EXTENSION GRANTED TO 11/15/2013

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: CERES FOUNDATION

A Employer identification number: 91-2170962

Number and street (or P O box number if mail is not delivered to street address): 18606 RELIANT DRIVE | Room/suite

B Telephone number: N/A

City or town, state, and ZIP code: GAITHERSBURG, MD 20879

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 26,185,976.

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

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))

		(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			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	75.	75.		STATEMENT 1
	4 Dividends and interest from securities	496,111.	496,111.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	892,758.			
	b Gross sales price for all assets on line 6a 6,163,835.				
	7 Capital gain net income (from Part IV, line 2)		892,758.		
	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 or (loss)				
	11 Other income	203,090.	199,975.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	1,592,034.	1,588,919.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	126,000.	0.		126,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	46,257.	0.		46,257.
	16a Legal fees				
	b Accounting fees STMT 4	17,525.	0.		8,763.
	c Other professional fees STMT 5	79,647.	71,682.		7,965.
	17 Interest				
	18 Taxes STMT 6	8,359.	8,359.		0.
	19 Depreciation and depletion	274.	0.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	2,596.	0.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	280,658.	80,041.		188,985.
	25 Contributions, gifts, grants paid	898,500.			898,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,179,158.	80,041.		1,087,485.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	412,876.			
	b **Net investment income** (if negative, enter -0-)		1,508,878.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing		75,813.	75,813.
2 Savings and temporary cash investments	1,557,801.	318,207.	318,207.
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 STMT 8	3,399,838.	3,519,023.	4,406,902.
c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other STMT 9	18,199,874.	19,634,644.	21,384,643.
14 Land, buildings, and equipment: basis ▶ 2,955.			
Less accumulated depreciation STMT 10▶ 2,544.	685.	411.	411.
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers)	23,158,198.	23,548,098.	26,185,976.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	23,158,198.	23,548,098.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30 **Total net assets or fund balances**	23,158,198.	23,548,098.	
31 **Total liabilities and net assets/fund balances**	23,158,198.	23,548,098.	

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	23,158,198.
2 Enter amount from Part I, line 27a	2	412,876.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	23,571,074.
5 Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	5	22,976.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	23,548,098.

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				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	6,163,835.		5,655,724.	892,758.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				892,758.

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 — 892,758.

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 — N/A

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	1,448,068.	24,644,549.	.058758
2010	1,136,106.	27,036,725.	.042021
2009	1,447,222.	26,505,970.	.054600
2008	1,331,580.	22,973,535.	.057961
2007	1,245,891.	27,501,715.	.045302

2	**Total** of line 1, column (d)	2	.258642
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	.051728
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	25,196,671.
5	Multiply line 4 by line 3	5	1,303,373.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	15,089.
7	Add lines 5 and 6	7	1,318,462.
8	Enter qualifying distributions from Part XII, line 4	8	1,087,485.

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 ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ **(attach copy of letter if necessary-see instructions)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	30,178.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	30,178.
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	30,178.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	21,585.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	16,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	37,585.
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	
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	7,407.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶		7,407. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a 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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 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? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NONE			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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 ▶ FOUNDATIONCENTER.ORG/GRANTMAKER/CERES

14 The books are in care of ▶ WRIGHT FORD YOUNG & CO. Telephone no. ▶ (949) 910-2727

Located at ▶ 16140 SAND CANYON AVENUE, IRVINE, CA ZIP+4 ▶ 92618

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

			Yes	No
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 ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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? ☐ 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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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? ☐ Yes ☒ 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.) N/A	2b		
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? ☐ 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.)* N/A	3b		
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)? N/A **5b**

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).

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? **6b** X (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? N/A **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
DANIEL C. MILDER 18606 RELIANT DRIVE GAITHERSBURG, MD 20879	PRESIDENT 20.00	126,000.	46,257.	0.
DONALD B. MILDER 18606 RELIANT DRIVE GAITHERSBURG, MD 20879	CFO 1.00	0.	0.	0.
TERRI L. MILDER 18606 RELIANT DRIVE GAITHERSBURG, MD 20879	SECRETARY 1.00	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 N/A	
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	17,823,914.
b	Average of monthly cash balances	1b	703,229.
c	Fair market value of all other assets	1c	7,053,234.
d	**Total** (add lines 1a, b, and c)	1d	25,580,377.
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	25,580,377.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	383,706.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	25,196,671.
6	**Minimum investment return.** Enter 5% of line 5	6	1,259,834.

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	1,259,834.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 30,178.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	30,178.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,229,656.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,229,656.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,229,656.

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	1,087,485.
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	1,087,485.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,087,485.

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				1,229,656.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011 241,128.				
f Total of lines 3a through e	241,128.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 1,087,485.				
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				1,087,485.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	142,171.			142,171.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	98,957.			
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 instr.			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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	98,957.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011 98,957.				
e Excess from 2012				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
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)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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).)

DONALD B. MILDER

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	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
a *Paid during the year*				
SEE GRANT DETAILS ATTACHED	NONE	501(C)(3)	GEN. OPERATIONS	898,500.
Total			▶ 3a	898,500.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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			14	75.	
4 Dividends and interest from securities			14	496,111.	
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			14	203,090.	
8 Gain or (loss) from sales of assets other than inventory			18	892,758.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,592,034.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,592,034.

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

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Daniel C. Milder — Signature of officer or trustee; Date: 11/5/14; Title: Executive Director

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CHERYL J. SCHAFFER, C.P.A., M.S.T.		10/29/13		P00066920
Firm's name ▶ WRIGHT FORD YOUNG & CO. CPA'S			Firm's EIN ▶ 95-3288054	
Firm's address ▶ 16140 SAND CANYON AVENUE IRVINE, CA 92618-3715			Phone no. (949) 910-2727	

Form 990-PF (2012)

223622
12-05-12

THE CERES FOUNDATION
ATTACHMENT INDEX

Description	Attachment Number
Asset List with Cost Basis and FMV as of 12/31/2012	1
Securities Realized Gain/(Loss) Detail for the year ended 12/31/2012	2
Details of Grants Paid for the year ended 12/31/2012	3

ATTACHMENT 1
Asset List with Cost Basis and FMV as of 12/31/2012

Luminous Capital

Ceres Foundation

Asset List as of 12/31/2012

	Cost Basis at 12/31/12	FMV as of 12/31/12
Cash		
Undeposited Income	$ 75,813	$ 75,813
Total	*$ 75,813*	*$ 75,813*
Money Market		
Fidelity Treasury Fund (FDUXX)	$ 318,107	$ 318,107
Fidelity MMKT Portfolio (FMPXX)	$ 100	$ 100
Total	*$ 318,207*	*$ 318,207*
Mutual Funds		
DoubleLine Total Return (DBLTX)	$ 1,224,585	$ 1,253,344
FPA Crescent (FPACX)	$ 1,106,580	$ 1,245,977
IVA Worldwide (IVWIX)	$ 882,238	$ 1,241,421
JP Morgan Strategic Income (HDCSX)	$ 1,380,908	$ 991,685
PIMCO All Asset All Authority (PAUIX)	$ 528,199	$ 577,402
PIMCO Income Fund Institutional Fund (PIMIX)	$ 1,307,985	$ 1,469,468
Templeton Global Bond (TGBAX)	$ 654,994	$ 717,614
Yacktman Focused (YAFFX)	$ 1,975,943	$ 2,279,666
Total	*$ 9,061,432*	*$ 9,776,577*
Stocks		
OEF	$ 1,235,752	$ 1,440,905
EEM	$ 668,821	$ 1,136,469
ACWI	$ 619,075	$ 631,290
SPY	$ 995,375	$ 1,198,238
Total	*$ 3,519,023*	*$ 4,406,902*
Alternative Investments		
LC Special Situations Fund, LP ($1mm commitment)	$ 452,137	$ 1,013,923
LC Senior Credit Fund - A, LP ($1.5mm commitment)	$ -	$ -
LC Distressed Credit Opportunities Fund - A, LP ($1mm commitment)	$ 935,151	$ 1,069,218
LC Net Lease Income Fund, LP ($1mm commitment)	$ 883,608	$ 963,125
US Farming Realty Trust, LP ($1mm commitment)	$ 976,339	$ 1,067,466
LC Special Situations Fund II - A, LP ($1mm commitment)	$ 177,939	$ 179,348
LC Pacific Coast Capital Partners Equity VI, LP ($1mm commitment)	$ 460,092	$ 454,234
LC Global Asset Allocation Fund, LP ($4mm commitment)	$ 4,051,607	$ 4,084,266
LC Global Credit Opportunities Fund (C), Ltd	$ 1,347,223	$ 1,418,285
LC Golub Capital VII, LP ($1mm commitment)	$ 808,800	$ 874,450
LC Direct Lending Fund, LP ($1mm commitment)	$ 480,316	$ 483,751
Total	*$ 10,573,212*	*$ 11,608,066*
TOTAL	**$ 23,547,687**	**$ 26,185,565**

Luminous Capital, LLC

	Cost Basis at 12/31/12	FMV as of 12/31/12
Other Assets (Outside of Luminous Capital, LLC)		
Computer	$ 2,955	$ 2,955
LESS: Accumulated Depreciation	$ (2,544)	$ (2,544)
Total	*$ 411*	*$ 411*
GRAND TOTAL	**$ 23,548,098**	**$ 26,185,976**

ATTACHMENT 2

Securities Realized Gain/(Loss) Detail for the year ended 12/31/2012

Fidelity INVESTMENTS

2012 Informational Tax Reporting Statement

CERES FOUNDATION

Account No [redacted] Customer Service 888-201-3726
Recipient ID No **91-2170962** Payer's Fed ID Number: 04-3523567

2012 Proceeds from Broker and Barter Exchange Transactions*

Short-term transactions

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
NUVEEN TRADEWINDS GLOBAL ALLCAP CL I, NWGRX, 67065W761										
Sale	03/14/12	03/21/11	22,026 432	571,572 06	650,000 00	-78,427 94				
Sale	03/14/12	12/16/11	967 314	25,101 19	23,737 89	1,363 30				
Sale	03/14/12	12/16/11	529 747	13,746 60	13,000 00	746 60				
Sale	03/14/12	12/30/11	336 770	8,738 97	8,176 77	562 20				
Subtotals				**619,158.82**	**694,914.66**					
TOTALS				**619,158.82**	**694,914.66**			**0.00**		
		Short-Term Realized Gain				**2,672.10**				
		Short-Term Realized Loss				**-78,427.94**				
		Wash Sale Loss Disallowed					**0.00**			

Fidelity INVESTMENTS

2012 Informational Tax Reporting Statement

CERES FOUNDATION

Account No [redacted] Customer Service 888-201-3726

Recipient ID No **91-2170962** Payer's Fed ID Number 04-3523567

2012 Proceeds from Broker and Barter Exchange Transactions*

Long-term transactions

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
BARCLAYS BANK PLC IPATH ETN 12/06/36 DJ-, DJP, 06738C778										
Sale	04/27/12	06/02/09	10,700 000	447,778 35	415,909.00	31,869 35				
Sale	04/27/12	06/02/09	2,160 000	90,392 64	83,980 80	6,411 84				
Subtotals				**538,170.99**	**499,889.80**					
FPA CRESCENT INSTL, FPACX, 30254T759										
Sale	10/31/12	12/15/06	6,298 114	179,370 29	176,662 10	2,708 19				
Sale	10/31/12	12/25/06	1,280 877	36,479 38	35,480 30	999 08				
Sale	10/31/12	12/25/06	446 318	12,725 38	12,376 85	348 53				
Sale	10/31/12	12/25/06	59 576	1,696 72	1,650 25	46 47				
Sale	10/31/12	07/06/07	1,347 000	38,362 56	37,258 02	1,104 54				
Sale	10/31/12	07/06/07	1,590 000	45,283 20	43,979 40	1,303 80				
Sale	10/31/12	10/09/07	5,825 646	165,914 38	160,438 29	5,476 09				
Sale	10/31/12	07/07/11	594 845	16,941 19	16,655 65	285 54				
Sale	10/31/12	07/07/11	113 304	3,226 90	3,172 51	54 39				
Sale	11/14/12	10/09/07	7,135 212	200,000 00	196,503 74	3,496 26				
Sale	12/20/12	10/09/07	15,218 126	450,000 00	419,107.17	30,892 83				
Subtotals				**1,150,000.00**	**1,103,284.28**					
IVA WORLDWIDE FUND CL I, IVWIX, 45070A206										
Sale	10/31/12	10/23/08	15,015 229	242,787 15	166,669 04	76,118 11				
Sale	10/31/12	12/23/08	654 649	10,585 28	7,783 78	2,801.50				
Sale	10/31/12	12/16/09	3,685 977	59,600 01	54,331 30	5,268.71				
Sale	10/31/12	12/16/09	1,432 331	23,159 92	21,112 56	2,047 36				

Fidelity INVESTMENTS

2012 Informational Tax Reporting Statement

CERES FOUNDATION

Account No [redacted] Customer Service 888-201-3726
Recipient ID No **91-2170962** Payer's Fed ID Number 04-3523567

2012 Proceeds from Broker and Barter Exchange Transactions*

Long-term transactions

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
IVA WORLDWIDE FUND CL I, IVWIX, 45070A206										
Sale	10/31/12	12/15/10	1,744 512	28,207 70	28,906 57	-698 87				
Sale	10/31/12	12/15/10	1,425 265	23,045 67	23,616.64	-570 97				
Sale	10/31/12	12/15/10	779 205	12,599 27	12,911 43	-312 16				
Sale	11/14/12	10/23/08	12,515 645	199,985 00	138,923 66	61,061 34				
Sale	12/20/12	10/23/08	17,254 398	276,060 38	191,523 82	84,536 56				
Sale	12/20/12	12/14/11	5,142 078	82,270 28	77,491 11	4,779 17				
Sale	12/20/12	12/14/11	2,156 189	34,497 78	32,493 77	2,004 01				
Sale	12/20/12	12/14/11	1,384 835	22,156 56	20,869 46	1,287 10				
Subtotals				**1,014,955.00**	**776,633.14**					
PIMCO ALL ASSET ALL AUTHORITY-INSTIT CL, PAUIX, 72200Q182										
Sale	10/31/12	06/02/09	56,892 488	639,468 02	571,070 69	68,397 33				
Sale	10/31/12	09/17/09	891 448	10,019 82	9,420 58	599 24				
Sale	10/31/12	10/05/09	46,641 791	524,250 89	499,893 55	24,357 34				
Sale	10/31/12	11/02/09	102,135 562	1,147,997 49	1,099,766 90	48,230 59				
Sale	10/31/12	12/30/09	12,262 324	137,827 77	125,660 83	12,166 94				
Sale	10/31/12	03/18/10	1,925 756	21,645 38	20,042 73	1,602 65				
Sale	10/31/12	06/17/10	2,432 389	27,339 90	25,783 32	1,556 58				
Sale	10/31/12	09/16/10	2,450 707	27,545 80	26,908 76	637 04				
Sale	10/31/12	12/08/10	661 877	7,439 46	7,207 84	231 62				
Sale	10/31/12	12/31/10	10,643 995	119,637.85	112,507 03	7,130.82				
Sale	10/31/12	03/17/11	1,778 074	19,985.44	18,972 05	1,013.39				

Fidelity INVESTMENTS

2012 Informational Tax Reporting Statement

CERES FOUNDATION

Account No [redacted] Customer Service 888-201-3726
Recipient ID No **91-2170962** Payer's Fed ID Number. 04-3523567

2012 Proceeds from Broker and Barter Exchange Transactions*

Long-term transactions

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
PIMCO ALL ASSET ALL AUTHORITY-INSTIT CL, PAUIX, 72200Q182										
Sale	10/31/12	06/16/11	2,846 874	31,998 69	30,860 11	1,138 58				
Sale	10/31/12	09/15/11	3,098 637	34,828 49	32,907 53	1,920 96				
Subtotals				**2,749,985.00**	**2,581,001.92**					
TOTALS				**5,453,110.99**	**4,960,809.14**			**0.00**		
	Long-Term Realized Gain					**493,883.85**				
	Long-Term Realized Loss					**-1,582.00**				
	Wash Sale Loss Disallowed						**0.00**			

(a) Cost or other basis provided may include adjustments including, but not limited to, dividend reinvestment, return of capital/principal, wash sale loss disallowed, amortization, accretion, acquisition premium, bond premium, market discount, market premium, and option premium

(b) Gross proceeds less commissions

ATTACHMENT 3
Details of Grants Paid for the year ended 12/31/2012

CERES FOUNDATION

GRANTS PAID FOR THE YEAR ENDED DECEMBER 31, 2012

RECIPIENTS E. I. N.	GRANT RECIPIENTS NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT	AMOUNT OF CASH GRANT
04-2962882	**COMMUNITY ADOLESCENT RESOURCES AND EDUCATION CENTER, INC.** 247 CABOT STREET, SUITE 1 HOLYOKE MA 01040-3927	509(a)(2) under 501(c)(3)	General Operations	165,000 00
20-2820261	**SOUTH CENTRAL SCHOLARS FOUNDATION** 29000 S WESTERN AVENUE, SUITE 401 RANCHO PALOS VERDES CA 90275-0818	509(a)(1) under 501(c)(3)	General Operations	100,000 00
56-0547491	**TRIANGLE FAMILY SERVICES, INC.** 3937 WESTERN BOULEVARD RALEIGH NC 27606-1936	509(a)(1) under 501(c)(3)	General Operations	100,000 00
93-1154323	**NATIONAL ASSOC. FOR THE EDUCATION OF HOMELESS CHILDRENS AND YOUTH** P.O. BOX 26274 MINNEAPOLIS MN 55426	509(a)(2) under 501(c)(3)	General Operations	80,000 00
04-3602577	**SEATTLE EDUCATION ACCESS** 6920 ROOSEVELT WAY, N E , SUITE 355 SEATTLE WA 98115-6635	509(a)(1) under 501(c)(3)	General Operations	60,000 00
53-0196588	**DAVIS MEMORIAL GOODWILL INDUSTRIES** 2200 SOUTH DAKOTA AVENUE, N E WASHINGTON DC 20018-1622	509(a)(2) under 501(c)(3)	General Operations	58,500 00
52-1594479	**J H P, INC.** 1526 PENNSYLVANIA AVENUE, S E WASHINGTON DC 20003-3117	509(a)(1) under 501(c)(3)	General Operations	50,000 00
94-3187806	**EASTSIDE COLLEGE PREPARATORY SCHOOL, INC.** 1041 MYRTLE STREET EAST PALO ALTO CA 94303-2012	School under 501(c)(3)	General Operations	40,000 00
91-2154198	**SANCTUARY ART CENTER** 1604 N E. 50TH STREET SEATTLE WA 98105-4223	509(a)(1) under 501(c)(3)	General Operations	35,000.00
94-3146280	**HOMELESS PRENATAL PROGRAM, INC.** 2500 18TH STREET SAN FRANCISCO CA 94110-2109	509(a)(1) under 501(c)(3)	General Operations	30,000 00
34-1621291	**PLANNED LIFE ASSISTANCE NETWORK OF NORTHEAST OHIO** 5010 MAYFIELD ROAD, SUITE 304 LYNDHURST OH 44124-2695	509(a)(2) under 501(c)(3)	General Operations	30,000.00
94-3203203	**JUMA VENTURES** 131 STEUART STREET, SUITE 201 SAN FRANCISCO CA 94105-1230	509(a)(1) under 501(c)(3)	General Operations	25,000 00
68-0404790	**LIFT THE CHILDREN** 4700 ROSEVILLE ROAD NORTH HIGHLANDS CA 95660-5143	509(a)(1) under 501(c)(3)	General Operations	25,000 00
95-4515019	**NEW VISIONS FOUNDATION** 3131 OLYMPIC BOULEVARD SANTA MONICA CA 90404-5002	School under 501(c)(3)	General Operations	25,000.00
52-1938443	**URBAN ALLIANCE FOUNDATION, INC.** 2030 Q STREET, N W WASHINGTON DC 20009-1010	509(a)(1) under 501(c)(3)	General Operations	25,000.00
33-0219404	**FRIENDSHIP SHELTER, INC.** P.O BOX 4252 LAGUNA BEACH CA 92652-4252	509(a)(1) under 501(c)(3)	General Operations	20,000 00
52-1920377	**CAROLINE FRIESS CENTER, INC.** 900 SOMERSET STREET BALTIMORE MD 21202-5506	Church under 501(c)(3)	General Operations	17,000 00
33-0516149	**PROJECT DIGNITY** 12020 CHAPMAN AVENUE, PMB 257 GARDEN GROVE CA 92840-3746	509(a)(1) under 501(c)(3)	General Operations	10,000 00
13-1837418	**FOUNDATION CENTER** 79 FIFTH AVENUE, SECOND FLOOR NEW YORK NY 10003-3034	509(a)(1) under 501(c)(3)	General Operations	3,000.00
			TOTAL	898,500.00

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	FIDELITY INVESTMENTS (SHORT-TERM)	P	VARIOUS	03/14/12
b	FIDELITY INVESTMENTS (LONG-TERM)	P	VARIOUS	VARIOUS
c	ALTERNATIVE INVESTMENT (SHORT-TERM)	P	VARIOUS	VARIOUS
d	ALTERNATIVE INVESTMENT (LONG-TERM)	P	VARIOUS	VARIOUS
e	L.C.S.C.F. GAIN ON LIQUIDATION	P	VARIOUS	11/15/12
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	619,159.		694,915.	<75,756.>
b	5,453,111.		4,960,809.	492,302.
c				40,069.
d				19,823.
e				324,755.
f	91,565.			91,565.
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				<75,756.>
b				492,302.
c				40,069.
d				19,823.
e				324,755.
f				91,565.
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	892,758.
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	N/A

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FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
FIDELITY INVESTMENTS	75.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	75.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIDELITY INVESTMENTS	587,676.	91,565.	496,111.
TOTAL TO FM 990-PF, PART I, LN 4	587,676.	91,565.	496,111.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ALTERNATIVE INVESTMENT NET INCOME (EXCL. CAPITAL GAIN-LOSS)	199,048.	195,933.	
OTHER INCOME	4,042.	4,042.	
TOTAL TO FORM 990-PF, PART I, LINE 11	203,090.	199,975.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING/CONSULTING	17,525.	0.		8,763.
TO FORM 990-PF, PG 1, LN 16B	17,525.	0.		8,763.

FORM 990-PF — OTHER PROFESSIONAL FEES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FIDELITY INVESTMENTS FEES	79,647.	71,682.		7,965.
TO FORM 990-PF, PG 1, LN 16C	79,647.	71,682.		7,965.

FORM 990-PF — TAXES — STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	8,359.	8,359.		0.
TO FORM 990-PF, PG 1, LN 18	8,359.	8,359.		0.

FORM 990-PF — OTHER EXPENSES — STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYCHEX PAYROLL EXPENSES	1,356.	0.		0.
MISCELLANEOUS EXPENSES	1,165.	0.		0.
WIRE TRANSFER FEES	75.	0.		0.
TO FORM 990-PF, PG 1, LN 23	2,596.	0.		0.

FORM 990-PF — CORPORATE STOCK — STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	3,519,023.	4,406,902.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,519,023.	4,406,902.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	COST	9,061,432.	9,776,577.
ALTERNATIVE INVESTMENTS	COST	10,573,212.	11,608,066.
TOTAL TO FORM 990-PF, PART II, LINE 13		19,634,644.	21,384,643.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT		STATEMENT 10
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER	2,955.	2,544.	411.
TOTAL TO FM 990-PF, PART II, LN 14	2,955.	2,544.	411.

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Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	COMPUTER	01/22/10	200DB	5.00	HY	17	2,955.			1,478.	1,477.	792.		274.	1,066.
	* TOTAL 990-PF PG 1 DEPR						2,955.			1,478.	1,477.	792.		274.	1,066.

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(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone