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Form **990-PF**

OMB No 1545 0052

**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2012**Department of the Treasury
Internal Revenue Service

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

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

Gaia Fund
235 Montgomery Street #1011
San Francisco, CA 94104**A** Employer identification number
94-3215541**B** Telephone number (see the instructions)
(415) 391-6943**C** If exemption application is pending, check here ☐**D 1** Foreign organizations, check here ☐**2** Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**G** Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change**H** Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation**I** Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 14,066,757.**J** Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)**Part I Analysis of Revenue and Expenses**

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

(a) Revenue and expenses per books**(b)** Net investment income**(c)** Adjusted net income**(d)** Disbursements for charitable purposes (cash basis only)

REVENUE	1	Contributions, gifts, grants, etc., received (att sch)	20.			
	2	Cl <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3	Interest on savings and temporary cash investments	81.	81.	N/A	
	4	Dividends and interest from securities	113,113.	113,113.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	2,398,730.			
	b	Gross sales price for all assets on line 6a	12,054,215.			
	7	Capital gain net income (from Part IV, line 2)		2,398,730.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
b	Less Cost of goods sold					
c	Gross profit/(loss) (att sch)					
11	Other income (attach schedule)					
12	Total. Add lines 1 through 11	* 2,511,944.	2,511,924.			
ADMINISTRATIVE AND OPERATING EXPENSES	13	Compensation of officers, directors, trustees, etc	0.			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach sch) See St 1	3,525.			3,525.
	c	Other prof fees (attach sch)				
	17	Interest				
	18	Taxes (attach schedule)(see instrs) See Stm 2	18,464.			
	19	Depreciation (attach sch) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	678.			678.
	22	Printing and publications				
	23	Other expenses (attach schedule) See Statement 3	3,804.	839.		2,965.
	24	Total operating and administrative expenses. Add lines 13 through 23	26,471.	839.		7,168.
25	Contributions, gifts, grants paid Part XV	889,775.			889,775.	
26	Total expenses and disbursements. Add lines 24 and 25	*916,246.	839.		896,943.	
27	Subtract line 26 from line 12:					
a	Excess of revenue over expenses and disbursements	1,595,698.				
b	Net investment income (if negative, enter -0-)		2,511,085.			
c	Adjusted net income (if negative, enter 0)					

BAA For Paperwork Reduction Act Notice, see instructions.

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*See Statement 9

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash — non-interest-bearing				
	2	Savings and temporary cash investments	882,236.	303,775.	303,775.	
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments — U.S. and state government obligations (attach schedule)				
	b	Investments — corporate stock (attach schedule)				
	c	Investments — corporate bonds (attach schedule)				
	11	Investments — land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments — mortgage loans					
13	Investments — other (attach schedule) Statement 4	12,357,858.	13,762,982.	13,762,982.		
14	Land, buildings, and equipment: basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	13,240,094.	14,066,757.	14,066,757.		
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)	0.	0.		
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>					
	24	Unrestricted	13,240,094.	14,066,757.		
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)	13,240,094.	14,066,757.		
	31	Total liabilities and net assets/fund balances (see instructions)	13,240,094.	14,066,757.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	13,240,094.
2	Enter amount from Part I, line 27a	2	1,595,698.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	14,835,792.
5	Decreases not included in line 2 (itemize) See Statement 5	5	769,035.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	14,066,757.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 55,644.			55,644.
b 11,998,571.		9,655,485.	2,343,086.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			55,644.
b			2,343,086.
c			
d			
e			

2 Capital gain net income or (net capital loss).	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	2,398,730.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):				
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 </div>		3	2,398,730.

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

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

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

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

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	656,850.	14,114,790.	0.046536
2010	553,881.	12,883,982.	0.042990
2009	680,522.	11,118,363.	0.061207
2008	780,896.	13,803,707.	0.056571
2007	726,611.	16,358,172.	0.044419

2 Total of line 1, column (d)	2	0.251723
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.050345
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	14,094,204.
5 Multiply line 4 by line 3	5	709,573.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	25,111.
7 Add lines 5 and 6	7	734,684.
8 Enter qualifying distributions from Part XII, line 4	8	896,943.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	25,111.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	25,111.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	25,111.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6a	10,400.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	18,000.	
d Backup withholding erroneously withheld.	6d		
7 Total credits and payments. Add lines 6a through 6d	7	28,400.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,289.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 3,289. Refunded	11	0.	

Part VIIA Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) CA		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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Part VIIA Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>www.gaiasf.org</u>	13	X	
14	The books are in care of <u>Mark L. Schlesinger</u> Telephone no. <u>(415) 434-2821</u> Located at <u>235 Montgomery St. #1011 San Francisco, CA</u> ZIP + 4 <u>94104</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country				

Part VIIB Statements Regarding Activities for Which Form 4720 May Be Required

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

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

If 'Yes' to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Christine H. Russell 235 Montgomery Street #1011 San Francisco, CA 94104	Director/CEO 2.00	0.	0.	0.
Mark L. Schlesinger 235 Montgomery Street #1011 San Francisco, CA 94104	Dir/CFO/Sec 20.00	0.	0.	0.

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

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

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

0

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1 a	13,436,838.
b Average of monthly cash balances	1 b	871,999.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	14,308,837.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	14,308,837.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	214,633.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	14,094,204.
6 Minimum investment return. Enter 5% of line 5	6	704,710.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1 Minimum investment return from Part X, line 6	1	704,710.
2a Tax on investment income for 2012 from Part VI, line 5	2 a	25,111.
b Income tax for 2012. (This does not include the tax from Part VI.)	2 b	
c Add lines 2a and 2b	2 c	25,111.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	679,599.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	679,599.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	679,599.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1 a	896,943.
b Program-related investments — total from Part IX-B	1 b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	896,943.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	25,111.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	871,832.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7.				679,599.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only.			679,480.	
b Total for prior years: 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 896,943.				
a Applied to 2011, but not more than line 2a.			679,480.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2012 distributable amount				217,463.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b.		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				462,136.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

BAA

Form 990-PF (2012)

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

N/A

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

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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon:				
a 'Assets' alternative test – enter:				
(1) Value of all assets.				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c 'Support' alternative test – enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

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

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

Christine H. Russell

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

None

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

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

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

See Statement 6

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

See Statement for Line 2a

c Any submission deadlines:

See Statement for Line 2a

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

See Statement for Line 2a

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Statement 7				
Total			3 a	889,775.
b Approved for future payment				
Total			3 b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	81.	
4	Dividends and interest from securities			14	113, 113.	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	2, 398, 730.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				2, 511, 924.	
13	Total. Add line 12, columns (b), (d), and (e)				13	2, 511, 924.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Gaia Fund

94-3215541

Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax Preparation	\$ 3,525.			\$ 3,525.
Total	<u>\$ 3,525.</u>	<u>\$ 0.</u>		<u>\$ 3,525.</u>

Statement 2
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise Tax	\$ 18,464.			
Total	<u>\$ 18,464.</u>	<u>\$ 0.</u>		<u>\$ 0.</u>

Statement 3
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Dues & Memberships	\$ 1,895.			\$ 1,895.
Filing Fees	105.			105.
Hardware/Software/Internet	169.			169.
Insurance	750.			750.
Investment Expense	839.	\$ 839.		
Supplies	46.			46.
Total	<u>\$ 3,804.</u>	<u>\$ 839.</u>		<u>\$ 2,965.</u>

Statement 4
Form 990-PF, Part II, Line 13
Investments - Other

	Valuation Method	Book Value	Fair Market Value
Other Publicly Traded Securities			
Pimco Low Duration Fd II 126,366.609 Sh	Mkt Val	\$ 1,267,457.	\$ 1,267,457.
Eaton Vance Parametric, 11,479.592 Sh	Mkt Val	557,678.	557,678.
Pimco Low Duration Fd, 103,189.494 Sh	Mkt Val	1,084,521.	1,084,521.
Ridgeworth Seix Floating, 100,446.429 Sh	Mkt Val	902,009.	902,009.
Templeton Global Bd Fd, 66,420.664 Sh	Mkt Val	886,052.	886,052.
SPDR S&P 500 ETF, 4,750 Sh	Mkt Val	676,448.	676,448.
Greycourt Partners Fund, 8,250 Sh	Mkt Val	8,388,817.	8,388,817.
Total		<u>\$ 13,762,982.</u>	<u>\$ 13,762,982.</u>

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

Net Unrealized Gains or Losses on Investments	\$ 769,035.
Total	\$ <u>769,035.</u>

Statement 6
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:
 Name: Mark Schlesinger
 Care Of:
 Street Address: 235 Montgomery Street, Ste 1011
 City, State, Zip Code: San Francisco, CA 94104
 Telephone: 415-391-6943
 E-Mail Address:
 Form and Content: See Statement 8
 Submission Deadlines: See Statement 8
 Restrictions on Awards: See Statement 8

Statement 7
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Center for Food Safety 660 Pennsylvania Ave SE #302 Washington, DC 20003	N/A	509(a)(1)	General Support	\$ 10,000.
Organic Farming Research Fdn PO Box 440 Santa Cruz, CA 95061	N/A	509(a)(1)	General Support	7,500.
Sonoma Land Trust 966 Sonoma Avenue Santa Rosa, CA 95404	N/A	509(a)(1)	General Support	7,500.
Wild Farm Alliance PO Box 2570 Watsonville, CA 95077	N/A	509(a)(1)	General Support	10,000.
Natural Resources Defense Cncl 40 West 20th Street New York, NY 10011	N/A	509(a)(1)	California Food and Ag Programming	100,000.

Statement 7 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Xerces Society 4828 SE Hawthorne Blvd Portland, OR 97215	N/A	509 (a) (1)	Restoring Biodiversity Project	\$ 10,000.
BRJCC / Jewish Music Festival 1414 Walnut Street Berkeley, CA 94709	N/A	509 (a) (1)	General Support	7,500.
Congregation Emanu-El Two Lake Street San Francisco, CA 94118	N/A	509 (a) (1)	Special Campaign	62,500.
Jewish Community Center of SF 3200 California Street San Francisco, CA 94118	N/A	509 (a) (1)	General Support	7,500.
New Israel Fund 1101 14th Street NW, 6th Fl. Washington, DC 20005	N/A	509 (a) (1)	General Support	7,500.
SF Jewish Film Festival 145 Ninth Street #200 San Francisco, CA 94103	N/A	509 (a) (1)	General Operating Support	7,500.
Ecological Farming Association 406 Main Street, Suite 313 Watsonville, CA 95076	N/A	509 (a) (1)	EcoFarm 2013 Scholarships	1,000.
Jewish Community Federation 121 Steuart Street San Francisco, CA 94105	N/A	509 (a) (1)	Annual Campaign/Hurrica ne Sandy Relief Fund	41,000.
Foundation Center 312 Sutter Street, Ste 606 San Francisco, CA 94108	N/A	509 (a) (1)	General Support of SF Fdn Center	1,000.
Magic Theatre Fort Mason Ctr Bldg D, 3rd Fl. San Francisco, CA 94123	N/A	509 (a) (1)	General Support	7,500.
SF Planning & Urban Res Assn 312 Sutter Street, Ste 500 San Francisco, CA 94108	N/A	509 (a) (1)	General Support	5,000.

Statement 7 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Vassar College PO Box 159 / 124 Raymond Ave Poughkeepsie, NY 12601	N/A	509(a)(1)	Combined Annual/Capital Campaign Contrib	\$ 2,500.
Zen Hospice Project 273 Page Street San Francisco, CA 94102	N/A	509(a)(1)	One Night, One Heart Gala	1,000.
Marin Agricultural Land Trust PO Box 809 Point Reyes Station, CA 94956	N/A	509(a)(1)	General Support	5,000.
Occidental Arts & Ecology Ctr 15290 Coleman Valley Rd Occidental, CA 95465	N/A	509(a)(1)	CalCAN general support	10,000.
Grist 710 Second Ave, Ste 860 Seattle, WA 98104	N/A	509(a)(1)	Food and Agriculture Reporting	7,500.
Sonoma Ecology Center 20 East Spain Street Sonoma, CA 95476	N/A	509(a)(1)	General Support	5,000.
Contemporary Jewish Museum 736 Mission Street San Francisco, CA 94103	N/A	509(a)(1)	General Support and Exhibit Support	60,175.
Jewish Family and Children's Svcs 2150 Post Street San Francisco, CA 94115	N/A	509(a)(1)	YouthFirst Program	7,500.
San Francisco Ballet 455 Franklin Street San Francisco, CA 94102	N/A	509(a)(1)	Annual Campaign	293,100.
Ag Innovations Network 101 Morris Street, Suite 212 Sebastopol, CA 95472	N/A	509(a)(1)	General Support	10,000.
Anthony Manning Kunin Foundation 2698 Pacific Ave San Francisco, CA 94115	N/A	509(a)(2)	Young Performers Theatre	1,000.

Statement 7 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Rural Advancement Fndn Int'l USA PO Box 640 Pittsboro, NC 27312	N/A	509(a)(1)	Agricultural Justice Project	\$ 30,000.
Ctr for Science in the Public Interest Washington, DC	N/A	509(a)(1)	General Support	5,000.
Cornucopia Institute Cornucopia, WI	N/A	509(a)(1)	General Support	5,000.
AfterImage Public Media 39 Mesa Street, #206 San Francisco, CA 94123	N/A	509(a)(1)	California Originals film	10,000.
Food & Environment Reporting Network 1133 Broadway, Ste 706 New York, NY 10010	N/A	509(a)(1)	General Support	10,000.
Land Trust of Napa County 1700 Soscol Avenue, Ste 20 Napa, CA 94559	N/A	509(a)(1)	General Support	5,000.
Trust for Conservation Innovation 150 Post Street, Ste 342 San Francisco, CA 94104	N/A	509(a)(1)	Kitchen Table Advisors and Roots of Change	55,000.
UC Davis One Shields Avenue Davis, CA 95616	N/A	509(a)(1)	Agricultural Sustainability Institute professorship	50,000.
Reboot 44 W 28th Street, 8th Fl New York, NY 10001	N/A	509(a)(1)	General Support	10,000.
Shotgun Players 1901 Ashby Avenue Berkeley, CA 94703	N/A	509(a)(1)	Josh Kornbluth play	10,000.
Golden Gate National Parks Conservancy Building 201, Fort Mason San Francisco, CA 94123	N/A	509(a)(1)	Golden Gate Bridge Celebration	1,000.
SF Bicycle Coalition Education Fund 833 Market Street, 10th Fl San Francisco, CA 94103	N/A	509(a)(1)	Connecting the City Campaign	3,000.

Total \$ 889,775.

Statement 8
Form 990-PF, Part XV, Lines 2b-d
Supplementary Information

Applying for a Grant

Those interested in applying for a grant from Gaia Fund should carefully review the material on this website describing our funding interests and grantmaking policies. Only inquiries that align with those interests and policies are considered by the Fund.

Applying to Gaia Fund for a grant involves a two-step process.

First Step: Initial Inquiry

As a first step in applying for a grant, applicants should submit a completed Gaia Fund inquiry form. A link to the inquiry form, along with additional guidelines for making an initial inquiry, is in the Making an Initial Inquiry section of the website.

Following a trustee review of the inquiry, applicants will be notified whether or not the Fund would like to invite a full proposal. This notification may be mailed at any time following receipt of the inquiry, but no later than the final notification date indicated in the Application Timeline.

Second Step: Full Proposal

If the Fund is interested in further considering the request, applicants will be asked to submit a more detailed document that conforms to our Full Proposal Guidelines.

The due date for the full proposal will vary depending on when the Fund's trustees review the initial inquiry, and will be communicated at the time the invitation for submission is extended. The assigned due date will be on or before the final due date for each funding cycle as specified in the Application Timeline.

Applicants will be notified of the Fund's decision regarding their proposal according to the dates in the Application Timeline. Successful applicants will be asked to sign an agreement letter indicating any conditions associated with the grant award.

Please follow the instructions for submission of both the initial inquiry and the full proposal carefully. Submissions that do not conform will not be considered.

Full Proposal Guidelines

Applying to Gaia Fund involves a two-step process, as outlined in the Applying for a Grant section of the website. The first step requires Making an Initial Inquiry in a manner consistent with the Fund's published instructions.

Based upon the trustees' review of an initial inquiry, a select number of applicants will be invited to submit a full proposal. The full proposal consists of a formatted application letter, accompanied by a set of specified attachments.

The Application Letter

The application letter should be organized according to the following seven headings

(shown in underlined font) and in the order indicated:

1. Statement of Purpose and Goals for the activity that is the subject of the request, including an explanation of how the program or project advances your organization's mission.
2. Strategies/Tactics for Achieving Stated Goals, including a program timeline.
3. Desired Outcomes and Evaluation Methods that will be used to assess the success of the program.
4. Qualifications of Key Staff involved with the project. If additional staff will be hired for the program, include a brief job description and explanation of the search/hiring process.
5. Other Players and Organizational Niche, citing other organizations that are working on issues related to the request, your view of your organization's distinct niche relative to those other organizations, and a description of any relevant collaborations.
6. Recent Accomplishments of the Organization that indicate it has the skill, experience, and capacity to successfully complete the project that is the subject of the request.
7. Additional Comments that you feel will help Gaia Fund evaluate your request.

The application letter, exclusive of the attachments, should be limited to six pages (three pages if double-sided). It is to be written in 12-point font with 1" margins on all sides.

Application Letter Attachments

The application letter should be accompanied by the following seven attachments, in the order listed below:

1. A list of the organization's governing body, indicating officers and relevant affiliations.
2. The organization's budget for the current fiscal year.
3. A project budget if the request is for other than general operating support.
4. Committed major funding sources and grant amounts in support of the project (or, if the request is for general support, year-to-date major funding sources/amounts for the organization).
5. Financial statements (audited, if available) for the most recently concluded fiscal year. Financial statements are to be unbound, submitted on loose sheets.
6. The most recent annual report, or an appropriate substitute document if the organization doesn't prepare an annual report. Annual reports are to be unbound, submitted on loose sheets.
7. A copy of the organization's IRS 501(c)(3) tax determination letter, or that of its fiscal sponsor.

The application letter and all attachments should be printed on standard 8.5" x 11" sheets of paper. Applicants should send two complete sets of the full proposal, three-hole punched, to the Fund via regular mail. No other materials should accompany the full proposal submission.

Consistent with the Fund's efforts to be environmentally conscious, we prefer that

submissions be double-sided and/or printed on recycled paper. Please do not use plastic folders or other unnecessary presentation materials.

The Fund will confirm receipt of the full proposal by return mail. Applicants will be contacted if additional information is needed, or if the Fund wishes to schedule a site visit or face-to-face meeting. Communication from applicants to discuss the status of pending proposals or to schedule meetings is strongly discouraged.

The Fund reserves the right to decline proposals that fail to follow any of these instructions.

Application Timeline

Gaia Fund completes two funding cycles per year. The key dates associated with each cycle are indicated below:

First Funding Cycle

February - 15 final date for receipt of initial inquiry

March 1 - final date that Gaia Fund mails requests for full proposals

March 30 - latest due date for receipt of full proposal

June 15 - Gaia Fund mails notifications of grant awards

Second Funding Cycle

August 15 - final date for receipt of initial inquiry

September 1 - final date that Gaia Fund mails requests for full proposals

September 30 - latest due date for receipt of full proposal

December 15 - Gaia Fund mails notifications of grant awards

Applicants may be asked to submit full proposals prior to the above timeline dates, depending on when the trustees review the initial inquiry.

Gaia Fund does not give extensions to our published deadlines for letters of inquiry and full proposals.

**Reconciliation of Revenue per Audited
Financial Statements with Revenue Reported on
Form 990-PF, Return of Private Foundation**

Total revenue per audited financial statements	\$ 1,716,960
Amounts included in the revenue of the audited financial statements but not included in line 12, column (a), Form 990-PF.	
Net unrealized losses on investment	769,033
Revenue reported as Expenses	839
Federal Excise Tax Expense	25,111
Total revenue per line 12, column (a), Form 990-PF	\$ 2,511,944

**Reconciliation of Expenses per Audited
Financial Statements with Expenses Reported on
Form 990-PF, Return of Private Foundation**

Total expenses per audited financial statements	\$ 1,647,443
Amounts included in the audited financials statements but not included in line 26, column (a), Form 990-PF:	
Cash to Accrual Adjustments	
Provision for Excise Tax	18,464
Grants Payable	(750,500)
Amounts included in line 26, column (a), Form 990-PF but not included in the revenue of the audited financial statements:	
Revenue reported as Expenses	839
Total expenses per line 26, column (a), Form 990-PF	\$ 916,246

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

OMB No. 1545-1709

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

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

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only ☐*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.***Enter filer's identifying number, see instructions**

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	Gaia Fund	94-3215541
	Number, street, and room or suite number. If a P.O. box, see instructions	Social security number (SSN)
	235 Montgomery Street #1011	
File by the due date for filing your return. See instructions	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	San Francisco, CA 94104	

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

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

- The books are in the care of ▶ Mark L. Schlesinger

Telephone No. ▶ (415) 434-2821 FAX No. ▶ _____

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 2013, to file the exempt organization return for the organization named above.

The extension is for the organization's return for:

▶ ☒ calendar year 2012 or▶ ☐ tax year beginning _____, 20____, and ending _____, 20____.

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

☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	28,400.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	28,400.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	0.

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