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

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

For calendar year 2012, or tax year beginning**, 2012, and ending**Livingry Foundation
525 Camino Militar
Santa Fe, NM 87501

G Check all that apply

☐ Initial return	☐ Initial return of a former public charity
☐ Final return	☐ Amended return
☐ Address change	☐ Name change

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 4,279,063.

J Accounting method: ☐ Cash ☒ Accrual
 (Part I, column (d) must be on cash basis)

A Employer identification number
85-0480537

B Telephone number (see the instructions)
415-561-6400

C If exemption application is pending, check here ☐

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

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc. received (att sch)				
	2 ☒ If the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments			N/A	
	4 Dividends and interest from securities	22,853.	22,853.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	99,959.			
	b Gross sales price for all assets on line 6a	467,884.			
	7 Capital gain net income (from Part IV, line 2)		99,959.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
See Statement 1	84,731.	79,571.			
12 Total. Add lines 1 through 11	207,543.	202,383.			
ADMINISTRATIVE AND EXPENSES	13 Compensation of officers, directors, trustees, etc	71,000.			71,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	5,454.			5,454.
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)	See St 2	3,135.	1,567.	1,568.
	c Other prof fees (attach sch)	See St 3	35,254.	22,254.	13,000.
	17 Interest				
	18 Taxes (attach schedule)(see instrs)	See Stm 4	34.	34.	
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	9,017.			8,793.
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	See Statement 5	9,202.			9,231.
24 Total operating and administrative expenses. Add lines 13 through 23	133,096.	23,855.		109,046.	
25 Contributions, gifts, grants paid Part XV	100,000.			100,000.	
26 Total expenses and disbursements. Add lines 24 and 25	233,096.	23,855.		209,046.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-25,553.				
b Net investment income (if negative, enter -0-)		178,528.			
c Adjusted net income (if negative, enter -0-)					

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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	22,996.	73,335.	73,335.
	3 Accounts receivable			
	Less: allowance for doubtful accounts	7,375.		
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) 743,800.	Statement 6		
	Less: allowance for doubtful accounts	638,800.	743,800.	743,800.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges		6,495.	6,495.
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) Statement 7	844,899.	735,426.	735,426.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment: basis 3,649.			
	Less: accumulated depreciation (attach schedule) See Stmt 8 3,649.			
LIABILITIES	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) Statement 9	391,528.	320,509.	320,509.
	14 Land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)			
	15 Other assets (describe See Statement 10)	2,381,923.	2,399,498.	2,399,498.
	16 Total assets (to be completed by all filers — see the instructions Also, see page 1, item I)	4,287,521.	4,279,063.	4,279,063.
	17 Accounts payable and accrued expenses	2,411.	1,572.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	2,411.	1,572.	
NET FUND ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☒			
	24 Unrestricted	4,285,110.	4,277,491.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☐			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	4,285,110.	4,277,491.	
	31 Total liabilities and net assets/fund balances (see instructions)	4,287,521.	4,279,063.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,285,110.
2 Enter amount from Part I, line 27a	2	-25,553.
3 Other increases not included in line 2 (itemize) See Statement 11	3	34,427.
4 Add lines 1, 2, and 3	4	4,293,984.
5 Decreases not included in line 2 (itemize) See Statement 12	5	16,493.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	4,277,491.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 462,302.		367,925.	94,377.
b 5,582.			5,582.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			94,377.
b			5,582.
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	99,959.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	323,331.	1,468,836.	0.220127
2010	412,109.	1,633,343.	0.252310
2009	222,429.	4,550,809.	0.048877
2008	187,508.	3,561,503.	0.052649
2007	503,578.	4,670,102.	0.107830

2 Total of line 1, column (d)	2	0.681793
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.136359
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,267,163.
5 Multiply line 4 by line 3	5	172,789.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,785.
7 Add lines 5 and 6	7	174,574.
8 Enter qualifying distributions from Part XII, line 4	8	324,046.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	1,785.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,785.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,785.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6a	1,408.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	1,550.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,958.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,173.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 1,173. Refunded	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) NM		
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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>Tides Foundation</u> Telephone no <u>415-561-6400</u>			
Located at <u>Presidio Bldg 1014 San Francisco, CA</u> ZIP + 4 <u>94129</u>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	<u>N/A</u>	☐	<u>N/A</u>
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u>N/A</u>				

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

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

		Yes	No
1 a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1 b	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?	1 c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.)	2 b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If 'Yes,' did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4 b	X

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

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

5 b N/A

Organizations relying on a current notice regarding disaster assistance check here .

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).

6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6 b X

If 'Yes' to 6b, file Form 8870

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

N/A

7 b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Andrew Ungerleider 525 Camino Militar Santa Fe, NM 87501	Dir/Pres 11.00	36,000.	0.	0.
James D. Gollin 525 Camino Militar Santa Fe, NM 87501	Secretary 0.25	0.	0.	0.
Drummond Pike 525 Camino Militar Santa Fe, NM 87501	Treasurer 0.25	0.	0.	0.
Elizabeth Dillingham 525 Camino Militar Santa Fe, NM 87501	Exec Dir 22.00	35,000.	0.	0.

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 See Statement 13	55,000.
2 See Statement 14	10,000.
All other program-related investments See instructions	
3 See Statement 15	50,000.
Total. Add lines 1 through 3	115,000.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1 a	1,178,690.
b	Average of monthly cash balances	1 b	107,770.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	1,286,460.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,286,460.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	19,297.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,267,163.
6	Minimum investment return. Enter 5% of line 5	6	63,358.

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	63,358.
2a	Tax on investment income for 2012 from Part VI, line 5	2 a	1,785.
b	Income tax for 2012 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	1,785.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	61,573.
4	Recoveries of amounts treated as qualifying distributions	4	12,500.
5	Add lines 3 and 4	5	74,073.
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	74,073.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1 a	209,046.
b	Program-related investments — total from Part IX-B	1 b	115,000.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	324,046.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	1,785.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	322,261.

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				74,073.
2 Undistributed income, if any, as of the end of 2012.				
a Enter amount for 2011 only			0.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	274,441.			
b From 2008	10,136.			
c From 2009				
d From 2010	330,442.			
e From 2011	50,981.			
f Total of lines 3a through e.	666,000.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 324,046.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2012 distributable amount				74,073.
e Remaining amount distributed out of corpus	249,973.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	915,973.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	274,441.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	641,532.			
10 Analysis of line 9:				
a Excess from 2008	10,136.			
b Excess from 2009				
c Excess from 2010	330,442.			
d Excess from 2011	50,981.			
e Excess from 2012	249,973.			

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 See Statement 16				
Total			3a	100,000.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	22,853.	
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			18	99,959.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a	Cancelled Grant					2,500.
b	Income frm Psps	900099	-4,785.	18	7,498.	11,159.
c	Int & Div fr Psps			14	149.	
d	Int Note Receivable			14	68,210.	
e						
12	Subtotal Add columns (b), (d), and (e)		-4,785.		198,669.	13,659.
13	Total. Add line 12, columns (b), (d), and (e)				13	207,543.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Livingry Foundation

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Cancelled Grant	\$ 2,500.		
Income frm Psps	13,872.	11,212.	
Int & Div fr Psps	149.	149.	
Int Note Receivable	68,210.	68,210.	
Total	<u>\$ 84,731.</u>	<u>\$ 79,571.</u>	<u>0.</u>

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax Preparation	\$ 3,135.	\$ 1,567.		\$ 1,568.
Total	<u>\$ 3,135.</u>	<u>\$ 1,567.</u>		<u>\$ 1,568.</u>

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Grant Management & Supporting Svcs	\$ 20,000.	\$ 7,000.		\$ 13,000.
Investment Management	15,254.	15,254.		
Total	<u>\$ 35,254.</u>	<u>\$ 22,254.</u>		<u>\$ 13,000.</u>

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Withholding on Foreign Dividends	\$ 34.	\$ 34.		
Total	<u>\$ 34.</u>	<u>\$ 34.</u>		<u>\$ 0.</u>

Livingry Foundation

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Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank Fees	\$ 229.			\$ 229.
Insurance	1,325.			1,325.
Licenses & Filing Fees	3,032.			3,032.
Membership & Dues	2,400.			2,400.
Partnership Expenses	587.			587.
Payroll Fees	1,468.			1,468.
Postage & Delivery	161.			190.
Total	\$ 9,202.	\$ 0.		\$ 9,231.

Statement 6
Form 990-PF, Part II, Line 7
Other Notes and Loans Receivable

Notes and Loans Reported Separately	Book Value	Fair Market Value	Doubtful Accounts Allowance
Borrower's Name: Santa Fe Tortilla LLC			
Borrower's Title:			
Date of Note: 3/11/2003			
Maturity Date:			
Repayment Terms: 3 Years Convertible			
Interest Rate: 12.00%			
Security Provided: N/A			
Purpose of Loan: General			
Borrower Relationship:			
Consideration: N/A			
Consideration FMV:			
Original Amount: \$ 100,000.			
Balance Due:	\$ 28,800.	\$ 28,800.	
Doubtful Acct. Allow.:			\$ 0.
Borrower's Name: Columbia Investors LP			
Borrower's Title:			
Date of Note: 2/01/2002			
Maturity Date: 2/01/2014			
Repayment Terms: 10 Years			
Interest Rate: 10.00%			
Security Provided: N/A			
Purpose of Loan: General			
Borrower Relationship:			
Consideration: N/A			
Consideration FMV:			
Original Amount: \$ 500,000.			
Balance Due:	500,000.	500,000.	
Doubtful Acct. Allow.:			0.
Borrower's Name: Earthstone			
Borrower's Title:			
Date of Note: 3/01/2011			
Maturity Date: 3/01/2014			
Repayment Terms: 3 Years			

Statement 6 (continued)
Form 990-PF, Part II, Line 7
Other Notes and Loans Receivable

Interest Rate:	12.00%			
Security Provided:	N/A			
Purpose of Loan:	General			
Borrower Relationship:				
Consideration:	N/A			
Consideration FMV:				
Original Amount:	\$ 100,000.			
Balance Due:		\$ 100,000.	\$ 100,000.	
Doubtful Acct. Allow.:			\$	0.

Borrower's Name:	Growstone, Inc			
Borrower's Title:				
Date of Note:	7/13/2012			
Maturity Date:	3/31/2013			
Repayment Terms:	1 Year			
Interest Rate:	10.00%			
Security Provided:	N/A			
Purpose of Loan:	General			
Borrower Relationship:				
Consideration:	N/A			
Consideration FMV:				
Original Amount:	\$ 55,000.			
Balance Due:		55,000.	55,000.	
Doubtful Acct. Allow.:				0.

Borrower's Name:	Growstone, Inc			
Borrower's Title:				
Date of Note:	9/11/2012			
Maturity Date:	3/31/2013			
Repayment Terms:	1 Year			
Interest Rate:	10.00%			
Security Provided:	N/A			
Purpose of Loan:	General			
Borrower Relationship:				
Consideration:	N/A			
Consideration FMV:				
Original Amount:	\$ 10,000.			
Balance Due:		10,000.	10,000.	
Doubtful Acct. Allow.:				0.

Borrower's Name:	Seamless Medical Systems LLC			
Borrower's Title:				
Date of Note:	9/20/2012			
Maturity Date:	9/20/2015			
Repayment Terms:	3 Years			
Interest Rate:	8.00%			
Security Provided:	N/A			
Purpose of Loan:	General			
Borrower Relationship:				
Consideration:	N/A			
Consideration FMV:				
Original Amount:	\$ 50,000.			
Balance Due:		50,000.	50,000.	
Doubtful Acct. Allow.:				0.

Total	\$	743,800.	\$	743,800.	
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Statement 6 (continued)
Form 990-PF, Part II, Line 7
Other Notes and Loans Receivable

Allowance for Doubtful Accounts \$ 0.
 Net Other Notes/Loans Rec. - Book Value \$ 743,800.

Statement 7
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
3M Company, 200 Sh	Mkt Val	\$ 18,570.	\$ 18,570.
Oracle Corp, 1,000 Sh	Mkt Val	33,320.	33,320.
Chk Point Software Tech, 700 Sh	Mkt Val	33,348.	33,348.
American Wtr Wks Co Inc, 1,000 Sh	Mkt Val	37,130.	37,130.
Ecolab Inc, 300 Sh	Mkt Val	21,570.	21,570.
Enterprise Products PPTns, 900 Sh	Mkt Val	45,072.	45,072.
Johnson & Johnson, 300 Sh	Mkt Val	21,030.	21,030.
Kinder Morgan Energy Partners, 600 Sh	Mkt Val	47,874.	47,874.
Plains All American Pipeline, 800 Sh	Mkt Val	36,192.	36,192.
Qualcomm Inc, 400 Sh	Mkt Val	24,744.	24,744.
Vodafone Group, 1,500 Sh	Mkt Val	37,785.	37,785.
Novozymes Series B, 625 Sh	Mkt Val	17,375.	17,375.
Banco Bradesco SA, 1,500 Sh	Mkt Val	26,055.	26,055.
Google Inc, 40 Sh	Mkt Val	28,295.	28,295.
LKQ Corp, 1,100 Sh	Mkt Val	23,210.	23,210.
Apple Inc, 70 Sh	Mkt Val	37,252.	37,252.
Concho Res Inc, 300 Sh	Mkt Val	24,168.	24,168.
Cummins Inc, 250 Sh	Mkt Val	27,088.	27,088.
Praxair Inc, 250 Sh	Mkt Val	27,363.	27,363.
Thermo Fisher Scientific Inc, 500 Sh	Mkt Val	31,890.	31,890.
CVS Caremark Corp, 500 Sh	Mkt Val	24,175.	24,175.
DirectTV Com, 600 Sh	Mkt Val	30,096.	30,096.
First Rep Bank, 900 Sh	Mkt Val	22,127.	22,127.
Kraft Foods Group Inc, 433 Sh	Mkt Val	19,689.	19,689.
Mondelez Intl Inc, 700 Sh	Mkt Val	17,817.	17,817.
Stanley Black & Decker Inc, 300 Sh	Mkt Val	22,191.	22,191.
Total		\$ 735,426.	\$ 735,426.

Statement 8
Form 990-PF, Part II, Line 11
Investments - Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Machinery and Equipment	\$ 3,649.	\$ 3,649.	\$ 0.	\$ 0.
Total	\$ <u>3,649.</u>	\$ <u>3,649.</u>	\$ <u>0.</u>	\$ <u>0.</u>

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Statement 9
Form 990-PF, Part II, Line 13
Investments - Other

	Valuation Method	Book Value	Fair Market Value
<u>Other Publicly Traded Securities</u>			
Harbor International Invest, 812.097 Sh	Mkt Val	\$ 49,985.	\$ 49,985.
Harding Loevner Emerg Mkt, 1,006.543 Sh	Mkt Val	48,787.	48,787.
Matthews Asian Grwth & Inc, 1,602.552 Sh	Mkt Val	29,823.	29,823.
Vanguard Intermed TRM, 5,732.624 Sh	Mkt Val	59,161.	59,161.
MFS Emerging Markets Debt, 3,631.74 Sh	Mkt Val	59,306.	59,306.
Vanguard Short Term Invst, 4,518.161 Sh	Mkt Val	48,931.	48,931.
Health Care REIT Inc, 400 Sh	Mkt Val	24,516.	24,516.
Total		<u>\$ 320,509.</u>	<u>\$ 320,509.</u>

Statement 10
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
Interest Receivable	\$ 76,542.	\$ 76,542.
PRI - Biochar Engineering Corp	10,229.	10,229.
PRI - Earthstone Pref Series B	1,775,501.	1,775,501.
PRI - Earthstone Ser Pref Series	313,618.	313,618.
PRI - Growstone LLC Pref Series B	83,905.	83,905.
PRI - Growstone LLC Pref Series C	118,969.	118,969.
PRI - Santa Fe Tortilla	20,734.	20,734.
Total	<u>\$ 2,399,498.</u>	<u>\$ 2,399,498.</u>

Statement 11
Form 990-PF, Part III, Line 3
Other Increases

Net Unrealized Gains or Losses on Investments	Total	\$ 34,427.
		<u>\$ 34,427.</u>

Statement 12
Form 990-PF, Part III, Line 5
Other Decreases

Change in FMV of PRIs	Total	\$ 16,493.
		<u>\$ 16,493.</u>

Statement 13
Form 990-PF, Part IX-B, Line 1
Summary of Program-Related Investments

Growstone Inc,

Growstones are breakthrough, high-performance growing mediums that are 100% recycled glass and 100% American made. Our highly porous, chemical and toxin-free hydroponic growth mediums and soil aerators are engineered to deliver proper air and water balance in the roots without the danger of overwatering. They can be customized to fit a wide range of plants and climates as well as different growing systems.

Statement 14
Form 990-PF, Part IX-B, Line 2
Summary of Program-Related Investments

Growstone Inc,

Growstones are breakthrough, high-performance growing mediums that are 100% recycled glass and 100% American made. Our highly porous, chemical and toxin-free hydroponic growth mediums and soil aerators are engineered to deliver proper air and water balance in the roots without the danger of overwatering. They can be customized to fit a wide range of plants and climates as well as different growing systems.

Statement 15
Form 990-PF, Part IX-B, Line 3
Summary of Program-Related Investments

Seamless Medical Systems LLC

Seamless Medical's vision is to improve the patient experience by enhancing engagement, and health literacy to improve patient outcomes.

Patient and family engagement is critical to optimizing the healthcare process, reduce costs and improve provider performance. In order to deliver on our mission, we created SNAP Practice, a cloud-based patient engagement platform, that can either stand alone or integrate to your EMR.

SNAP Practice places mobile technology in the hands of patients to enhance their experience and engagement with both their health and their medical practice. SNAP® Practice engages a patient or family member when they first enter the provider's office, starting with registration in the waiting room, extending to the exam room while connecting patients and practice via any mobile device outside of the office.

By combining social and workflow tools, SNAP Practice empowers patients to be more informed and active in their or their loved ones' care, improving compliance, emotional wellbeing and health outcomes.

50,000.

Total \$ 50,000.

Livingry Foundation

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

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Tides Foundation The Presidio, PO Box 29903 San Francisco, CA 94129	N/A	509(a) (1)	General Support for the Arimathea Fund for Orphans of the World, the Create Fund and the Backyard Fund	\$ 11,000.
Collective Heritage Institute 1607 Paseo de Peralta, Ste 3 Santa Fe, NM 87501	N/A	509(a) (1)	General Support	8,000.
Drug Policy Alliance 70 W. 36th Street, 16th Floor New York, NY 10018	N/A	509(a) (1)	General Support	5,000.
Lensic Performing Arts Center 211 West San Francisco Street Santa Fe, NM 87501	N/A	509(a) (1)	General Support	2,500.
Love Serve Remember Foundation 23852 Pacific Coast Highway #762 Malibu, CA 90265	N/A	509(a) (1)	General Support	2,500.
The Storydancer Project PO Box 31099 Santa Fe, NM 87594	N/A	509(a) (1)	General Support	2,500.
Think New Mexico 1227 Paseo de Peralta Santa Fe, NM 87501	N/A	509(a) (1)	General Support	2,500.
WildEarth Guardians 312 Montezuma Avenue Santa Fe, NM 87501	N/A	509(a) (1)	General Support	2,000.
Earth Care International 1235 Siler Road, Suite D Santa Fe, NM 87507	N/A	509(a) (1)	General Support	2,000.
GROW Santa Fe Community College Found. 6401 Richards Avenue Santa Fe, NM 87508	N/A	509(a) (1)	Sustainable and local food program	5,000.

Livingry Foundation

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

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Littlelobe 223 N. Guadalupe, #427 Santa Fe, NM 87501	N/A	509(a) (1)	Coal Project	\$ 2,000.
New Mexico Recycling Coalition PO Box 24364 Santa Fe, NM 87502	N/A	509(a) (1)	General Support	1,000.
Prajna Mountain Buddhist Order 1404 Cerro Gordo Road Santa Fe, NM 87501	N/A	509(a) (1)	General Support	2,500.
Rainforest Action Network 221 Pine Street, 5th Floor San Francisco, CA 94104	N/A	509(a) (1)	General Support	1,000.
Santa Fe Community Farm 1829 San Ysidro Crossing Santa Fe, NM 87507	N/A	509(a) (1)	General Support	2,000.
Santa Fe School for the Arts and Science 5912 Jaguar Drive Santa Fe, NM 87507	N/A	School	General Support	5,000.
Marion Institute 202 Spring Street Marion, MA 02738	N/A	509(a) (1)	Future Primitive project	1,000.
New Energy Economy 343 East Alameda Street Santa Fe, NM 87501	N/A	509(a) (1)	General Support	2,500.
New Mexico Environmental Law Center 1405 Luisa Street, Ste 5 Santa Fe, NM 87505	N/A	509(a) (1)	General Support	5,000.
Santa Fe Independent Film Festival 1614 Paso De Peralta Santa Fe, NM 87504	N/A	509(a) (1)	Sponsorship of Santa Fe Independent Film Festival	1,500.
Southwest Learning Centers, Inc. PO Box 8627 Santa Fe, NM 87504	N/A	509(a) (2)	General Support	1,000.

Livingry Foundation

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

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Center for Contemporary Arts of Santa Fe 1050 Old Pecos Trail Santa Fe, NM 87505	N/A	509(a)(1)	Cinematheque Seat Campaign	\$ 1,000.
Empower New Mexico 119 W. Sunlit Drive Santa Fe, NM 87508	N/A	509(a)(1)	General Support	2,500.
Free Speech for People 89 South Street, Ste 700 Boston, MA 02111	N/A	509(a)(1)	Free Speech for People	1,000.
Friends of Tony Price 502 West Cordova Road, Ste 1 Santa Fe, NM 87505	N/A	509(a)(1)	General Support	1,000.
Fund for the Republic 175 Andover Street Danvers, MA 01923	N/A	509(a)(1)	Republic's art > MONEY Project	1,000.
Global Exchange 2017 Mission Street, 2nd Fl San Francisco, CA 94110	N/A	509(a)(1)	Javier Sicilia's Caravan for Peace project	5,000.
League of Conservation Voters 1920 L Street, NW, Ste 800 Washington, DC 20036	N/A	509(a)(1)	Public education and accountability efforts	10,000.
Multidisciplinary Assoc Psychedelic Stdy 1215 Mission Street Santa Cruz, CA 95060	N/A	509(a)(1)	General Support	2,000.
Oxfam America 226 Causeway Street, 5th Fl Boston, MA 02114	N/A	509(a)(1)	Tom's Next Step project	1,000.
Reel Fathers 6 Torneo Court Santa Fe, NM 87508	N/A	509(a)(1)	General Support	1,000.
Santa Fe Alliance 222 South Black Avenue Bozeman, MT 59715	N/A	509(a)(1)	General Support	2,500.
Santa Fe Art Institute P.O. Box 24044 Santa Fe, NM 87502	N/A	509(a)(1)	General Support	2,500.

Livingry Foundation

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

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Santa Fe Canyon Preservation Association 1714 Canyon Road Santa Fe, NM 87501	N/A	509(a)(1)	General Support	\$ 1,000.
Santa Fe Institute 1399 Hyde Park Road Santa Fe, NM 87501	N/A	509(a)(1)	Science on the Screen program	1,000.
Total				\$ <u>100,000.</u>

Statement 17

Form 990-PF, Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

The Executive Director were reimbursed a total of \$8,164 for expenses incurred on behalf of the Foundation.

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

Department of the Treasury
Internal Revenue Service▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box. ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ☐*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns***Enter filer's identifying number, see instructions**

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	<u>Livingry Foundation</u>	<u>85-0480537</u>
	Number, street, and room or suite number. If a P.O. box, see instructions	Social security number (SSN)
	<u>525 Camino Militar</u>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	<u>Santa Fe, NM 87501</u>	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ Tides Foundation

Telephone No ▶ 415-561-6400

FAX No ▶ _____

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 2013, to file the exempt organization return for the organization named above.
The extension is for the organization's return for
- ▶ ☒ calendar year 2012 or
- ▶ ☐ tax year beginning _____, 20____, and ending _____, 20____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	<u>2,958.</u>
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	<u>2,958.</u>
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	<u>0.</u>

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	Livingry Foundation	85-0480537
	Number, street, and room or suite number. If a P.O. box, see instructions.	Social security number (SSN)
	Fontanello, Duffield & Otake, LLP 44 Montgomery Street, Suite 2019	
File by the extended due date for filing your return. See instructions	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	San Francisco, CA 94104	

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in care of ▶ Tides Foundation
Telephone No. ▶ 415-561-6400 FAX No. ▶ _____
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until 11/15, 20 13.
- 5 For calendar year 2012, or other tax year beginning _____, 20 _____, and ending _____, 20 _____
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension . The Organization requires additional time to compile the information necessary to file a complete and accurate return.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$	0.
8b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$	1,408.
8c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Lisa Menegh Title ▶ CPA Date ▶ 8/9/13
BAA FIF20502L 01/21/13 Form 8868 (Rev 1-2013)