section 53.4945–5(d)				
<b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
<b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?				
If "Yes" to 6b, file Form 8870				
<b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
<b>b</b> If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?				

5b

N/A

6b

X

7b

N/A

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

**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



**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		

**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 Foundation Documentary - The Foundation is producing a documentary on education reform, which is the mission of the foundation, to be used at conferences	58,311
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	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	5,087,776
<b>b</b>	Average of monthly cash balances	<b>1b</b>	259,890
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	625,260
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	5,972,926
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	5,972,926
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	89,594
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	5,883,332
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	294,167

**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)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	294,167
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	3,178
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	3,178
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	290,989
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	290,989
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	290,989

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	439,305
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	439,305
<b>5</b>	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)	<b>5</b>	3,178
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	436,127

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7				290,989
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			0	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007				
<b>b</b> From 2008	1,764			
<b>c</b> From 2009	87,128			
<b>d</b> From 2010	64,426			
<b>e</b> From 2011	127,601			
<b>f</b> Total of lines 3a through e	280,919			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 439,305				
<b>a</b> Applied to 2011, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2012 distributable amount				290,989
<b>e</b> Remaining amount distributed out of corpus	148,316			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	429,235			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	429,235			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008	1,764			
<b>b</b> Excess from 2009	87,128			
<b>c</b> Excess from 2010	64,426			
<b>d</b> Excess from 2011	127,601			
<b>e</b> Excess from 2012	148,316			





## 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)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions )
<b>1</b>	Program service revenue					
<b>a</b>						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>f</b>						
<b>g</b>	Fees and contracts from government agencies					
<b>2</b>	Membership dues and assessments					
<b>3</b>	Interest on savings and temporary cash investments					
<b>4</b>	Dividends and interest from securities			14	147,414	
<b>5</b>	Net rental income or (loss) from real estate					
<b>a</b>	Debt-financed property					
<b>b</b>	Not debt-financed property					
<b>6</b>	Net rental income or (loss) from personal property					
<b>7</b>	Other investment income					
<b>8</b>	Gain or (loss) from sales of assets other than inventory			18	204,613	
<b>9</b>	Net income or (loss) from special events					
<b>10</b>	Gross profit or (loss) from sales of inventory					
<b>11</b>	Other revenue <b>a</b>					
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>12</b>	Subtotal. Add columns (b), (d), and (e)		0		352,027	0
<b>13</b>	<b>Total.</b> Add line 12, columns (b), (d), and (e)				13 352,027	352,027

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]



**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

**2012**

Name of the organization

Employer identification number

Sally and Dick Roberts Coyote Foundation

20-5970941

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 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).

<b>Name of organization</b> Sally and Dick Roberts Coyote Foundation	<b>Employer identification number</b> 20-5970941
---	---

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-----	Roberts, Richard F 1689 E Altadena Dr Altadena CA 91001 Foreign State or Province _____ Foreign Country _____	\$ 47,207	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )



Name of organization Sally and Dick Roberts Coyote Foundation	Employer identification number 20-5970941
--	--

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry  
 For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once See instructions ) ► \$ \_\_\_\_\_ 0  
 Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- ----- For Prov Country		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- ----- For Prov Country		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- ----- For Prov Country		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- ----- For Prov Country		----- ----- -----

**Part I, Line 16c (990-PF) - Other Professional Fees**

		148,666	42,039	0	106,627
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Administrative Services	30,000	0		30,000
2	Investment Management Services	42,039	42,039		0
3	Consulting Services	18,316	0		18,316
4	Documentary Production Services - DCA	58,311			58,311

**Part I, Line 18 (990-PF) - Taxes**

		9,043	3,471	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Estimated Tax for 2012	3,800	0		0
2	Foreign Tax Paid	3,471	3,471		0
3	IRS Excise Tax Payment with 1st ext 990-PF	1,772	0		0

**Part I, Line 23 (990-PF) - Other Expenses**

		30,540	311	0	30,229
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Administrative Fees	28,504	0		28,504
2	Bank Charges	311	311		0
3	Communications	99	0		99
4	Subscription for Documents Backup	126	0		126
5	Foundation Dues & Memberships	500	0		500
6	State or Local Filing Fees	1,000	0		1,000

**Part II, Line 10a (990-PF) - Investments - U.S. and State Government Obligations**

		Federal	822,488	606,324	0	615,859	
		State/Local		0	0	0	
	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year	State/Local Obligation
1	FHLB - 3.875% - 06/14/2013	100,000		100,848		101,670	
2	FHLB - 5.250% - 06/18/2014	200,000		216,014		214,714	
3	FHLMC - 3.000% - 07/28/2014	175,000		176,131		182,385	
4	FNMA - 5.250% - 09/15/2016	100,000		113,331		117,090	

**Part II, Line 10b (990-PF) - Investments - Corporate Stock**

		4,010,176	4,271,061	0	4,755,094
Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1 ABB LTD	315		7,451		6,549
2 ACCENTURE PLC	103		6,061		6,850
3 ADDYY	432		14,246		19,354
4 AIA GROUP LTD ADR	671		10,085		10,622
5 AMADEUS IT HLDS SA	243		4,292		6,267
6 AMERICA MOVIL SA	312		7,995		7,220
7 APOLLO GROUP INC CL A	835		26,306		17,468
8 ARM HOLDINGS PLC	159		677		6,015
9 ASML HOLDING NV NY REG SHS	84		5,612		5,402
10 ASSA ABLOY UNSP/ADR	590		8,196		10,921
11 AVAGO TECHNOLOGIES LIMITED	146		4,995		4,621
12 AVON PRODUCTS	1,235		22,212		17,735
13 BAIDU COM - ADR	156		17,268		15,645
14 BANCO BRADESCO S A SPONS ADR	572		9,483		9,936
15 BANCO ITAU HOLDING FINANCIERA	634		11,529		10,436
16 BANK NEW YORK MELLON CORP	485		9,146		12,465
17 BARD C R INC	553		54,898		54,050
18 BECTON DICKINSON & CO	220		18,689		17,202
19 BG GROUP PLC ADS	850		14,789		14,204
20 BHP BILLITON LIMITED	94		7,627		7,371
21 BRAMBLES LTD UNSP AD	584		8,380		9,251
22 BRITISH AMERICAN TOBACCO PLC	90		6,673		9,113
23 BRITISH SKY BROADCASTING ADR	109		4,881		5,493
24 BUNZL PLC SPONSORED ADR	93		5,518		7,673
25 BURBERRY GROUP PLC	119		4,657		4,853
26 CANADIAN NATL RAILWAY CO	182		10,240		16,564
27 CANON INC	51		2,433		2,000
28 CAP GEMINI SA UNSP/ADR	208		5,397		4,605
29 CARNIVAL CORP	322		10,088		11,840
30 CENOVUS ENERGY INC	80		2,376		2,683
31 CENTRICA PLC S/ADR	285		4,970		6,270
32 CGI GROUP INC CL A SUB VTG SHS	201		4,227		4,649
33 CHECK POINT SOFTWARE TECHNOLOGIE	126		6,971		6,003
34 CHEUNG KONG HLDGS LTD ADR	500		6,760		7,760
35 CHINA MOBILE HGK LTD	81		3,911		4,756
36 CIELO SA ADR	140		2,640		4,039
37 CISCO SYSTEMS INC	2,730		43,151		53,642
38 CLOROX CO	535		36,623		39,173
39 CNOOC LTD ADS	89		15,031		19,580
40 COCA-COLA AMATIL LTD ADR	233		5,214		6,543
41 COCA-COLA CO	915		30,906		33,169
42 COCA-COLA HELLEN ADS	175		4,787		4,125
43 COMCAST CORP	660		15,790		23,707
44 COMPASS GROUP PLC ADR	1,502		14,024		17,994
45 CONOCOPHILLIPS	797		45,719		46,218
46 CORNING INC	1,010		15,731		12,746
47 DASSAULT SYS SA SPN ADR	57		2,621		6,330
48 DELL INC	830		7,803		8,416

**Part II, Line 10b (990-PF) - Investments - Corporate Stock**

		4,010,176	4,271,061	0	4,755,094
Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
49 DENSO CORP ADR	243		4,030		4,228
50 DEUTSCHE BANK AG	113		4,909		5,005
51 DEUTSCHE BOERSE	671		3,600		4,147
52 ELEKTA B SHS ADR	333		5,142		5,315
53 EMBRAER EMPRESA BR	400		8,228		11,404
54 ERICSSON L M TEL CO	495		5,895		5,000
55 EXXON MOBIL CORP	155		12,484		13,415
56 FANUC LIMITED UNSPONSORED	547		9,024		16,786
57 FLSMIDTH & CO A/S S/ADR	808		5,045		4,662
58 FOMENTO ECONOMICO MEXICANO	52		3,188		5,236
59 FRESENIUS MED CAR AG	458		10,279		15,709
60 GALAXY ENTERTAINMENT GROUP LIMITED	119		3,610		4,790
61 GOLDMAN SACHS CORE FIXED INCOME F	75,528		727,332		808,150
62 GOLDMAN SACHS HIGH YIELD FUND INST	38,103		243,964		278,532
63 GRUPO TELEvisa ADR	396		8,568		10,526
64 GS LOCAL EMERGING MKTS DEBT FD MU	10,797		103,488		106,457
65 HANG LUNG PROPERTIES-SP ADR	400		5,463		8,060
66 HENNES & MAURITZ AB	1,774		8,013		12,258
67 HEWLETT PACKARD CO	1,355		37,236		19,309
68 HONG KONG EX&CL UNSP/ADR	400		3,736		6,904
69 HSBC HLDGS PLC ADS	204		9,422		10,826
70 HUTCHISON WHAMPOA LTD ADR	289		4,225		6,121
71 IMPERIAL TOBACCO GRO	152		9,581		11,778
72 INDUSTRIAL & COM UNSP/ADR	1,290		18,411		18,307
73 ISHARES MSCI EMERGING MARKETS INDE	1,637		62,103		72,601
74 ISHARES RUSSELL 2000	1,785		140,184		150,510
75 JOHNSON & JOHNSON	645		42,902		45,215
76 JULIUS BAER GROUP LTD	831		4,830		5,859
77 KDDI CP UNSP ADR	324		5,552		5,709
78 KEPPEL CORP LTD ADR	415		5,046		7,474
79 KINGFISHER PLC	2,171		13,985		20,060
80 KOMATSU LTD	673		11,184		17,303
81 L'OREAL ADR	178		3,474		4,980
82 LAS VEGAS SANDS CORP	175		7,745		8,078
83 LI & FUNG UNSP/ADR	2,104		7,571		7,532
84 LVMH MOET HENN UNSP	420		7,041		15,830
85 MERCADOLIBRE, INC	84		5,464		6,598
86 MICHELIN CIE GEN UNSP/ADR	432		6,252		8,290
87 MICROSOFT CORPORATION	2,480		64,115		66,240
88 MITSUBISHI TOKYO FIN	1,427		8,495		7,734
89 NESTLE S A	295		11,594		19,225
90 NEWS CORP CL A	4,705		82,828		120,024
91 NOVARTIS AG ADR	283		13,786		17,914
92 NOVO NORDISK A S	122		6,737		19,912
93 OAO GAZPROM SPONS GDR	421		5,027		4,097
94 PEARSON PLC	624		11,625		12,193
95 PEPSICO INC	1,555		107,084		106,409
96 PFIZER INC	1,000		20,795		25,079

**Part II, Line 10b (990-PF) - Investments - Corporate Stock**

		4,010,176	4,271,061	0	4,755,094
Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
97 POTASH CORPORATION OF SASKATCHEW	363		14,044		14,770
98 PROCTER GAMBLE CO	1,610		101,432		109,302
99 PUBLICIS GROUPE S A	1,132		13,242		17,161
100 RECKITT BENCKISER GRP PLC ADR	923		9,121		11,833
101 REED ELSEVIER PLC	293		9,689		12,318
102 RESEARCH IN MOTION LTD	805		5,607		9,555
103 ROCHE HOLDING LTD ADR	222		8,945		11,211
104 ROYAL BANK SCOTLAND ADS	519		5,190		5,600
105 ROYAL DUTCH SHEL PLC	108		6,657		7,656
106 SABMILLER PLC S/ADR	125		1,838		5,849
107 SAP AKTIENGESSELL ADS	353		17,426		28,374
108 SBERBANK SPONSORED ADR	441		4,687		5,367
109 SCHLUMBERGER LTD	174		8,670		12,058
110 SCHNEIDER ELEC UNSP/ADR	376		4,568		5,561
111 SHIRE PLC	48		3,178		4,425
112 SIEMENS A G ADR	73		8,415		7,991
113 SMITH & NEPHEW PLC ADR	112		6,066		6,205
114 SOUTHERN COPPER CORP	106		3,433		4,013
115 SPDR S&P 500 ETF TRUST	7,829		1,046,630		1,114,927
116 SPDR S&P BANK ETF	1,183		29,989		28,191
117 SPRD EURO STOXX 50 ETF	1,373		37,405		47,588
118 STRYKER CORPORATION	630		34,570		34,537
119 SUNCOR ENERGY INC	233		8,336		7,684
120 SWATCH GROUP AG	383		7,500		9,728
121 SWEDBANK AB S/ADR	316		5,244		6,257
122 SYNGENTA AG ADS	194		11,058		15,675
123 SYSCO CORP	1,715		52,439		54,297
124 TAIWAN SEMICONDUCTOR MFG CO LTD	761		9,268		13,059
125 TENCENT HOLDINGS LIMITED	369		7,908		11,855
126 TEVA PHARMECEUTICAL SP ADR	526		26,656		19,641
127 TOYOTA MTR CORP	192		15,042		17,904
128 TRANSCANADA CORP	159		5,953		7,524
129 TULLOW OIL PLC	546		5,310		5,689
130 TURKIYE GARANTI BANK	1,096		5,039		5,687
131 UNILEVER N V N Y	222		5,910		8,503
132 US BANCORP DEL	895		21,643		28,586
133 VIACOM INC CL B	666		33,817		35,125
134 VODAFONE GROUP PLC	172		4,617		4,333
135 VOLKSWAGEN AG	217		7,587		10,110
136 VOLVO AB ADR B	356		6,012		4,867
137 WAL-MART DE MEX V SP/ADR	205		2,157		6,720
138 WAL-MART STORES INC	220		11,613		15,011
139 WELLPOINT INC	254		14,593		15,474
140 WISDOMTREE JAPAN DIVIDEND FUND	3,036		94,747		111,967
141 WORLEY PARSONS LTD	231		7,147		5,618
142 WPP GROUP PLC	118		6,276		8,602
143 YANDEX N V	263		7,197		5,665
144 YUM BRANDS INC	116		7,819		7,702

Part II, Line 13 (990-PF) - Investments - Other

		578,959	370,557	451,558
Asset Description		Basis of Valuation	Book Value Beg of Year	Book Value End of Year FMV End of Year
1	GS HEDGE FUND OPP LTD CL A SERIES 13			370,557 451,558

## Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

000													
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account	Explanation
1	Jon-Paul Cowen*		7222 Cimms Way	West Hills	CA	91307		Dir / V Chairman	1 00	0	0	0	
2	Terry Lloyd		7222 Cimms Way	West Hills	CA	91307		Dir / Sec / Treas	1 00	0	0	0	
3	Richard F Roberts		7222 Cimms Way	West Hills	CA	91307		Pres / Chauman / Dir	1 00	0	0	0	
4	Sally Roberts		7222 Cimms Way	West Hills	CA	91307		Co-Chairman / Dir	1 00	0	0	0	
5													
6													

\*Jon-Paul Cowen, Director/Vice-Chairman of the Sally and Dick Roberts Coyote Foundation (the "Foundation"), a disqualified person with respect to the Foundation, provides consulting services to the Foundation. In the taxable year ending December 31, 2012, the Foundation paid \$16,000 for investment management services rendered by such disqualified person as reported in Part I, line 16c. Jon-Paul Cowen billed the Foundation at the same rate or below the rate it charges its other clients.

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

THE AFTER-SCHOOL CORPORATION

**Street**

1440 BROADWAY FL 16

**City**

NEW YORK

**State**

NY

**Zip Code**

10018

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Janet Kelley for Boost Symposium Program

**Amount**

7,500

**Name**

THE CAT POSSE

**Street**

PO BOX 60992

**City**

PASADENA

**State**

CA

**Zip Code**

91116

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

1,000

**Name**

THE HARMONY PROJECT

**Street**

817 VINE ST, STE 212

**City**

LOS ANGELES

**State**

CA

**Zip Code**

90038

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Anne Rardin Fund

**Amount**

12,500

**Name**

THE INSTITUTE FOR HEALING OF MEMORIES - NORTH AMERICA INC

**Street**

270 E 2ND ST

**City**

NEW YORK

**State**

NY

**Zip Code**

10009

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

U S Arm and South African Arm Program

**Amount**

30,000

**Name**

THE NEW SCHOOL

**Street**

66 W 12TH ST

**City**

NEW YORK

**State**

NY

**Zip Code**

10011

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Desert Science Grant

**Amount**

10,000

**Name**

VERDUGO YOUNG MUSICIANS A CALIFORNIA NON-PROFIT CORPORATION

**Street**

PO BOX 8343

**City**

LA CRESCENTA

**State**

CA

**Zip Code**

91224

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

30,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

Name

VISTA DEL MAR CHILD AND FAMILY SERVICES

Street

3200 MOTOR AVE

City

LOS ANGELES

State

CA

Zip Code

90034

Foreign Country

Relationship

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Home-SAFE Program

Amount

25,042

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount