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Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047

2012

Open to Public Inspection

A For the 2012 calendar year, or tax year beginning and ending

B Check if applicable

- ☐ Address change
☐ Name change
☐ Initial return
☐ Terminated
☐ Amended return
☐ Application pending

C Name of organization

THE MORRISON & FOERSTER FOUNDATION

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address)

425 MARKET STREET

Room/suite

City, town, or post office, state, and ZIP code

SAN FRANCISCO, CA 94105-2482

F Name and address of principal officer JAMIE A. LEVITT

425 MARKET STREET, SAN FRANCISCO, CA 94105-

D Employer identification number

94-3006979

E Telephone number

(415) 268-7000

G Gross receipts \$

3,628,903.

H(a) Is this a group return

for affiliates?

☐ Yes ☒ No

H(b) Are all affiliates included?

☐ Yes ☐ No

If "No," attach a list (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status ☒ 501(c)(3) ☐ 501(c)() (insert no.) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ MOFO.COM/ABOUT/COMMUNITY/FOUNDATION.HTML

K Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

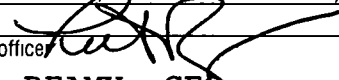
L Year of formation: 1986 M State of legal domicile: CA

Part I Summary

1 Briefly describe the organization's mission or most significant activities. THE FOUNDATION WAS ESTABLISHED TO ALLOW THE MORRISON & FOERSTER LLP COMMUNITY TO MAKE THE BEST USE	
2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets	
3 Number of voting members of the governing body (Part VI, line 1a)	3 12
4 Number of independent voting members of the governing body (Part VI, line 1b)	4 12
5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5 0
6 Total number of volunteers (estimate if necessary)	6 13
7 a Total unrelated business revenue from Part VIII, column (C), line 12	7a 0.
b Net unrelated business taxable income from Form 990-T, line 34	7b 0.
8 Contributions and grants (Part VIII, line 1h)	Prior Year 3,680,599. Current Year 3,627,779.
9 Program service revenue (Part VIII, line 2g)	0. 0.
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	2,673. 1,124.
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11a)	0. 0.
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	3,683,272. 3,628,903.
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	3,417,818. 3,550,090.
14 Benefits paid to or for members (Part IX, column (A), line 4)	0. 0.
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0. 0.
16a Professional fundraising fees (Part IX, column (A), line 11)	0. 0.
b Total fundraising expenses (Part IX, column (D), line 25)	0.
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	11,760. 23,957.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	3,429,578. 3,574,047.
19 Revenue less expenses. Subtract line 18 from line 12	253,694. 54,856.
20 Total assets (Part X, line 16)	Beginning of Current Year 2,379,772. End of Year 2,434,628.
21 Total liabilities (Part X, line 26)	0. 0.
22 Net assets or fund balances. Subtract line 21 from line 20	2,379,772. 2,434,628.

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.

Sign Here Signature of officer  Date **10/2/13**
Type or print name and title **LEE T. REAMY, CFO**

Paid Preparer Use Only Print/Type preparer's name **THOMAS J. PARRY** Preparer's signature **THOMAS J. PARRY** Date **10/01/13** Check if self-employed ☐ PTIN **P00154906**
Firm's name **▶ BENSON & NEFF, CPA'S A PROF CORP** Firm's EIN **▶ 94-2973071**
Firm's address **▶ 1 POST STREET, SUITE 2150** Phone no. **(415) 705-5615**
SAN FRANCISCO, CA 94104-5206

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

glo *nd*

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

☒ X**1** Briefly describe the organization's mission:

THE FOUNDATION WAS ESTABLISHED TO ALLOW THE MORRISON & FOERSTER LLP COMMUNITY TO MAKE THE BEST USE OF THEIR CHARITABLE RESOURCES BY FOCUSING THEIR CHARITABLE GIVING ON ORGANIZATIONS SERVING PEOPLE IN THE COMMUNITIES IN WHICH THE FIRM'S PERSONNEL LIVE AND WORK.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?☐ Yes ☒ No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?☐ Yes ☒ No

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code) (Expenses \$ 1,260,929. including grants of \$ 1,260,929.) (Revenue \$)
 MADE CHARITABLE GRANTS TO U.S. NONPROFIT ORGANIZATIONS SERVING DISADVANTAGED CHILDREN AND YOUTH IN THE COMMUNITIES WHERE MORRISON & FOERSTER LLP HAS OFFICES.

4b (Code) (Expenses \$ 776,230. including grants of \$ 776,230.) (Revenue \$)
 MADE CHARITABLE GRANTS TO U.S. NONPROFIT ORGANIZATIONS PROVIDING LEGAL SERVICES TO PERSONS OF LIMITED MEANS IN THE COMMUNITIES WHERE MORRISON & FOERSTER LLP HAS OFFICES.

4c (Code) (Expenses \$ 664,786. including grants of \$ 664,786.) (Revenue \$)
 MADE CHARITABLE GRANTS TO U.S. NONPROFIT ORGANIZATIONS PROVIDING SCHOLARSHIP AND FELLOWSHIP PROGRAMS THAT BENEFIT CHILDREN AND YOUTH OR ENCOURAGE PUBLIC SERVICE OR DIVERSITY IN HIGHER EDUCATION AND THE LEGAL PROFESSION, IN THE COMMUNITIES WHERE MORRISON & FOERSTER LLP HAS OFFICES.

4d Other program services (Describe in Schedule O)

(Expenses \$ 848,145. including grants of \$ 848,145.) (Revenue \$)

4e Total program service expenses **3,550,090.**

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?		X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>		X
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		X
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>		X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

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Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21 X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22	X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23	X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25	24a	X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a	X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b	X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II	26	X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III	27	X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28a	X
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b	X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	28c	X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29	X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	30	X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31	X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	32	X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I	33	X
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	34	X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	35b	
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	36	X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	37	X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	38 X	

Note. All Form 990 filers are required to complete Schedule O

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Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V ☐

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	0	
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	0	
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	0	
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)		
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
b	If "Yes," enter the name of the foreign country. <input type="text"/> See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d	
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c	Enter the amount of reserves on hand	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?		X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

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Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

☒**Section A. Governing Body and Management**

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.	12	
1b	Enter the number of voting members included in line 1a, above, who are independent	12	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	X	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	X	
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	X	
b	Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?		X
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
10b			
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
12b		X	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
12c		X	
13	Did the organization have a written whistleblower policy?	X	
14	Did the organization have a written document retention and destruction policy?	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official		X
15a			X
b	Other officers or key employees of the organization		X
15b			X
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
16a			X
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		
16b			

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed **CA, CO, NY, VA, DC**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☐ Own website ☐ Another's website ☒ Upon request ☐ Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **WILL FONG - (415) 268-5142**
555 MARKET STREET, SAN FRANCISCO, CA 94105

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response to any question in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons

☒ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) PAUL T. FRIEDMAN CHAIR/DIRECTOR	1.00	X		X				0.	0.	0.
(2) KENNETH A. KUWAYTI VICE-PRESIDENT/DIRECTOR	0.50	X		X				0.	0.	0.
(3) JAMIE A. LEVITT PRESIDENT/DIRECTOR	0.50	X		X				0.	0.	0.
(4) CRAIG A. SCHLOSS VICE-PRESIDENT/DIRECTOR	0.50	X		X				0.	0.	0.
(5) W. STEPHEN SMITH SECRETARY/DIRECTOR	0.50	X		X				0.	0.	0.
(6) THOMAS H. STEELE VICE-PRESIDENT/DIRECTOR	0.50	X		X				0.	0.	0.
(7) LAWRENCE T. YANOWITCH VICE-PRESIDENT/DIRECTOR	0.50	X		X				0.	0.	0.
(8) PAUL D. MCKENZIE VICE-PRESIDENT/DIRECTOR	0.50	X		X				0.	0.	0.
(9) NANCY R. THOMAS VICE-PRESIDENT/DIRECTOR	0.50	X		X				0.	0.	0.
(10) DALE E. CALDWELL VICE-PRESIDENT/DIRECTOR	0.50	X		X				0.	0.	0.
(11) TREVOR L. JAMES VICE-PRESIDENT/DIRECTOR	0.50	X		X				0.	0.	0.
(12) SCOTT F. LLEWELLYN VICE-PRESIDENT/DIRECTOR	0.50	X		X				0.	0.	0.
(13) LINDA L. LANE VICE-PRESIDENT/DIRECTOR	0.50	X		X				0.	0.	0.
(14) ANNE M. ELLIS CHIEF OPERATING OFFICER	32.00			X				0.	0.	0.
(15) LEE T. REAMY CHIEF FINANCIAL OFFICER	0.50			X				0.	0.	0.

Part VIII Statement of RevenueCheck if Schedule O contains a response to any question in this Part VIII ☐

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 3,627,779.				
	g Noncash contributions included in lines 1a-1f \$					
	h Total. Add lines 1a-1f		3,627,779.			
Program Service Revenue	2 a _____		Business Code			
	b _____					
	c _____					
	d _____					
	e _____					
	f All other program service revenue					
	g Total. Add lines 2a-2f					
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		1,124.			1,124.
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6 a Gross rents	(i) Real (ii) Personal				
	b Less: rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss)					
	7 a Gross amount from sales of assets other than inventory	(i) Securities (ii) Other				
	b Less: cost or other basis and sales expenses					
	c Gain or (loss)					
	d Net gain or (loss)					
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a				
	b Less: direct expenses	b				
	c Net income or (loss) from fundraising events					
	9 a Gross income from gaming activities See Part IV, line 19	a				
	b Less: direct expenses	b				
	c Net income or (loss) from gaming activities					
	10 a Gross sales of inventory, less returns and allowances	a				
	b Less: cost of goods sold	b				
	c Net income or (loss) from sales of inventory					
Miscellaneous Revenue		Business Code				
11 a _____						
b _____						
c _____						
d All other revenue						
e Total. Add lines 11a-11d						
12 Total revenue. See instructions.		3,628,903.	0.	0.	1,124.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response to any question in this Part IX ☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	3,550,090.	3,550,090.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages				
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting	10,825.		10,825.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)				
12 Advertising and promotion				
13 Office expenses	13,132.		13,132.	
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance				
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a				
b				
c				
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	3,574,047.	3,550,090.	23,957.	0.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here ☐ if following SOP 98-2 (ASC 958-720)

Part X Balance SheetCheck if Schedule O contains a response to any question in this Part X ☐

		(A) Beginning of year		(B) End of year	
Assets	1 Cash - non-interest-bearing	1,517,133.	1	1,570,865.	
	2 Savings and temporary cash investments	862,639.	2	863,763.	
	3 Pledges and grants receivable, net		3		
	4 Accounts receivable, net		4		
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5		
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6		
	7 Notes and loans receivable, net		7		
	8 Inventories for sale or use		8		
	9 Prepaid expenses and deferred charges		9		
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a			
	b Less: accumulated depreciation	10b	10c		
	11 Investments - publicly traded securities		11		
	12 Investments - other securities See Part IV, line 11		12		
	13 Investments - program-related. See Part IV, line 11		13		
	14 Intangible assets		14		
	15 Other assets See Part IV, line 11		15		
	16 Total assets. Add lines 1 through 15 (must equal line 34)	2,379,772.	16	2,434,628.	
	Liabilities	17 Accounts payable and accrued expenses		17	
		18 Grants payable		18	
19 Deferred revenue			19		
20 Tax-exempt bond liabilities			20		
21 Escrow or custodial account liability. Complete Part IV of Schedule D			21		
22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L			22		
23 Secured mortgages and notes payable to unrelated third parties			23		
24 Unsecured notes and loans payable to unrelated third parties			24		
25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D			25		
26 Total liabilities. Add lines 17 through 25		0.	26	0.	
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27 Unrestricted net assets	2,344,908.	27	2,399,764.	
	28 Temporarily restricted net assets	34,864.	28	34,864.	
	29 Permanently restricted net assets		29		
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.				
	30 Capital stock or trust principal, or current funds		30		
	31 Paid-in or capital surplus, or land, building, or equipment fund		31		
	32 Retained earnings, endowment, accumulated income, or other funds		32		
33 Total net assets or fund balances	2,379,772.	33	2,434,628.		
34 Total liabilities and net assets/fund balances	2,379,772.	34	2,434,628.		

Form 990 (2012)

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI ☐

1	Total revenue (must equal Part VIII, column (A), line 12)	1	3,628,903.
2	Total expenses (must equal Part IX, column (A), line 25)	2	3,574,047.
3	Revenue less expenses. Subtract line 2 from line 1	3	54,856.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	2,379,772.
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	2,434,628.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII ☒

- 1 Accounting method used to prepare the Form 990: ☒ Cash ☐ Accrual ☐ Other _____
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O
- 2a Were the organization's financial statements compiled or reviewed by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both.
☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis
- b Were the organization's financial statements audited by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:
☒ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis
- c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O
- 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

Yes No

2a X

2b X

2c X

3a X

3b

Form 990 (2012)

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	2,600,189.	2,632,920.	3,004,385.	3,680,599.	3,627,779.	15,545,872.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	2,600,189.	2,632,920.	3,004,385.	3,680,599.	3,627,779.	15,545,872.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						15,545,872.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	2,600,189.	2,632,920.	3,004,385.	3,680,599.	3,627,779.	15,545,872.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	22,786.	5,063.	2,710.	2,673.	1,124.	34,356.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets. (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						15,580,228.
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	99.78	%
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	99.53	%
16a 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization. ► <input checked="" type="checkbox"/>			
b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization. ► <input type="checkbox"/>			
17a 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization. ► <input type="checkbox"/>			
b 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization. ► <input type="checkbox"/>			
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions. ► <input type="checkbox"/>			

Schedule A (Form 990 or 990-EZ) 2012

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ► ☐

b 33 1/3% support tests - 2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ► ☐

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► ☐

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization

THE MORRISON & FOERSTER FOUNDATION

Employer identification number

94-3006979

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the
organization answered "Yes" to Form 990, Part IV, line 6

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7

1 Purpose(s) of conservation easements held by the organization (check all that apply)

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items.

(i) Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

(ii) Assets included in Form 990, Part X ▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

b Assets included in Form 990, Part X ▶ \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a ☐ Public exhibition
 b ☐ Scholarly research
 c ☐ Preservation for future generations
 d ☐ Loan or exchange programs
 e ☐ Other _____

- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

- b If "Yes," explain the arrangement in Part XIII and complete the following table

c Beginning balance

d Additions during the year

e Distributions during the year

f Ending balance

	Amount
1c	
1d	
1e	
1f	

- 2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

- b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII ☐

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment ▶ _____ %

b Permanent endowment ▶ _____ %

c Temporarily restricted endowment ▶ _____ %

The percentages in lines 2a, 2b, and 2c should equal 100%

- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i) unrelated organizations

(ii) related organizations

- b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? ☐

	Yes	No
3a(i)		
3a(ii)		
3b		

- 4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other				

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c)) 0.

Schedule D (Form 990) 2012

Part VII Investments - Other Securities. See Form 990, Part X, line 12

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

Part VIII Investments - Program Related. See Form 990, Part X, line 13

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

Part IX Other Assets. See Form 990, Part X, line 15

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

Part X Other Liabilities. See Form 990, Part X, line 25

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	

2. FIN 48 (ASC 740) Footnote. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII ☒

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	3,654,836.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	25,933.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	25,933.
3	Subtract line 2e from line 1	3	3,628,903.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	3,628,903.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	4,894,155.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	1,715,559.
e	Add lines 2a through 2d	2e	1,715,559.
3	Subtract line 2e from line 1	3	3,178,596.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	395,451.
c	Add lines 4a and 4b	4c	395,451.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	3,574,047.

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

PART X, LINE 2: FIN 48 (ASC 740) FOOTNOTE:

THE FOUNDATION FOLLOWS THE ACCOUNTING STANDARD ON ACCOUNTING FOR
 UNCERTAINTY IN INCOME TAXES, WHICH PRESCRIBES A RECOGNITION THRESHOLD AND
 MEASUREMENT ATTRIBUTE FOR FINANCIAL STATEMENT RECOGNITION AND MEASUREMENT
 OF A TAX POSITION TAKEN, OR EXPECTED TO BE TAKEN, IN A TAX RETURN AND
 REQUIRES THE AFFIRMATIVE EVALUATION THAT IS MORE-LIKELY-THAN-NOT, BASED ON
 THE TECHNICAL MERITS OF A TAX POSITION, THAT AN ORGANIZATION IS ENTITLED
 TO ECONOMIC BENEFITS RESULTING FROM TAX POSITIONS TAKEN IN INCOME TAX

Schedule D (Form 990) 2012

Part XIII Supplemental Information (continued)

RETURNS.

IF A TAX POSITION DOES NOT MEET THE MORE-LIKELY-THAN-NOT RECOGNITION THRESHOLD, THE BENEFIT OF THAT POSITION IS NOT RECOGNIZED IN THE FINANCIAL STATEMENTS. THIS STANDARD ALSO REQUIRES ORGANIZATIONS TO DISCLOSE ADDITIONAL QUANTITATIVE AND QUALITATIVE INFORMATION IN THEIR FINANCIAL STATEMENTS ABOUT UNCERTAIN TAX POSITIONS.

THE FOUNDATION'S EVALUATION ON DECEMBER 31, 2012 REVEALED NO TAX POSITIONS THAT WOULD HAVE A MATERIAL IMPACT ON THE FINANCIAL STATEMENTS. THE 2009 THROUGH 2012 TAX YEARS REMAIN SUBJECT TO EXAMINATION BY THE INTERNAL REVENUE SERVICE. IN ADDITION, THE 2008 THROUGH 2012 TAX YEARS REMAIN SUBJECT TO EXAMINATION BY THE CALIFORNIA FRANCHISE TAX BOARD. DURING 2012, THE FOUNDATION ALSO BECAME REGISTERED TO SOLICIT CONTRIBUTIONS IN THE STATES OF COLORADO, NEW YORK, VIRGINIA AND THE DISTRICT OF COLUMBIA. THE FOUNDATION BELIEVES THAT ITS VERY LIMITED PRESENCE IN THESE STATES AND THE DISTRICT OF COLUMBIA (ESSENTIALLY LIMITED TO THE PRESENCE OF A DIRECTOR/OFFICER WHO HELPS COORDINATE AWARDS OF GRANTS) SHOULD NOT BE CONSIDERED DOING BUSINESS IN ANY OF THESE JURISDICTIONS BUT, IN ANY EVENT, ANY SUCH BUSINESS DID NOT COMMENCE UNTIL SOMETIME IN THE LAST FEW YEARS, AT THE EARLIEST. MOREOVER, THE FOUNDATION ALSO BELIEVES THAT ITS VERY LIMITED COMMUNICATIONS INVOLVING CONTRIBUTIONS TO THE FOUNDATION, WHICH INVOLVED EMAILS TO EMPLOYEES AND PARTNERS OF MORRISON & FOERSTER SIMPLY DESCRIBING CHARITABLE CONTRIBUTION OPPORTUNITIES, ALSO DO NOT CONSTITUTE SOLICITATION UNDER THE APPLICABLE LAWS BUT IF SUCH COMMUNICATIONS WERE TO BE CONSIDERED SOLICITATION, SUCH SOLICITATION DID NOT COMMENCE UNTIL EMAILS BECAME A WIDELY-USED MEDIUM OF COMMUNICATIONS WITH MORRISON & FOERSTER PARTNERS AND EMPLOYEES. AS SUCH, THE FOUNDATION DOES NOT BELIEVE

Part XIII Supplemental Information (continued)

THAT ANY REASONABLY POSSIBLE CHANGES WILL OCCUR WITHIN THE NEXT TWELVE MONTHS THAT WILL HAVE A MATERIAL IMPACT ON THE FINANCIAL STATEMENTS.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

GRANTS AND CONTRIBUTIONS PAYABLE 12/31/12

PART XII, LINE 4B - OTHER ADJUSTMENTS:

GRANTS AND CONTRIBUTIONS PAYABLE 12/31/11

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

► Attach to Form 990.

Name of the organization

Part I	General Information on Grants and Assistance
THE MORRISON & FOERSTER FOUNDATION	

Employer identification number
94-3006979

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II	Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

[illegible]

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

[illegible]

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2012)

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

SCHEDULE I, PART I, LINE 2: THE FOUNDATION'S GIVING GUIDELINES PROVIDE THAT IT SHALL MAKE CHARITABLE CONTRIBUTIONS ONLY TO U.S. NONPROFIT ORGANIZATIONS THAT ARE EXEMPT FROM FEDERAL INCOME TAX AS DESCRIBED IN IRC SECTION 501(C)(3), OR ARE UNITED STATES GOVERNMENT UNITS OR ENTITIES. ITS GIVING GUIDELINES ALSO PROVIDE THAT GRANT RECIPIENTS MUST NOT DISCRIMINATE ON THE BASIS OF RACE, RELIGION, POLITICAL AFFILIATION, OR SEXUAL ORIENTATION; THAT THEY MUST NOT SERVE ONLY A PARTICULAR RELIGIOUS OR POLITICAL GROUP; AND THAT THEY MUST NOT BE FRATERNAL, RELIGIOUS OR POLITICAL ORGANIZATIONS. PRIOR TO DISTRIBUTING ANY FUNDS, THE FOUNDATION CONFIRMS THAT EACH

Part IV Supplemental Information

POTENTIAL RECIPIENT MEETS ALL SUCH GIVING GUIDELINES. IN ADDITION,
RECIPIENTS OF GRANTS OF AT LEAST \$100,000 MUST SUBMIT PROJECT REPORTS TO
THE FOUNDATION ON AT LEAST AN ANNUAL BASIS.

	1 (a) Name and address of organization or government		(b) EIN	(c) IRC section	(d) Amount of cash grant	(h) Purpose of grant or assistance
1	Equal Justice Works	1730 M St., NW, Ste. 1010, Washington, DC 20036	52-1469738	501 (c)(3)	\$ 364,000	Fellowship Program, general fund
2	Businesses United in Investing, Lending & Development, a/k/a BUILD	2385 Bay Rd., Redwood City, CA 94063	94-3386695	501 (c)(3)	\$ 100,250	Washington, D C Programs, general fund
3	New Leaders	225 Bush St., Ste. 1850, San Francisco, CA 94104	04-3519203	501 (c)(3)	\$ 100,000	Richmond Emerging Leaders Program
4	Children's Law Center Incorporated	616 H St., NW, Ste. 300, Washington, DC 20001	52-1961588	501 (c)(3)	\$ 90,970	Starting Life With A Solid Foundation Program, general fund, Equal Justice Works Fellow professional development stipend
5	Bay Area Legal Aid	1735 Telegraph Ave , Oakland, CA 94612	94-1631316	501 (c)(3)	\$ 70,000	General fund
6	Lawyers' Committee for Civil Rights of the San Francisco Bay Area	131 Steuart St, Ste 400, San Francisco, CA 94105	94-2581415	501 (c)(3)	\$ 70,000	General fund
7	Legal Aid Society - Employment Law Center	180 Montgomery St., Ste. 600, San Francisco, CA 94104	94-2783401	501 (c)(3)	\$ 70,000	General fund
8	San Francisco Symphony	Davies Symphony Hall, 201 Van Ness Ave., San Francisco, CA 94102	94-1156284	501 (c)(3)	\$ 65,975	Adventures in Music Program, general fund

	1 (a) Name and address of organization or government		(b) EIN	(c) IRC section	(d) Amount of cash grant	(h) Purpose of grant or assistance
9	East Bay College Fund	2201 Broadway, Ste. 208, Oakland, CA 94612	54-2103707	501 (c)(3)	\$ 65,500	College Access Program, Pathway to Academic Success Program, general fund
10	United Way of New York City	2 Park Ave., New York, NY 10016	13-2617681	501 (c)(3)	\$ 53,730	United Way Hurricane Sandy Recovery Fund
11	The Mayor's Fund to Advance New York City	253 Broadway, 8th Fl, New York, NY 10007	13-3783906	501 (c)(3)	\$ 50,000	Hurricane Sandy Relief Fund
12	San Francisco Bar Association Volunteer Legal Services Program	301 Battery St., 3rd Fl., San Francisco, CA 94111	94-2931349	501 (c)(3)	\$ 40,100	General fund
13	Advocates for Children of New York	151 West 30th St., 5th Fl., New York, NY 10001	11-2247307	501 (c)(3)	\$ 35,000	General fund
14	Halhaway-Sycamores Child & Family Services	210 South Delacey Ave , Ste 110, Pasadena, CA 91105-2074	95-1691005	501 (c)(3)	\$ 30,000	General fund
15	Legal Outreach	36-14 35th St., Long Island City, NY 11106	13-3214627	501 (c)(3)	\$ 30,000	College Bound Program, general fund
16	Monarch School Project	808 West Cedar St., San Diego, CA 92101	33-0871354	501 (c)(3)	\$ 30,000	General fund

	1 (a) Name and address of organization or government		(b) EIN	(c) IRC section	(d) Amount of cash grant	(h) Purpose of grant or assistance
17	Silicon Valley Campaign for Legal Services	P O Box 848, San Jose, CA 95106-3848	77-0524824	501 (c)(3)	\$ 30,000	General fund
18	Wind Youth Services	9719 Lincoln Village Dr., Ste 502, Sacramento, CA 95827	55-0844444	501 (c)(3)	\$ 26,750	General fund
19	Community Partners	1000 N Alameda St., Ste. 240, Los Angeles, CA 90012	95-4302067	501 (c)(3)	\$ 25,000	Helping Young People Excel (HYPE) - Los Angeles
20	East Meets West Foundation	1611 Telegraph Ave., Ste. 1420, Oakland, CA 94612	33-0316095	501 (c)(3)	\$ 25,000	Scholarship Program to Enhance Literacy and Learning (SPELL)
21	Ravenswood Education Foundation	P.O. Box 396, Menlo Park, CA 94026	26-0166433	501 (c)(3)	\$ 25,000	General fund
22	Room to Read	111 Sutter St., 16th Fl., San Francisco, CA 94104	91-2003533	501 (c)(3)	\$ 25,000	Asia Programs
23	The Selma M. Levine School of Music	Sallie Mae Hall, 2801 Upton St., NW, Washington, DC 20008	52-1063325	501 (c)(3)	\$ 25,000	General fund
24	The Regents of the University of California at Berkeley	UC Berkeley, Financial Aid and Scholarship Office, 201 Sproul Hall, #1960, Berkeley, CA 94720-1960	94-6002123	501 (c)(3)	\$ 23,000	Undergraduate program (Terraciano Scholarship awards)

	1 (a) Name and address of organization or government		(b) EIN	(c) IRC section	(d) Amount of cash grant	(h) Purpose of grant or assistance
25	Chronicle Season of Sharing Fund	P O Box 44740, San Francisco, CA 94144	94-3019992	501 (c)(3)	\$ 22,500	General fund
26	East Bay Community Law Center	2921 Adeline St., Berkeley, CA 94703	94-3042565	501 (c)(3)	\$ 20,550	General fund
27	Golden Gate University	School of Law, 536 Mission St., San Francisco, CA 94105-2968	94-1585735	501 (c)(3)	\$ 20,000	The Morrison & Foerster Foundation - Stephen S. Dunham Scholarship
28	District of Columbia School of Law Foundation	4200 Connecticut Ave , NW, Bldg 38, Room 201, Washington, DC 20008	52-1863674	501 (c)(3)	\$ 17,500	The Morrison & Foerster Foundation - Stephen S. Dunham Scholarship
29	The San Francisco AIDS Foundation	1035 Market St., Ste. 400, San Francisco, CA 94103	94-2927405	501 (c)(3)	\$ 16,290	General fund
30	Legal Services for Children	1254 Market St., 3rd Fl., San Francisco, CA 94102	51-0169463	501 (c)(3)	\$ 16,000	General fund
31	DonorsChoose, Inc., a/k/a/ DonorsChoose.org	213 W. 35th St , 2nd Fl. East, New York, NY 10001	13-4129457	501 (c)(3)	\$ 15,066	New York City projects, San Francisco Bay Area projects, general fund
32	Center for Reproductive Rights	120 Wall St., 14th Fl., New York, NY 10005	13-3669731	501 (c)(3)	\$ 15,000	General fund

	1 (a) Name and address of organization or government		(b) EIN	(c) IRC section	(d) Amount of cash grant	(h) Purpose of grant or assistance
33	D.C. Bar Pro Bono Program	1101 K St., NW, Ste. 200, Washington, DC 20005	52-1574217	501 (c)(3)	\$ 15,000	General fund
34	Legal Aid Society of San Mateo County	The Natalie Lanam Justice Center, Sobrato Center for Nonprofits - Redwood Shores, 330 Twin Dolphin Dr., Ste. 123, Redwood City, CA 94065	94-1451894	501 (c)(3)	\$ 15,000	General fund
35	National Legal Aid & Defender Association	1140 Connecticut Ave., NW, Ste. 900, Washington, DC 20036	36-2337880	501 (c)(3)	\$ 15,000	General fund
36	New York Lawyers for the Public Interest	151 West 30th St., 11th Fl., New York, NY 10001-4007	13-2860703	501 (c)(3)	\$ 15,000	General fund
37	Pro Bono Net	151 West 30th St., 10th Fl., New York, NY 10001	06-1521179	501 (c)(3)	\$ 15,000	General fund
38	Rady Children's Hospital Foundation - San Diego	3020 Children's Way - MC 5013, San Diego, CA 92123	33-0170626	501 (c)(3)	\$ 15,000	General fund
39	San Diego Symphony Orchestra Association	1245 Seventh Ave., San Diego, CA 92101	95-2040874	501 (c)(3)	\$ 15,000	General fund
40	Theatre and Arts Foundation of San Diego County d/b/a La Jolla Playhouse	P. O. Box 12039, La Jolla, CA 92039	95-1941117	501 (c)(3)	\$ 15,000	General fund

	1 (a) Name and address of organization or government		(b) EIN	(c) IRC section	(d) Amount of cash grant	(h) Purpose of grant or assistance
41	Volunteers of Legal Service	281 Park Ave South, New York, NY 10010	13-3234630	501 (c)(3)	\$ 15,000	General fund
42	Washington Lawyers' Committee for Civil Rights and Urban Affairs	11 Dupont Circle, NW, Ste 400, Washington, DC 20036	52-1784938	501 (c)(3)	\$ 15,000	General fund
43	Berkeley Repertory Theatre	999 Harrison St, Berkeley, CA 94710	94-1679756	501 (c)(3)	\$ 14,300	Youth Education Programs, general fund
44	National Center for Youth Law	405 14th St., 15th Fl., Oakland, CA 94612-2701	94-2506933	501 (c)(3)	\$ 14,000	General fund
45	United Way of the Bay Area	221 Main St, Ste 300, San Francisco, CA 94105	94-1312348	501 (c)(3)	\$ 13,327	General fund (workplace giving campaign matching gifts)
46	Association of the Bar of the City of New York Fund	42 West 44th St, 3rd Fl, New York, NY 10036	13-6003018	501 (c)(3)	\$ 13,000	The Cyrus R. Vance Center for International Justice, Family Court, general fund
47	Stanford University Board of Trustees of the Leland Stanford Junior University	P.O. Box 20466, Stanford, CA 94309-0466	94-1156365	501 (c)(3)	\$ 12,700	Mills Legal Clinic, law school
48	Bar Association of San Francisco Foundation	301 Battery St, 3rd Fl., San Francisco, CA 94111	94-3049980	501 (c)(3)	\$ 12,500	Bay Area Minority Law Student Scholarship Program, legal services programs

	1 (a) Name and address of organization or government		(b) EIN	(c) IRC section	(d) Amount of cash grant	(h) Purpose of grant or assistance
49	American Civil Liberties Union Fund of the National Capital Area	4301 Connecticut Ave., NW, Ste 434, Washington, DC 20008	52-6070446	501 (c)(3)	\$ 12,000	General fund
50	Community Legal Services in East Palo Alto	2117-B University Ave , East Palo Alto, CA 94303	22-3866910	501 (c)(3)	\$ 12,000	General fund
51	Hood College	Attn: Accounting Office, 401 Rosemont Ave., Frederick, MD 21701	52-0591608	501 (c)(3)	\$ 11,000	Undergraduate program (Terraciano Scholarship awards)
52	The Ohio State University	Office of the University Bursar, 2nd Fl., 281 W Lane Ave , Student Academic Services Bldg , Columbus, OH 43210	31-6025986	501 (c)(3)	\$ 11,000	Undergraduate program (Terraciano Scholarship awards)
53	University of San Francisco	2130 Fulton St., San Francisco, CA 94117	94-1156628	501 (c)(3)	\$ 11,000	Undergraduate program (Terraciano Scholarship awards), law school
54	Alameda County Community Food Bank	P.O. Box 2599, Oakland, CA 94614	94-2960297	501 (c)(3)	\$ 10,700	General fund
55	Challenged Athletes, Inc , a/k/a Challenged Athletes Foundation	9591 Waples St , San Diego, CA 92121	33-0739596	501 (c)(3)	\$ 10,500	General fund
56	San Francisco Food Bank	900 Pennsylvania Ave., San Francisco, CA 94107	94-3041517	501 (c)(3)	\$ 10,058	General fund

	1 (a) Name and address of organization or government		(b) EIN	(c) IRC section	(d) Amount of cash grant	(h) Purpose of grant or assistance
57	American Civil Liberties Union Foundation of Southern California	1313 West Eighth St, Los Angeles, CA 90017	95-2673361	501 (c)(3)	\$ 10,000	Educational Equity Work
58	Brady Center to Prevent Gun Violence	1225 I St., NW, Ste. 1100 Washington, DC 2005	52-1285097	501 (c)(3)	\$ 10,000	In Honor of Sandy Hook Elementary School
59	Brooklyn Parkinson Group	P O Box 24583, Brooklyn, NY 11202-4583	11-3620257	501 (c)(3)	\$ 10,000	General fund
60	California Bar Foundation	180 Howard St., San Francisco, CA 94105	94-3104546	501 (c)(3)	\$ 10,000	Diversity Scholarship Program
61	Constitutional Rights Foundation	601 S. Kingsley Dr., Los Angeles, CA 90005	95-2219680	501 (c)(3)	\$ 10,000	General fund
62	Doorways for Women and Families	P.O. Box 100185, Arlington, VA 22210	54-1087829	501 (c)(3)	\$ 10,000	General fund
63	Fairfax Partnership for Youth	12011 Government Center Pkwy, 10th Fl., Fairfax, VA 22035	54-1874412	501 (c)(3)	\$ 10,000	General fund
64	Girls on the Run of San Diego	P.O. Box 722693, San Diego, CA 92172	20-3588183	501 (c)(3)	\$ 10,000	General fund

	1 (a) Name and address of organization or government		(b) EIN	(c) IRC section	(d) Amount of cash grant	(h) Purpose of grant or assistance
65	Larkin Street Services	701 Sutter St., Ste. 2, San Francisco, CA 94109	94-2917999	501 (c)(3)	\$ 10,000	General fund
66	Law Foundation of Silicon Valley	152 N 3rd St., 3rd Fl., San Jose, CA 95112	52-1014754	501 (c)(3)	\$ 10,000	General fund
67	Legal Aid Society of the District of Columbia	1331 H St., NW, Ste. 350, Washington, DC 20005-4748	53-0196600	501 (c)(3)	\$ 10,000	General fund
68	Legal Services of Northern Virginia	6066 Leesburg Pike, Ste. 500, Falls Church, VA 22041	54-1137931	501 (c)(3)	\$ 10,000	General fund
69	McCarton Foundation for Developmental Disabilities, Inc.	331 West 25th St., New York, NY 10001	02-0568114	501 (c)(3)	\$ 10,000	General fund
70	New York Shakespeare Festival	425 Lafayette St., New York, NY 10003	13-1844852	501 (c)(3)	\$ 10,000	Shakespeare in the Park
71	Newtown Youth & Family Services	15 Berkshire Rd., Sandy Hook, CT 06482	06-1082115	501 (c)(3)	\$ 10,000	In Honor of Sandy Hook Elementary School
72	Patricia M. Sitar Center for the Arts	1700 Kalorama Rd., NW, Ste. 101, Washington, DC 20009	52-2113471	501 (c)(3)	\$ 10,000	General fund

	1 (a) Name and address of organization or government		(b) EIN	(c) IRC section	(d) Amount of cash grant	(h) Purpose of grant or assistance
73	San Diego Volunteer Lawyer Program	707 Broadway, Ste. 1400, San Diego, CA 92101	33-0016681	501 (c)(3)	\$ 10,000	General fund
74	San Francisco Museum of Modern Art	151 Third St., San Francisco, CA 94103	94-1156300	501 (c)(3)	\$ 10,000	School, Youth & Family Programs
75	San Francisco Performances	500 Sutter St., Ste. 710, San Francisco, CA 94102	94-2600147	501 (c)(3)	\$ 10,000	Education Programs
76	Seven Tepees Youth Program	3177 17th St., San Francisco, CA 94110	94-3231059	501 (c)(3)	\$ 10,000	College and Career Program
77	Sonoma State University	Scholarship Office, Salazar Hall, 1010, 1801 East Cotati Ave., Rohnert Park, CA 94928	68-0338225	501 (c)(3)	\$ 10,000	Undergraduate program (Terraciano Scholarship awards)
78	Starlight Children's Foundation	2049 Century Park East, Ste. 4320, Los Angeles, CA 90067	95-3802159	501 (c)(3)	\$ 10,000	General fund
79	The Children's Storefront	70 East 129th St., New York, NY 10035	13-2940671	501 (c)(3)	\$ 10,000	General fund
80	United States Holocaust Memorial Council	100 Raoul Wallenberg Pl., SW, Washington, DC 20024-2126	52-1309391	501 (c)(3)	\$ 10,000	General fund

	1 (a) Name and address of organization or government		(b) EIN	(c) IRC section	(d) Amount of cash grant	(h) Purpose of grant or assistance
81	Voices for Children	2851 Meadow Lark Dr., San Diego, CA 92123	95-3786047	501 (c)(3)	\$ 10,000	General fund
82	Volunteer Center of Fairfax County, Inc.	10530 Page Ave., Fairfax, VA 22030	23-7370759	501 (c)(3)	\$ 10,000	General fund
83	University of Maryland	Office of the Bursar, 1109 Lee Bldg., Attn: Private Scholarships, College Park, MD 20742	52-6002033	501 (c)(3)	\$ 9,500	Undergraduate program (Terraciano Scholarship awards)
84	Community Foundation of New Jersey	New Jersey Recovery Fund, P.O. Box 338, Morristown, NJ 07963	22-2281783	501 (c)(3)	\$ 9,095	New Jersey Recovery Fund
85	American Heart Association	7272 Greenville Ave., Dallas, TX 75231	13-5613797	501 (c)(3)	\$ 8,940	General fund
86	Domestic Violence Legal Empowerment and Appeals Project (DV LEAP)	2000 G St., NW, Washington, DC 20052	20-1076297	501 (c)(3)	\$ 8,500	General fund
87	Legal Services for New York City	40 Worth St., 6th Fl., New York, NY 10013	13-2600199	501 (c)(3)	\$ 8,500	Brooklyn Family Defense Project, general fund
88	Northwestern University	Undergraduate Financial Aid, Attn. Scholarship Coordinator, 1801 Hinman Ave., Evanston, IL 60208	36-2167817	501 (c)(3)	\$ 8,500	Undergraduate program (Terraciano Scholarship awards)

	1 (a) Name and address of organization or government		(b) EIN	(c) IRC section	(d) Amount of cash grant	(h) Purpose of grant or assistance
89	Sanctuary for Families	P O. Box 1406, Wall Street Station, New York, NY 10268	13-3193119	501 (c)(3)	\$ 8,500	General fund
90	The Regents of the University of California at Los Angeles	UCLA Remittance Center, Box 951432, 405 Hilgard Ave., 1125 Murphy Hall, Los Angeles, CA 90095-9000	95-6006143	501 (c)(3)	\$ 8,500	Undergraduate program (Terraciano Scholarship awards)
91	Project Open Hand	730 Polk St., San Francisco, CA 94109	94-3023551	501 (c)(3)	\$ 8,180	General fund
92	Big Brothers and Big Sisters of New York City, Inc.	223 E. 30th St., New York, NY 10016	13-5600383	501 (c)(3)	\$ 8,000	General fund
93	North Carolina A&T State University	Office of Student Financial Aid, 1601 E. Market St., Greensboro, NC 27411	56-6000007	501 (c)(3)	\$ 8,000	Undergraduate program (Terraciano Scholarship awards)
94	President - Board of Trustees Santa Clara College	500 El Camino Real, Santa Clara, CA 95053	94-1156617	501 (c)(3)	\$ 8,000	Undergraduate program (Terraciano Scholarship awards), law school
95	Riverside Symphony	225 West 99th St., New York, NY 10025	13-3168350	501 (c)(3)	\$ 8,000	Music Memory Program, general fund
96	San Diego State University	Office of Financial Aid and Scholarships, Attn 5500 Campanile Dr., San Diego, CA 92182-7436	33-0373293	501 (c)(3)	\$ 8,000	Undergraduate program (Terraciano Scholarship awards)

	1 (a) Name and address of organization or government		(b) EIN	(c) IRC section	(d) Amount of cash grant	(h) Purpose of grant or assistance
97	The Regents of the University of California at Davis	UC Davis, Financial Aid Office, 1100 Dutton Hall, One Shields Ave, Davis, CA 95616-8596	94-6036494	501 (c)(3)	\$ 8,000	Undergraduate program (Terraciano Scholarship awards)
98	University of Oregon	UO Cashier, P.O. Box 3237, Eugene, OR 97403	48-1278531	501 (c)(3)	\$ 8,000	Undergraduate program (Terraciano Scholarship awards)
99	University of San Diego	Cashier's Office, 5998 Alcala Park, San Diego, CA 92110	95-2544535	501 (c)(3)	\$ 8,000	Undergraduate program (Terraciano Scholarship awards), law school
100	AIDS Legal Referral Panel of the San Francisco Bay Area	1663 Mission St., Ste. 500, San Francisco, CA 94103	94-3111738	501 (c)(3)	\$ 7,800	General fund
101	Appleseed Foundation	725 15th St, NW, 11th Fl., Washington, DC 20005	52-1835698	501 (c)(3)	\$ 7,500	General fund
102	East Bay Agency for Children	303 Van Buren Ave, Oakland, CA 94610	94-1358309	501 (c)(3)	\$ 7,500	General fund
103	Eastside College Preparatory School	1041 Myrtle St, East Palo Alto, CA 94303	94-3187806	501 (c)(3)	\$ 7,500	General fund
104	Huckleberry Youth Programs	3310 Geary Blvd., San Francisco, CA 94118	94-1687559	501 (c)(3)	\$ 7,500	General fund

	1 (a) Name and address of organization or government		(b) EIN	(c) IRC section	(d) Amount of cash grant	(h) Purpose of grant or assistance
105	Inwood House	320 East 82nd St., New York, NY 10028	13-5562254	501 (c)(3)	\$ 7,500	General fund
106	Pacific Autism Center for Education (PACE)	1880 Prunetidge Ave., Santa Clara, CA 95050	77-0259858	501 (c)(3)	\$ 7,500	Connections Project, general fund
107	Playworks Education Energized	380 Washington St., Oakland, CA 94607	94-3251867	501 (c)(3)	\$ 7,500	San Francisco Bay Area Programs, Washington, D C Programs
108	The Regents of the University of California at Santa Cruz	UC Santa Cruz, Financial Aid Office, 1156 High St., 205 Hahn Student Services Bldg, Santa Cruz, CA 95064	94-1539563	501 (c)(3)	\$ 7,500	Undergraduate program (Terraciano Scholarship awards)
109	UC Berkeley Foundation	University Relations - Gift Administration, University of California, Berkeley, 2080 Addison St. #4200, Berkeley, CA 94720-4200	94-6090626	501 (c)(3)	\$ 7,300	Sage Scholars Program, law school
110	First Place for Youth	426 17th St., Ste. 100, Oakland, CA 94612	94-3341034	501 (c)(3)	\$ 7,000	General fund
111	SOME, Inc.	71 O St., NW, Washington, DC 20001	23-7098123	501 (c)(3)	\$ 7,000	General fund
112	Carpenter's Shelter	930 N. Henry St., Alexandria, VA 22314	54-1571849	501 (c)(3)	\$ 6,750	General fund

	1 (a) Name and address of organization or government		(b) EIN	(c) IRC section	(d) Amount of cash grant	(h) Purpose of grant or assistance
113	Swords to Plowshares: Veterans Rights Organization	1060 Howard St., San Francisco, CA 94103	94-2260626	501 (c)(3)	\$ 6,600	General fund
114	San Diego County Bar Foundation	1333 Seventh Ave., Ste. 101, San Diego, CA 92101-4309	95-3366651	501 (c)(3)	\$ 6,325	General fund
115	Food and Friends	219 Riggs Rd., NE, Washington, DC 20011	52-1648941	501 (c)(3)	\$ 6,000	General fund
116	La Raza Centro Legal	474 Valencia St., Ste. 295, San Francisco, CA 94103	94-2295723	501 (c)(3)	\$ 6,000	Immigrant Advocacy and Legal Services Project
117	Oakland Museum of California Foundation	1000 Oak St., Oakland, CA 94607	94-3094513	501 (c)(3)	\$ 6,000	Education Programs
118	The Leukemia & Lymphoma Society	1311 Mamaroneck Ave., White Plains, NY 10605	13-5644916	501 (c)(3)	\$ 5,811	General fund
119	Gay Men's Health Crisis	446 West 33rd St., New York, NY 10001-2601	13-3130146	501 (c)(3)	\$ 5,700	General fund
120	La Casa de Las Madres	1663 Mission St., Ste. 225, San Francisco, CA 94103	94-2330864	501 (c)(3)	\$ 5,525	General fund

	1 (a) Name and address of organization or government		(b) EIN	(c) IRC section	(d) Amount of cash grant	(h) Purpose of grant or assistance
121	Los Angeles County Bar Foundation	P.O. Box 55020, Los Angeles, CA 90055-2020	95-2555546	501 (c)(3)	\$ 5,250	General fund
122	Los Angeles Regional Food Bank	1734 East 41st St., Los Angeles, CA 90058-1502	95-3135649	501 (c)(3)	\$ 5,250	General fund
123	The Arc San Francisco	1500 Howard St., San Francisco, CA 94103	94-1415287	501 (c)(3)	\$ 5,220	General fund
124	American Bar Association Fund for Justice and Education	321 North Clark St., Chicago, IL 60654	36-6110299	501 (c)(3)	\$ 5,100	Legal Opportunity Scholarship Fund, general fund

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization

THE MORRISON & FOERSTER FOUNDATION

Employer identification number

94-3006979

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

OF THEIR CHARITABLE RESOURCES BY FOCUSING THEIR CHARITABLE GIVING ON
ORGANIZATIONS SERVING PEOPLE IN THE COMMUNITIES IN WHICH THE FIRM'S
PERSONNEL LIVE AND WORK.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

MADE CHARITABLE GRANTS TO U.S. NONPROFIT ORGANIZATIONS IN THE
COMMUNITIES WHERE MORRISON & FOERSTER LLP HAS OFFICES THAT: SUPPORT THE
HEALTH AND WELL-BEING OF OTHERS; SERVE PEOPLE STRUGGLING TO MEET THEIR
BASIC NEEDS OF SUFFICIENT FOOD, A SAFE, CLEAN PLACE TO SLEEP, AND
SHELTER FROM ABUSE; OR SEEK TO ENRICH OUR COMMUNITIES THROUGH ARTISTIC
ENDEAVORS. IN ADDITION, THE FOUNDATION MADE CHARITABLE GRANTS TO U.S.
NONPROFIT ORGANIZATIONS RESPONDING TO THE DISASTERS CAUSED BY HURRICANE
SANDY IN NEW JERSEY AND NEW YORK, AND IN RESPONSE TO THE SHOOTINGS AT
SANDY HOOK ELEMENTARY SCHOOL IN CONNECTICUT. THE FOUNDATION ALSO MADE
CHARITABLE GRANTS TO U.S. NONPROFIT ORGANIZATIONS THROUGH MATCHING GIFT
PROGRAMS FOR EMPLOYEES AND PARTNERS OF MORRISON & FOERSTER LLP IN
AMOUNTS NOT TO EXCEED \$500 PER PERSON PER PROGRAM.

EXPENSES \$ 848,145. INCLUDING GRANTS OF \$ 848,145. REVENUE \$ 0.

FORM 990, PART VI, SECTION A, LINE 2: IN 2012, CHAIR/DIRECTOR PAUL
FRIEDMAN AND VICE-PRESIDENT/DIRECTOR LAWRENCE YANOWITCH SHARED A BUSINESS
RELATIONSHIP BY ALSO SERVING AS AN OFFICER, DIRECTOR, TRUSTEE, OR KEY
EMPLOYEE OF MORRISON & FOERSTER LLP.

FORM 990, PART VI, SECTION A, LINE 7A: THE FOUNDATION'S BYLAWS PROVIDE

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule O (Form 990 or 990-EZ) (2012)

232211
01-04-13

Name of the organization

THE MORRISON & FOERSTER FOUNDATION

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THAT THE CHAIR OF MORRISON & FOERSTER LLP OR, IN THE EVENT THERE IS NO LONGER A CHAIR, A PARTNER OF MORRISON & FOERSTER LLP WHO SERVES THE SAME FUNCTION AS THAT SERVED BY THE CHAIR, SHALL ANNUALLY NAME ALL OF THE DIRECTORS OF THE FOUNDATION.

FORM 990, PART VI, SECTION B, LINE 11: THE FOUNDATION'S OUTSIDE AUDITOR PREPARES ITS FORM 990, WHICH IS FIRST PROVIDED TO ITS CONTROLLER, CFO, COO, CHAIR AND AUDIT COMMITTEE. AFTER ANY QUESTIONS BY THOSE INDIVIDUALS HAVE BEEN RESOLVED, THE COO POSTS THE UPDATED FORM 990, WITH REQUIRED SCHEDULES, ON THE BOARD'S SECURE PORTAL SITE AND NOTIFIES THE BOARD THAT THE MATERIALS WILL BE AVAILABLE UNTIL A DATE THAT IS AT LEAST ONE WEEK FROM THE POSTING DATE. IF A DIRECTOR RAISES A QUESTION THAT RESULTS IN A REVISION TO THE DRAFT, THE COO POSTS THE REVISED FORM AND SCHEDULES ON THE SECURE BOARD PORTAL AND NOTIFIES THE BOARD THAT THIS FINAL DRAFT WILL BE AVAILABLE UNTIL A DATE THAT IS AT LEAST ONE WEEK FROM THE NEW POSTING DATE. THE COO LATER POSTS A COPY OF THE FILED FORM 990 AND REQUIRED SCHEDULES ON THE BOARD'S SECURE PORTAL SITE AS PROMPTLY AS REASONABLY PRACTICAL AFTER THE FILING.

FORM 990, PART VI, SECTION B, LINE 12C: THE CONFLICT OF INTEREST POLICY OBLIGATES EACH MEMBER OF THE FOUNDATION'S BOARD OF DIRECTORS, EACH OFFICER, AND EACH REPRESENTATIVE WITH BOARD-DELEGATED POWERS TO DISCLOSE ANY ACTUAL OR POTENTIAL CONFLICTS BETWEEN THEIR OWN INTERESTS OR THOSE OF THEIR FAMILY MEMBERS AND THOSE OF THE FOUNDATION. SUCH INFORMATION IS GATHERED ON A QUESTIONNAIRE DISTRIBUTED ANNUALLY BY THE FOUNDATION'S COO, WHO THEN REVIEWS ALL QUESTIONNAIRES FOR COMPLETENESS AND COMMON INTERESTS. IN ADDITION, ALL INDIVIDUALS GOVERNED BY THIS POLICY ARE OBLIGATED TO DISCLOSE TO THE FOUNDATION'S COO ANY NEW ACTUAL OR POTENTIAL CONFLICTS AS THEY ARISE. THE FOUNDATION'S COO ALERTS THE FOUNDATION'S PRESIDENT OR BOARD, AS

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REQUIRED, OF POTENTIAL OR ACTUAL CONFLICTS NEEDING REVIEW. COMMON INTERESTS WITH A NON-ECONOMIC BASIS ARE REVIEWED AND RESOLVED BY THE FOUNDATION'S PRESIDENT IF BROUGHT THROUGH THE FOUNDATION'S COMMUNITY GRANTS PROGRAM; WHERE THE PRESIDENT HAS THE COMMON INTEREST, THE FOUNDATION'S CHAIR REVIEWS AND RESOLVES SUCH CONFLICTS. ALL COMMON INTERESTS WITH AN ECONOMIC BASIS, AND COMMON INTERESTS WITH A NON-ECONOMIC BASIS THAT ARE BROUGHT THROUGH THE FOUNDATION'S NATIONAL GRANTS PROGRAM, ARE REVIEWED AND RESOLVED BY THE FOUNDATION'S BOARD, EXCLUDING ANY INTERESTED DIRECTORS. NO INDIVIDUAL MAY PARTICIPATE IN THE CONSIDERATION OF A PROPOSAL, OTHER THAN BY RESPONDING TO DUE DILIGENCE INQUIRIES, OR VOTE ON OR OTHERWISE TAKE PART IN ANY DECISION OF THE FOUNDATION, THAT DIRECTLY OR INDIRECTLY PROVIDES ECONOMIC BENEFITS TO SUCH PERSON OR A MEMBER OF SUCH PERSON'S IMMEDIATE FAMILY.

FORM 990, PART VI, SECTION B, LINE 15: THE FOUNDATION HAS NO EMPLOYEES AND DOES NOT COMPENSATE ANY OF ITS OFFICERS FOR THEIR SERVICE TO THE FOUNDATION.

FORM 990, PART VI, SECTION C, LINE 19: THE FOUNDATION MAKES COPIES OF ITS GOVERNING DOCUMENTS, CORPORATE GOVERNANCE POLICIES AND THE THREE MOST RECENT YEARS' AUDITED FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC ON REQUEST AND BY INSPECTION AT ITS OFFICE.

FORM 990, PART XII, LINE 2C:

THE AUDIT COMMITTEE ASSUMES RESPONSIBILITY FOR OVERSIGHT OF THE AUDIT OF THE FOUNDATION'S FINANCIAL STATEMENTS AND FOR RECOMMENDING TO THE FULL BOARD THE SELECTION OF AN INDEPENDENT ACCOUNTANT. THE PROCESS HAS NOT CHANGED FROM THE PRIOR YEAR.

Name of the organization

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FURTHER CLARIFYING INFORMATION NOT REQUIRED BY FORM 990 FOLLOWS:

FORM 990, PART I, LINE 6:

VOLUNTEERS

THE FOUNDATION IS RUN ENTIRELY BY VOLUNTEERS WHO ARE PARTNERS OR
EMPLOYEES OF MORRISON & FOERSTER LLP. THE NUMBER OF VOLUNTEERS IS
BASED ON THE PARTNERS SERVING ON THE BOARD OF DIRECTORS.

FORM 990, PART V, LINE 1C:

BACKUP WITHHOLDING REQUIREMENTS

BECAUSE THE FOUNDATION DID NOT HAVE ANY REPORTABLE PAYMENTS TO VENDORS
OR REPORTABLE GAMING WINNINGS TO PRIZE WINNERS, ITS ACTIVITIES DID NOT
TRIGGER ANY BACKUP WITHHOLDING REQUIREMENTS.

FORM 990, PART V, LINE 7G:

FORM 8899 REQUIREMENTS

BECAUSE THE FOUNDATION DID NOT RECEIVE ANY CONTRIBUTIONS OF QUALIFIED
INTELLECTUAL PROPERTY, IT WAS NOT REQUIRED TO FILE FORM 8899.

FORM 990, PART V, LINE 7H:

FORM 1098-C REQUIREMENTS

BECAUSE THE FOUNDATION DID NOT RECEIVE ANY CONTRIBUTIONS OF CARS,
BOATS, AIRPLANES, OR OTHER VEHICLES, IT WAS NOT REQUIRED TO FILE A FORM
1098-C.