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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 GAME FACE PRODUCTIONS | | A Employer identification number 91-2037968 |
| Number and street (or P O box number if mail is not delivered to street address) 100 WASHINGTON STREET | Room/suite | B Telephone number 973-643-7700 |
| City or town, state, and ZIP code NEWARK, NJ 07102 | | C If exemption application is pending, check here <input type="checkbox"/> |
| G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change | | D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 603,850. | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |

| Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small> | (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 | | | | |
| 2 Check <input checked="" 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 | 17,094. | 17,094. | 17,094. | STATEMENT 1 |
| 5a Gross rents | | | | |
| b Net rental income or (loss) | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | <1,374.> | | | |
| b Gross sales price for all assets on line 6a | | | | |
| 7 Capital gain net income (from Part IV line 2) | | 0. | | |
| 8 Net short-term capital gain | | | 0. | |
| 9 Income modifications | | | | |
| Gross sales less returns and allowances | | | | |
| b Less Cost of goods sold | | | | |
| c Gross profit or (loss) | | | | |
| 11 Other income | <2,832.> | <2,957.> | <2,832.> | STATEMENT 2 |
| 12 Total. Add lines 1 through 11 | 12,888. | 14,137. | 14,262. | |
| Operating and Administrative Expenses | | | | |
| 13 Compensation of officers, directors, trustees, etc | 0. | 0. | 0. | 0. |
| 14 Other employee salaries and wages | | | | |
| 15 Pension plans, employee benefits | | | | |
| 16a Legal fees | | | | |
| b Accounting fees STMT 3 | 1,238. | 0. | 0. | 1,238. |
| c Other professional fees | | | | |
| 17 Interest | | | | |
| 18 Taxes STMT 4 | 187. | 187. | 0. | 0. |
| 19 Depreciation and depletion | 2,478. | 0. | 0. | |
| 20 Occupancy | 2,025. | 0. | 0. | 2,025. |
| 21 Travel, conferences, and meetings | 1,389. | 0. | 0. | 1,389. |
| 22 Printing and publications | | | | |
| 23 Other expenses STMT 5 | 132,967. | 0. | 0. | 132,967. |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | 140,284. | 187. | 0. | 137,619. |
| 25 Contributions, gifts, grants paid | 0. | | | 0. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 140,284. | 187. | 0. | 137,619. |
| 27 Subtract line 26 from line 12 | <127,396.> | | | |
| a Excess of revenue over expenses and disbursements | | | | |
| b Net investment income (if negative, enter -0-) | | 13,950. | | |
| c Adjusted net income (if negative, enter -0-) | | | 14,262. | |

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| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only | | |
|---|---|---|----------------|-----------------------|
| | | Beginning of year | End of year | |
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 Cash - non-interest-bearing | 63,639. | 27,021. | 27,021. |
| | 2 Savings and temporary cash investments | | | |
| | 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 | | | |
| | 7 Other notes and loans receivable ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| | 8 Inventories for sale or use | | | |
| | 9 Prepaid expenses and deferred charges | | | |
| | 10a Investments - U.S. and state government obligations | | | |
| | b Investments - corporate stock | | | |
| | c Investments - corporate bonds | | | |
| 11 Investments - land, buildings, and equipment basis ▶ | | | | |
| Less: accumulated depreciation ▶ | | | | |
| 12 Investments - mortgage loans | | | | |
| 13 Investments - other | STMT 7 | 626,990. | 564,562. | 575,179. |
| 14 Land, buildings, and equipment: basis ▶ | 27,015. | | | |
| Less: accumulated depreciation | STMT 6 ▶ | 25,365. | 0. | 1,650. |
| 15 Other assets (describe ▶) | | | | |
| 16 Total assets (to be completed by all filers) | | 690,629. | 593,233. | 603,850. |
| Liabilities | 17 Accounts payable and accrued expenses | | | |
| | 18 Grants payable | | | |
| | 19 Deferred revenue | | | |
| | 20 Loans from officers, directors, trustees, and other disqualified persons | | 30,000. | STATEMENT 8 |
| | 21 Mortgages and other notes payable | | | |
| | 22 Other liabilities (describe ▶) | | | |
| 23 Total liabilities (add lines 17 through 22) | | 0. | 30,000. | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | |
| | 24 Unrestricted | | | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31. | | | |
| | 27 Capital stock, trust principal, or current funds | 0. | 0. | |
| | 28 Paid-in or capital surplus, or land, bldg., and equipment fund | 0. | 0. | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | 690,629. | 563,233. | |
| 30 Total net assets or fund balances | 690,629. | 563,233. | | |
| 31 Total liabilities and net assets/fund balances | 690,629. | 593,233. | | |

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 | 690,629. |
| 2 Enter amount from Part I, line 27a | 2 | <127,396.> |
| 3 Other increases not included in line 2 (itemize) ▶ | 3 | 0. |
| 4 Add lines 1, 2, and 3 | 4 | 563,233. |
| 5 Decreases not included in line 2 (itemize) ▶ | 5 | 0. |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 563,233. |

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 345 BROADWAY LLC STCG FROM K-1 | P | VARIOUS | VARIOUS |
| b 345 BROADWAY LLC LTCC FROM K-1 | 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 | | | <374.> |
| b | | | <1,000.> |
| c | | | |
| 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 | | | <374.> |
| b | | | <1,000.> |
| 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 | <1,374.> |
| 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). If (loss), enter -0- in Part I, line 8 | | 3 | <374.> |

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 | 28,713. | 713,754. | .040228 |
| 2010 | 7,941. | 686,345. | .011570 |
| 2009 | 31,083. | 630,576. | .049293 |
| 2008 | 12,136. | 585,162. | .020740 |
| 2007 | 14,145. | 575,394. | .024583 |

| | | |
|--|---|----------|
| 2 Total of line 1, column (d) | 2 | .146414 |
| 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 | .029283 |
| 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 | 4 | 640,541. |
| 5 Multiply line 4 by line 3 | 5 | 18,757. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 140. |
| 7 Add lines 5 and 6 | 7 | 18,897. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 137,619. |

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)

| | | | |
|----|---|----|------|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | 1 | 140. |
| c | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | 2 | 0. |
| 3 | Add lines 1 and 2 | 3 | 140. |
| 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 | 140. |
| 6 | Credits/Payments: | | |
| 6a | 2012 estimated tax payments and 2011 overpayment credited to 2012 | 6a | 47. |
| 6b | Exempt foreign organizations - tax withheld at source | 6b | |
| 6c | Tax paid with application for extension of time to file (Form 8868) | 6c | 153. |
| 6d | Backup withholding erroneously withheld | 6d | |
| 7 | Total credits and payments. Add lines 6a through 6d | 7 | 200. |
| 8 | Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached | 8 | |
| 9 | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 60. |
| 11 | Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 60. Refunded <input type="checkbox"/> | 11 | 0. |

Part VII-A Statements Regarding Activities

| | Yes | No |
|----|-----|----|
| 1a | | X |
| 1b | | X |
| 1c | | X |
| 2 | | X |
| 3 | | X |
| 4a | | X |
| 4b | | |
| 5 | | X |
| 6 | X | |
| 7 | X | |
| 8a | | |
| 8b | X | |
| 9 | X | |
| 10 | | X |

Part VII-A Statements Regarding Activities (continued)

| | | | | |
|----|---|---|----|-------------|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | | | 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) | | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>HTTP://WWW.GAMEFACEONLINE.ORG/</u> | X | | |
| 14 | The books are in care of ► <u>JANE GOTTESMAN</u> Telephone no ► <u>973-643-7700</u> Located at ► <u>1518 HAWTHORNE TERRACE, BERKELEY, CA</u> ZIP+4 ► <u>94708</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 | | 15 | N/A |
| 16 | At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► | | 16 | Yes No X |

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

| File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. | | Yes | No |
|---|--|-----|--------|
| 1a | During the year did the foundation (either directly or indirectly): | | |
| (1) | Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (2) | Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input checked="" type="checkbox"/> Yes <input 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 | | 1b X |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? | | 1c X |
| 2 | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)). | | |
| a | At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____ | | |
| b | Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) | | 2b N/A |
| c | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____ | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) | | 3b N/A |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | | 4a X |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? | | 4b X |

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? 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)? Yes No
 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? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

| | | |
|----|--|---|
| 5b | | |
| 6b | | X |
| 7b | | |

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

| (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 |
|---|---|---|---|---------------------------------------|
| JANE GOTTESMAN 1518 HAWTHORNE TERRANCE BERKELEY, CA 94708 | CHIEF EXECUTIVE OFFICER 40.00 | 0. | 0. | 0. |
| STEPHEN NISLICK 25 SLABTOWN CREEK ROAD BLAIRSTOWN, NJ 07825 | CHIEF FINANCIAL OFFICER 0.00 | 0. | 0. | 0. |
| GARY DORIN 100 WASHINGTON STREET NEWARK, NJ 07102 | SECRETARY 0.00 | 0. | 0. | 0. |
| SHANA PENN 15 MARINA LAKE DRIVE RICHMOND, CA 94804 | DIRECTOR 0.00 | 0. | 0. | 0. |

2 Compensation of five highest-paid employees (other than those included on line 1). 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. 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 | |
| SEE STATEMENT 9 | 129,997. |
| 2 | |
| 3 | |
| 4 | |

Part IX-B Summary of Program-Related Investments

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

Total. Add lines 1 through 3 ▶ 0.

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 | 0. |
| b | Average of monthly cash balances | 1b | 33,634. |
| c | Fair market value of all other assets | 1c | 616,661. |
| d | Total (add lines 1a, b, and c) | 1d | 650,295. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | 0. |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | 0. |
| 3 | Subtract line 2 from line 1d | 3 | 650,295. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 9,754. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 640,541. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 32,027. |

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

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 | 137,619. |
| b | Program-related investments - total from Part IX-B | 1b | 0. |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 137,619. |
| 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 | 5 | 140. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 137,479. |

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)

N/A

| | (a) Corpus | (b) Years prior to 2011 | (c) 2011 | (d) 2012 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2012 from Part XI, line 7 | | | | |
| 2 Undistributed income, if any, as of the end of 2012 | | | | |
| a Enter amount for 2011 only | | | | |
| b Total for prior years: | | | | |
| 3 Excess distributions carryover, if any, to 2012: | | | | |
| a From 2007 | | | | |
| b From 2008 | | | | |
| c From 2009 | | | | |
| d From 2010 | | | | |
| e From 2011 | | | | |
| f Total of lines 3a through e | | | | |
| 4 Qualifying distributions for 2012 from Part XII, line 4. ▶ \$ | | | | |
| 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 | | | | |
| e Remaining amount distributed out of corpus | | | | |
| 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: | | | | |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | | | | |
| 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 instr. | | | | |
| f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 | | | | |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) | | | | |
| 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 | | | | |
| 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a | | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2008 | | | | |
| b Excess from 2009 | | | | |
| c Excess from 2010 | | | | |
| d Excess from 2011 | | | | |
| e Excess from 2012 | | | | |

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

- 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 4942(j)(3) or 4942(j)(5)

| | Tax year | | | | (e) Total |
|---|----------|----------|---------------|----------|-----------|
| | (a) 2012 | (b) 2011 | Prior 3 years | | |
| | | | (c) 2010 | (d) 2009 | |
| 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 | 14,262. | 15,788. | 19,576. | 214. | 49,840. |
| b 85% of line 2a | 12,123. | 13,420. | 16,640. | 182. | 42,364. |
| c Qualifying distributions from Part XII, line 4 for each year listed | 137,619. | 28,866. | 7,941. | 31,085. | 205,511. |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | 0. | 0. | 0. | 0. | 0. |
| e Qualifying distributions made directly for active conduct of exempt activities | 137,619. | 28,866. | 7,941. | 31,085. | 205,511. |
| 3 Subtract line 2d from line 2c | | | | | |
| Complete 3a, b, or c for the alternative test relied upon: | | | | | |
| 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 | 21,351. | 23,792. | 22,878. | 21,019. | 89,040. |
| 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)(iii) | | | | | 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).)

JANE GOTTESMAN

- 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:

JANE GOTTESMAN, 510-548-5695
1518 HAWTHORNE TERRACE, BERKELEY, CA 94708

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

COMMON APPLICATION FORM

- c Any submission deadlines:

NONE

- 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 | | | | |
| NONE | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total | | | ▶ 3a | 0. |
| b Approved for future payment | | | | |
| NONE | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total | | | ▶ 3b | 0. |

Depreciation and Amortization 990-PF
 (Including Information on Listed Property)

2012

Attachment
 Sequence No 179

▶ See separate instructions. ▶ Attach to your tax return.

| | | |
|---|--|---|
| Name(s) shown on return GAME FACE PRODUCTIONS | Business or activity to which this form relates FORM 990-PF PAGE 1 | Identifying number 91-2037968 |
|---|--|---|

Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I

| | | |
|--|------|------------|
| 1 Maximum amount (see instructions) | 1 | 500,000. |
| 2 Total cost of section 179 property placed in service (see instructions) | 2 | |
| 3 Threshold cost of section 179 property before reduction in limitation | 3 | 2,000,000. |
| 4 Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0- | 4 | |
| 5 Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions | 5 | |
| 6 (a) Description of property (b) Cost (business use only) (c) Elected cost | | |
| | | |
| | | |
| | | |
| | | |
| 7 Listed property Enter the amount from line 29 | 7 | |
| 8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7 | 8 | |
| 9 Tentative deduction Enter the smaller of line 5 or line 8 | 9 | |
| 10 Carryover of disallowed deduction from line 13 of your 2011 Form 4562 | 10 | |
| 11 Business income limitation Enter the smaller of business income (not less than zero) or line 5 | 11 | |
| 12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11 | 12 | |
| 13 Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12 | ▶ 13 | |

Note: Do not use Part II or Part III below for listed property. Instead, use Part V

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property)

| | | |
|---|----|--------|
| 14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year | 14 | 2,065. |
| 15 Property subject to section 168(f)(1) election | 15 | |
| 16 Other depreciation (including ACRS) | 16 | |

Part III MACRS Depreciation (Do not include listed property.) (See instructions)

Section A

| | | |
|---|----|--|
| 17 MACRS deductions for assets placed in service in tax years beginning before 2012 | 17 | |
| 18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/> | | |

Section B - Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

| (a) Classification of property | (b) Month and year placed in service | (c) Basis for depreciation (business/investment use only - see instructions) | (d) Recovery period | (e) Convention | (f) Method | (g) Depreciation deduction |
|--------------------------------|--------------------------------------|--|---------------------|----------------|------------|----------------------------|
| 19a 3-year property | | | | | | |
| b 5-year property | | 2,063. | 5 YRS. | HY | 200DB | 413. |
| c 7-year property | | | | | | |
| d 10-year property | | | | | | |
| e 15-year property | | | | | | |
| f 20-year property | | | | | | |
| g 25-year property | | | 25 yrs | | S/L | |
| h Residential rental property | / | | 27 5 yrs | MM | S/L | |
| | / | | 27 5 yrs. | MM | S/L | |
| i Nonresidential real property | / | | 39 yrs | MM | S/L | |
| | / | | | MM | S/L | |

Section C - Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

| | | | | | | |
|----------------|---|--|--------|----|-----|--|
| 20a Class life | | | | | S/L | |
| b 12-year | | | 12 yrs | | S/L | |
| c 40-year | / | | 40 yrs | MM | S/L | |

Part IV Summary (See instructions)

| | | |
|--|----|--------|
| 21 Listed property Enter amount from line 28 | 21 | |
| 22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr | 22 | 2,478. |
| 23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs | 23 | |

Part V **Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement)
Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles)

| 24a Do you have evidence to support the business/investment use claimed? <input type="checkbox"/> Yes <input type="checkbox"/> No | | 24b If "Yes," is the evidence written? <input type="checkbox"/> Yes <input type="checkbox"/> No | | | | | | |
|---|-------------------------------|--|----------------------------|--|------------------------|--------------------------|-------------------------------|---------------------------------|
| (a) Type of property (list vehicles first) | (b) Date placed in service | (c) Business/investment use percentage | (d) Cost or other basis | (e) Basis for depreciation (business/investment use only) | (f) Recovery period | (g) Method/Convention | (h) Depreciation deduction | (i) Elected section 179 cost |
| 25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use | | | | | | | 25 | |
| 26 Property used more than 50% in a qualified business use | | | | | | | | |
| | | % | | | | | | |
| | | % | | | | | | |
| | | % | | | | | | |
| 27 Property used 50% or less in a qualified business use | | | | | | | | |
| | | % | | | | S/L - | | |
| | | % | | | | S/L - | | |
| | | % | | | | S/L - | | |
| 28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1 | | | | | | | 28 | |
| 29 Add amounts in column (i), line 26. Enter here and on line 7, page 1 | | | | | | | | 29 |

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

| | (a) Vehicle | | (b) Vehicle | | (c) Vehicle | | (d) Vehicle | | (e) Vehicle | | (f) Vehicle | |
|---|----------------|----|----------------|----|----------------|----|----------------|----|----------------|----|----------------|----|
| | Yes | No | Yes | No | Yes | No | Yes | No | Yes | No | Yes | No |
| 30 Total business/investment miles driven during the year (do not include commuting miles) | | | | | | | | | | | | |
| 31 Total commuting miles driven during the year | | | | | | | | | | | | |
| 32 Total other personal (noncommuting) miles driven | | | | | | | | | | | | |
| 33 Total miles driven during the year Add lines 30 through 32 | | | | | | | | | | | | |
| 34 Was the vehicle available for personal use during off-duty hours? | | | | | | | | | | | | |
| 35 Was the vehicle used primarily by a more than 5% owner or related person? | | | | | | | | | | | | |
| 36 Is another vehicle available for personal use? | | | | | | | | | | | | |

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

| | | | |
|--|--|-----|----|
| 37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees? | | Yes | No |
| 38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners | | | |
| 39 Do you treat all use of vehicles by employees as personal use? | | | |
| 40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received? | | | |
| 41 Do you meet the requirements concerning qualified automobile demonstration use? | | | |

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

Part VI **Amortization**

| (a) Description of costs | (b) Date amortization begins | (c) Amortizable amount | (d) Code section | (e) Amortization period or percentage | (f) Amortization for this year |
|--|---------------------------------|---------------------------|---------------------|--|-----------------------------------|
| 42 Amortization of costs that begins during your 2012 tax year | | | | | |
| | | | | | |
| 43 Amortization of costs that began before your 2012 tax year | | | | | 43 |
| 44 Total. Add amounts in column (f). See the instructions for where to report | | | | | 44 |

2012 DEPRECIATION AND AMORTIZATION REPORT
 - CURRENT YEAR FEDERAL - GAME FACE PRODUCTIONS

| Asset No | Description | Date Acquired | Method | Life | Line No | Unadjusted Cost Or Basis | Bus % Excl | Reduction In Basis | Basis For Depreciation | Accumulated Depreciation | Current Sec 179 | Current Year Deduction |
|----------|--|---------------|--------|------|---------|--------------------------|------------|--------------------|------------------------|--------------------------|-----------------|------------------------|
| 2 | OFFICE EQUIPMENT - AIR CONDITIONER | 073101 | 200DB | 7.00 | 17 | 681. | | | 681. | 681. | | 0. |
| 3 | OFFICE FURNITURE - 2 DESKS, 2 CHAIRS | 111301 | 200DB | 7.00 | 17 | 4,381. | | | 4,381. | 4,381. | | 0. |
| 4 | COMPUTER EQUIPMENT | 010101 | 200DB | 5.00 | 17 | 6,661. | | | 6,661. | 6,661. | | 0. |
| 5 | MAC | 041802 | 200DB | 5.00 | 17 | 1,914. | | 574. | 1,340. | 1,340. | | 0. |
| 6 | EPSON SCANNER | 051602 | 200DB | 5.00 | 17 | 432. | | 130. | 302. | 302. | | 0. |
| 7 | CANNON DIGITAL CAMERA MEMORY | 090802 | 200DB | 5.00 | 17 | 1,375. | | 413. | 962. | 962. | | 0. |
| 8 | COMPUTER EQUIPMENT MAC IBOOK LAPTOP / | 032603 | 200DB | 5.00 | 17 | 2,280. | | 684. | 1,596. | 1,596. | | 0. |
| 9 | POWERBOOK LAPTOP MEMORY FOR IBOOK | 052604 | 200DB | 5.00 | 17 | 3,902. | | 1,951. | 1,951. | 1,951. | | 0. |
| 10 | LAPTOP MEMORY FOR | 062304 | 200DB | 5.00 | 17 | 609. | | 305. | 304. | 304. | | 0. |
| 11 | POWERBOOK LAPTOP OFFICE FURNITURE - | 083104 | 200DB | 5.00 | 17 | 652. | | 326. | 326. | 326. | | 0. |
| 14 | SOFA | 080712 | 200DB | 5.00 | 19B | 2,941. | | 1,471. | 1,470. | | | 1,765. |
| 15 | OFFICE FURNITURE - CHAIR | 102612 | 200DB | 5.00 | 19B | 1,187. | | 594. | 593. | | | 713. |
| | * TOTAL 990-PF PG 1 DEPR | | | | | 27,015. | | 6,448. | 20,567. | 18,504. | 0. | 2,478. |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|---------------------------------------|--------------|----------------------------|----------------------|
| 345 BROADWAY LLC DIVIDEND FROM K-1 | 1,475. | 0. | 1,475. |
| 345 BROADWAY LLC INTEREST FROM K-1 | 15,615. | 0. | 15,615. |
| UBS - DIVIDEND | 4. | 0. | 4. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 17,094. | 0. | 17,094. |

FORM 990-PF OTHER INCOME STATEMENT 2

| DESCRIPTION | (A) REVENUE PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME |
|---|-----------------------------|-----------------------------------|-------------------------------|
| 345 BROADWAY LLC K-1 OTHER INCOME/(LOSS) | <2,957.> | <2,957.> | <2,957.> |
| FEE INCOME | 125. | 0. | 125. |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | <2,832.> | <2,957.> | <2,832.> |

FORM 990-PF ACCOUNTING FEES STATEMENT 3

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| ACCOUNTING FEES | 1,238. | 0. | 0. | 1,238. |
| TO FORM 990-PF, PG 1, LN 16B | 1,238. | 0. | 0. | 1,238. |

FORM 990-PF TAXES STATEMENT 4

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| FOREIGN TAX PAID | 187. | 187. | 0. | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 187. | 187. | 0. | 0. |

FORM 990-PF OTHER EXPENSES STATEMENT 5

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| INSURANCE | 455. | 0. | 0. | 455. |
| DESIGN WORK | 30,016. | 0. | 0. | 30,016. |
| PHOTOGRAPHY EXPENSE | 24,294. | 0. | 0. | 24,294. |
| MISCELLANEOUS EXPENSE | 331. | 0. | 0. | 331. |
| OFFICE SUPPLIES | 826. | 0. | 0. | 826. |
| ADVERTISING | 977. | 0. | 0. | 977. |
| DUES & SUBSCRIPTIONS | 1,099. | 0. | 0. | 1,099. |
| MEALS & ENTERTAINMENT | 88. | 0. | 0. | 88. |
| MARKETING CONSULTING | 10,141. | 0. | 0. | 10,141. |
| PROJECT MANAGEMENT EXPENSE | 45,938. | 0. | 0. | 45,938. |
| LICENSES & FEES | 1,140. | 0. | 0. | 1,140. |
| WRITING | 6,794. | 0. | 0. | 6,794. |
| OTHER CONSULTING | 7,122. | 0. | 0. | 7,122. |
| POSTAGE & DELIVERY | 1,464. | 0. | 0. | 1,464. |
| TELECOMMUNICATION | 1,690. | 0. | 0. | 1,690. |
| PRINTING & REPRODUCTION | 592. | 0. | 0. | 592. |
| TO FORM 990-PF, PG 1, LN 23 | 132,967. | 0. | 0. | 132,967. |

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 6

| DESCRIPTION | COST OR OTHER BASIS | ACCUMULATED DEPRECIATION | BOOK VALUE | FAIR MARKET VALUE |
|---|------------------------|-----------------------------|------------|----------------------|
| OFFICE EQUIPMENT - AIR CONDITIONER | 681. | 681. | 0. | 0. |
| OFFICE FURNITURE - 2 DESKS, 2 CHAIRS | 4,381. | 4,381. | 0. | 0. |
| COMPUTER EQUIPMENT MAC | 6,661. 1,914. | 6,661. 1,914. | 0. 0. | 0. 0. |

GAME 'FACE' PRODUCTIONS

91-2037968

| | | | | |
|---------------------------|---------|---------|--------|--------|
| EPSON SCANNER | 432. | 432. | 0. | 0. |
| CANNON DIGITAL CAMERA | | | | |
| MEMORY | 1,375. | 1,375. | 0. | 0. |
| COMPUTER EQUIPMENT | 2,280. | 2,280. | 0. | 0. |
| MAC IBOOK LAPTOP / | | | | |
| POWERBOOK LAPTOP | 3,902. | 3,902. | 0. | 0. |
| MEMORY FOR IBOOK LAPTOP | 609. | 609. | 0. | 0. |
| MEMORY FOR POWERBOOK | | | | |
| LAPTOP | 652. | 652. | 0. | 0. |
| OFFICE FURNITURE - SOFA | 2,941. | 1,765. | 1,176. | 1,176. |
| OFFICE FURNITURE - CHAIR | 1,187. | 713. | 474. | 474. |
| TO 990-PF, PART II, LN 14 | 27,015. | 25,365. | 1,650. | 1,650. |

| | | | |
|-------------|-------------------|-----------|---|
| FORM 990-PF | OTHER INVESTMENTS | STATEMENT | 7 |
|-------------|-------------------|-----------|---|

| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|--|------------------|------------|-------------------|
| INVESTMENT IN 345 BROADWAY LLC | COST | 564,562. | 575,179. |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | | 564,562. | 575,179. |

FORM 990-PF LOANS PAYABLE TO OFFICER'S, DIRECTOR'S, ETC. STATEMENT 8

LENDER'S NAME AND TITLE

JANE GOTTESMAN, CEO

| DATE OF NOTE | MATURITY DATE | INTEREST RATE | TERMS OF REPAYMENT |
|--------------|---------------|---------------|--------------------|
| 12/04/12 | | .00% | |

| SECURITY PROVIDED BY BORROWER | PURPOSE OF LOAN |
|-------------------------------|--------------------|
| NONE | SHORT TERM FUNDING |

| DESCRIPTION OF CONSIDERATION | FMV OF CONSIDERATION | ORIGINAL LOAN AMOUNT | BALANCE DUE |
|--|----------------------|----------------------|-------------|
| CASH | 30,000. | 30,000. | 30,000. |
| TOTAL TO FORM 990-PF, PART II, LINE 20, COLUMN B | | | 30,000. |

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 9

ACTIVITY ONE

THE FOUNDATION HAS BEEN DEVELOPING A PHOTOGRAPHY EXHIBITION, BOOK AND MULTIDISCIPLINARY ENGAGEMENT PROJECT FOR THE PURPOSE OF PROMOTING AND SUPPORTING PUBLIC AWARENESS OF THE PARTICIPATION OF GIRLS AND WOMEN IN SOCIETY.

| | EXPENSES |
|-----------------------------------|----------|
| TO FORM 990-PF, PART IX-A, LINE 1 | 129,997. |

2012 DEPRECIATION AND AMORTIZATION REPORT
FORM 990-PF PAGE 1

990-PF

| Asset No | Description | Date Acquired | Method | Life | Line No | Unadjusted Cost Or Basis | Bus % Excl | Reduction In Basis | Basis For Depreciation | Accumulated Depreciation | Current Sec 179 | Current Year Deduction |
|----------|--|---------------|--------|------|---------|--------------------------|------------|--------------------|------------------------|--------------------------|-----------------|------------------------|
| 2 | OFFICE EQUIPMENT - AIR CONDITIONER | 073101200DB | 7.00 | 17 | 681. | | | | 681. | 681. | | 0. |
| 3 | OFFICE FURNITURE - 2 DESKS, 2 CHAIRS | 111301200DB | 7.00 | 17 | 4,381. | | | | 4,381. | 4,381. | | 0. |
| 4 | COMPUTER EQUIPMENT | 010101200DB | 5.00 | 17 | 6,661. | | | | 6,661. | 6,661. | | 0. |
| 5 | MAC | 041802200DB | 5.00 | 17 | 1,914. | | 574. | | 1,340. | 1,340. | | 0. |
| 6 | EPSON SCANNER | 051602200DB | 5.00 | 17 | 432. | | 130. | | 302. | 302. | | 0. |
| 7 | CANNON DIGITAL CAMERA MEMORY | 090802200DB | 5.00 | 17 | 1,375. | | 413. | | 962. | 962. | | 0. |
| 8 | COMPUTER EQUIPMENT MAC IBOOK LAPTOP / | 032603200DB | 5.00 | 17 | 2,280. | | 684. | | 1,596. | 1,596. | | 0. |
| 9 | POWERBOOK LAPTOP MEMORY FOR IBOOK | 052604200DB | 5.00 | 17 | 3,902. | | 1,951. | | 1,951. | 1,951. | | 0. |
| 10 | LAPTOP MEMORY FOR | 062304200DB | 5.00 | 17 | 609. | | 305. | | 304. | 304. | | 0. |
| 11 | POWERBOOK LAPTOP OFFICE FURNITURE - | 083104200DB | 5.00 | 17 | 652. | | 326. | | 326. | 326. | | 0. |
| 14 | SOFA | 080712200DB | 5.00 | 19B | 2,941. | | 1,471. | | 1,470. | | | 1,765. |
| 15 | OFFICE FURNITURE - CHAIR | 102612200DB | 5.00 | 19B | 1,187. | | 594. | | 593. | | | 713. |
| | * TOTAL 990-PF PG 1 DEPR | | | | 27,015. | | 6,448. | | 20,567. | 18,504. | 0. | 2,478. |

(D) - Asset disposed * ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

Application for Extension of Time To File an Exempt Organization Return

▶ **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.

| | | |
|--|---|--|
| Type or print | Name of exempt organization or other filer, see instructions. GAME FACE PRODUCTIONS | Employer identification number (EIN) or 91-2037968 |
| File by the due date for filing your return See instructions | Number, street, and room or suite no. If a P.O. box, see instructions. 100 WASHINGTON STREET | Social security number (SSN) |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEWARK, NJ 07102 | |

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

0 4

| 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 (sec. 401(a) or 408(a) trust) | 05 | Form 6069 | 11 |
| Form 990-T (trust other than above) | 06 | Form 8870 | 12 |

JANE GOTTESMAN - 1518 HAWTHORNE TERRACE, BERKELEY, CA -

- The books are in the care of ▶ 94708
 Telephone No. ▶ 973-643-7700 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 AUGUST 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 _____, and ending _____

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>200.00</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>47.00</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>153.00</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 **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).

| | | |
|---|--|--|
| Type or print File by the due date for filing your return See instructions | Name of exempt organization or other filer, see instructions. GAME FACE PRODUCTIONS | Enter filer's identifying number, see instructions Employer identification number (EIN) or 91-2037968 |
| | Number, street, and room or suite no. If a P.O. box, see instructions. 100 WASHINGTON STREET | Social security number (SSN) |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions NEWARK, NJ 07102 | |

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 (sec. 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.

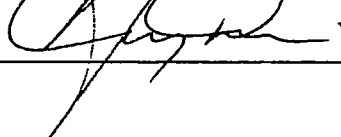
- The books are in the care of **JANE GOTTESMAN 1518 HAWTHORNE TERRACE, BERKELEY CA**
Telephone No. **973-643-7700** FAX No.
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group 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.

- I request an additional 3-month extension of time until **NOVEMBER 15**, 20**13**.
- For calendar year **2012**, or other tax year beginning , 20, and ending , 20.
- If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period
- State in detail why you need the extension **ALL OF THE INFORMATION NEEDED TO PREPARE A COMPLETE AND ACCURATE RETURN HAS YET TO BE RECEIVED FROM THIRD PARTIES.**

| | | |
|--|--------------|------|
| 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 \$ | 200 |
| 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 and any amount paid previously with Form 8868. | 8b \$ | 200 |
| c 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 \$ | 0.00 |

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  Title **SECRETARY** Date **8/5/13**