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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

For calendar year 2012 or tax year beginning , and ending

Name of foundation Sally and Dick Roberts Coyote Foundation		A Employer identification number 20-5970941
Number and street (or P O box number if mail is not delivered to street address) 7222 Cirrus Way		Room/suite 91307
City or town, state, and ZIP code West Hills CA 91307		C If examination 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) ► \$ 6,067,471	J Accounting method <input type="checkbox"/> Cash <input checked="" 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 RECEIVED NOV 21 2013 IRS-UT				
	18 Taxes (attach schedule) (see instructions)	9,043	3,471		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	1,407			1,407
	21 Travel, conferences and meetings				
	22 Printing and publications	30,540	311		30,229
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses.	189,656	45,821	0	138,263
	Add lines 13 through 23	301,042			301,042
	25 Contributions, gifts, grants paid	490,698	45,821	0	439,305
	26 Total expenses and disbursements Add lines 24 and 25				
	27 Subtract line 26 from line 12	-91,464			
	a Excess of revenue over expenses and disbursements				
	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	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	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
Net Assets or Fund Balances	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	
		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.)
1a Publicly-traded Securities				
b GS HEDGE FUND OPP, LTD CLASS A, SERIES 13		P	1/1/2007	7/24/2012
c GS HEDGE FUND OPP, LTD CLASS A, SERIES 13		P	1/1/2007	10/1/2012
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 2,369,657		2,195,019	174,638	
b 75,000		64,002	10,998	
c 175,000		144,400	30,600	
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			174,638	
b			10,998	
c			30,600	
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	216,236
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	{ }		3	0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (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

2 Total of line 1, column (d)

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

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

5 Multiply line 4 by line 3

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

7 Add lines 5 and 6

8 Enter qualifying distributions from Part XII, line 4

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

2	0 300160
3	0 060032
4	5,883,332
5	353,188
6	3,178
7	356,366
8	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 ► 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 ► and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments

a 2012 estimated tax payments and 2011 overpayment credited to 2012

6a	3,800
6b	
6c	
6d	

b Exempt foreign organizations—tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax Check here if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be Credited to 2013 estimated tax ►

622

Refunded

►

11

0

Part VII-A Statements Regarding Activities

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?

	Yes	No
--	-----	----

1a

X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?

1b

X

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

c Did the foundation file Form 1120-POL for this year?

1c

X

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____

2

X

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities

3

X

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*

4a

X

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4b

N/A

b If "Yes," has it filed a tax return on Form 990-T for this year?

5

X

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T

6

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?

7

X

7 Did the foundation have at least \$5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*

8b

X

8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

CA

9

X

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*

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)? *If "Yes," complete Part XIV*

10

X

10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

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 Located at ► 501 Silverside Road, Suite 123 Wilmington DE	Telephone no ►	(800) 839-1754
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	► <input type="checkbox"/>
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 <input type="checkbox"/> No <input checked="" type="checkbox"/>

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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <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))	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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? If "Yes," list the years ► 20_____, 20_____, 20_____, 20_____	2b	N/A
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)	3b	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_____	4a	X
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	4b	X
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)		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		

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

5a During the year did the foundation pay or incur any amount to	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(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 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 type="checkbox"/>		5b	N/A
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? <i>If "Yes," attach the statement required by Regulations section 53.4945-5(d)</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No		
6a 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 Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	X
7a 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 If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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	00			
-----	00			
-----	00			
-----	00			
-----	00			

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	
	Expenses
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	
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)

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

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

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	439,305
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	439,305
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
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)	6	3,178
6	Adjusted qualifying distributions. Subtract line 5 from line 4	7	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
1 Distributable amount for 2012 from Part XI, line 7				290,989
2 Undistributed income, if any, as of the end of 2012			0	
a Enter amount for 2011 only				
b Total for prior years 20 ____, 20 ____				
3 Excess distributions carryover, if any, to 2012				
a From 2007	1,764			
b From 2008	87,128			
c From 2009	64,426			
d From 2010	127,601			
e From 2011		280,919		
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 439,305				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				290,989
e Remaining amount distributed out of corpus	148,316			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	429,235			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5			0	
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount—see instructions				
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)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	429,235			
10 Analysis of line 9				
a Excess from 2008	1,764			
b Excess from 2009	87,128			
c Excess from 2010	64,426			
d Excess from 2011	127,601			
e Excess from 2012	148,316			

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

1 a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling	►			
b	Check box to indicate whether the foundation is a private operating foundation described in section	<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2 a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
b	85% of line 2a				0
c	Qualifying distributions from Part XII, line 4 for each year listed				0
d	Amounts included in line 2c not used directly for active conduct of exempt activities				0
e	Qualifying distributions made directly for active conduct of exempt activities				0
	Subtract line 2d from line 2c				0
3	Complete 3a, b, or c for the alternative test relied upon				0
a	"Assets" alternative test—enter				
(1)	Value of all assets				0
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
c	"Support" alternative test—enter				
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)				0
(3)	Largest amount of support from an exempt organization				0
(4)	Gross investment income				0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

Richard F Roberts

Sally Roberts

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

NONE

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

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

a The name, address, and telephone number 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)				
a Paid during the year				
BEACON SLOOP CLUB INC PO BOX 527 BEACON, NY 12508	N/A	509(a)(1)	General & Unrestricted	5,000
CAMERATA PACIFICA PO BOX 30116 SANTA BARBARA, CA 93130	N/A	509(a)(2)	Ramon Cortines HS Intervention Project	20,000
CENTER FOR CREATIVE EDUCATION 15 RAILROAD AVE STE 101 KINGSTON, NY 12401	N/A	509(a)(2)	General & Unrestricted	35,000
CHILDREN INTERNATIONAL 2000 E RED BRIDGE RD KANSAS CITY, MO 64131	N/A	509(a)(1)	After School Tutoring at Sahay in West Bengal	25,000
INSTITUTE FOR POLICY STUDIES 1112 16TH ST NW STE 600 WASHINGTON, DC 20036	N/A	509(a)(1)	General & Unrestricted	15,000
LOS ANGELES PHILHARMONIC ASSOCIATION 151 S GRAND AVE LOS ANGELES, CA 90012	N/A	509(a)(2)	General & Unrestricted	25,000
LOS ANGELES UNIFIED SCHOOL DISTRICT 333 S BEAUDRY, 26TH FL LOS ANGELES, CA 90017	N/A	509(a)(1)	All City Band Program	20,000
NATIONAL SECURITY ARCHIVE FUND INC 2130 H ST NW STE 701 WASHINGTON, DC 20052	N/A	509(a)(2)	General & Unrestricted	15,000
NEW VISION PARTNERS INC 2750 NEW YORK DR PASADENA, CA 91107	N/A	509(a)(1)	WIN Malawi Program	15,000
REGENTS OF THE UNIVERSITY OF CALIFORNIA 1 SHIELDS AVE DAVIS, CA 95616	N/A	509(a)(1)	HALO Program	5,000
TAKING THE REINS 3919 1/2 RIGALI AVE LOS ANGELES, CA 90039	N/A	509(a)(1)	General & Unrestricted	5,000
Total	See Attached Statement		► 3a	301,042
b Approved for future payment				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

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) Exclusion 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					
4 Dividends and interest from securities					
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					
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)		0		352,027	0
13 Total Add line 12, columns (b), (d), and (e)		0		352,027	0

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

Line No. ▼ Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527 relating to political organizations?	Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of	1a(1)	X
	(1) Cash	1a(2)	X
	(2) Other assets		
b	Other transactions	1b(1)	X
	(1) Sales of assets to a noncharitable exempt organization	1b(2)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(3)	X
	(3) Rental of facilities, equipment, or other assets	1b(4)	X
	(4) Reimbursement arrangements	1b(5)	X
	(5) Loans or loan guarantees	1b(6)	X
	(6) Performance of services or membership or fundraising solicitations	1c	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

May the IRS discuss this return
with the preparer shown below (see
instructions)? Yes No

**Sign
Here**

Signature of officer or trustee

Dat

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

D

Check if
self-employed

Jeffrey D. Haskell

Table 1: Title

Final name ► Foundation Source

Firm's FIN: 51 0308347

Form's name → Foundation Source

Phone no. (800) 839-1754

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

OMB No 1545-0047

2012

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

Name of the organization

Sally and Dick Roberts Coyote Foundation

Organization type (check one)

Employer identification number

20-5970941

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)

Name of organization Sally and Dick Roberts Coyote Foundation	Employer identification number 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)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of 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)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of 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)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of 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)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of 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)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of 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 II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	NEWS CORP LTD CL A NWSA, 2020 sh	\$ 47,207	8/14/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

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

	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
		4,010,176	4,271,061	0	4,755,094	
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	10,068			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 HKL 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 ADRS	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 A/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 LIMITE	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 TELEVISAS ADR	396	8,568			10,526
64	GS LOCAL EMERGING MKTS DEBT FD MUT	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

	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 SASKATCHEV	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 SHELL PLC	108		6,657		7,656
106	SABMILLER PLC S/ADR	125		1,838		5,849
107	SAP AKTIENGESELL 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

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 1		578,959	370,557	451,558

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

								0	0	0			
	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 Citrus Way	West Hills	CA	91307		Dir / V Chairman	100	0	0	0	
2	Tony Lloyd		7222 Citrus Way	West Hills	CA	91307		Dir / Sec / Treas	100	0	0	0	
3	Richard F Roberts		7222 Citrus Way	West Hills	CA	91307		Pres / Chairman / Dir	100	0	0	0	
4	Sally Roberts		7222 Citrus Way	West Hills	CA	91307		Co-Chairman / Dir	100	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	State	Zip Code	Foreign Country
NEW YORK	NY	10018	
Relationship	Foundation Status		
N/A	509(a)(1)		

Purpose of grant/contribution	Amount
Janet Kelley for Boost Symposium Program	7,500

Name

THE CAT POSSE

Street

PO BOX 60992

City	State	Zip Code	Foreign Country
PASADENA	CA	91116	
Relationship	Foundation Status		
N/A	509(a)(1)		

Purpose of grant/contribution	Amount
General & Unrestricted	1,000

Name

THE HARMONY PROJECT

Street

817 VINE ST, STE 212

City	State	Zip Code	Foreign Country
LOS ANGELES	CA	90038	
Relationship	Foundation Status		
N/A	509(a)(1)		

Purpose of grant/contribution	Amount
Anne Rardin Fund	12,500

Name

THE INSTITUTE FOR HEALING OF MEMORIES - NORTH AMERICA INC

Street

270 E 2ND ST

City	State	Zip Code	Foreign Country
NEW YORK	NY	10009	
Relationship	Foundation Status		
N/A	509(a)(1)		

Purpose of grant/contribution	Amount
U S Arm and South African Arm Program	30,000

Name

THE NEW SCHOOL

Street

66 W 12TH ST

City	State	Zip Code	Foreign Country
NEW YORK	NY	10011	
Relationship	Foundation Status		
N/A	509(a)(1)		

Purpose of grant/contribution	Amount
Desert Science Grant	10,000

Name

VERDUGO YOUNG MUSICIANS A CALIFORNIA NON-PROFIT CORPORATION

Street

PO BOX 8343

City	State	Zip Code	Foreign Country
LA CRESCENTA	CA	91224	
Relationship	Foundation Status		
N/A	509(a)(1)		

Purpose of grant/contribution	Amount
General & Unrestricted	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****Foundation Status**

N/A

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****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**