Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545 0052

2012

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

Chrysopolae Foundation
PO Box 10174
San Rafael, CA 94912

A Employer identification number 94-3265060

B Telephone number (see the instructions) (415) 488-4740

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) ► $ 10,579,526.

J Accounting method ☐ Cash ☐ Accrual ☒ Other (specify) Mod. Cash (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)				
	2 Ck ► ☒ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	37.	37.	N/A	
	4 Dividends and interest from securities	244,567.	244,567.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	303,011.			
	b Gross sales price for all assets on line 6a 2,754,158.				
	7 Capital gain net income (from Part IV, line 2)		303,011.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule) See Statement 1	6,500.	6,500.		
	12 **Total.** Add lines 1 through 11	554,115.	554,115.		
OPERATING AND ADMINISTRATIVE 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 2	4,740.			4,740.
	c Other prof fees (attach sch) See St 3	68,229.	68,229.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Stm 4	13,000.			
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 5	570.	60.		510.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	86,539.	68,289.		5,250.
	25 Contributions, gifts, grants paid Part XV	455,529.			455,529.
	26 **Total expenses and disbursements.** Add lines 24 and 25	542,068.	68,289.		460,779.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	12,047.			
	b **Net investment income** (if negative, enter -0-)		485,826.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	406,506.	82,461.	82,461.
	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) Statement 6	2,699,794.	1,884,568.	1,884,568.
	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 7	6,819,047.	8,611,847.	8,611,847.
	14	Land, buildings, and equipment: basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ► See Statement 8)		650.	650.
	16	**Total assets** (to be completed by all filers – see the instructions. Also, see page 1, item I)	9,925,347.	10,579,526.	10,579,526.
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 ► [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	9,925,347.	10,579,526.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► [ ] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	9,925,347.	10,579,526.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	9,925,347.	10,579,526.	

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	9,925,347.
2	Enter amount from Part I, line 27a	2	12,047.
3	Other increases not included in line 2 (itemize) ► See Statement 9	3	642,132.
4	Add lines 1, 2, and 3	4	10,579,526.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	10,579,526.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	Sales of Publicly Traded Securities	P	Various	Various
b	Capital Gain Distributions	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	2,740,736.		2,451,147.	289,589.
b	13,422.			13,422.
c				
d				
e				

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

	(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	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				289,589.
b				13,422.
c				
d				
e				

2 Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 — **2** 303,011.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 — **3** 0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	518,272.	10,587,819.	0.048950
2010	486,990.	10,076,143.	0.048331
2009	486,037.	9,300,142.	0.052261
2008	410,877.	11,653,659.	0.035257
2007	425,447.	12,776,633.	0.033299

2	**Total** of line 1, column (d)	2	0.218098
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	0.043620
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	10,398,125.
5	Multiply line 4 by line 3	5	453,566.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,858.
7	Add lines 5 and 6	7	458,424.
8	Enter qualifying distributions from Part XII, line 4	8	460,779.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► [ ] and enter 'N/A' on line 1			
Date of ruling or determination letter _______ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b		1	4,858.
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	4,858.
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	4,858.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6a 19,751.		
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	19,751.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	14,893.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ► 14,893. **Refunded** ►		11	0.

Part VII-A Statements Regarding Activities

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

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► Lawrence C. Ford, Jr. Telephone no. ► (415) 488-4740

Located at ► PO Box 10174 San Rafael, CA ZIP + 4 ► 94912

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

		Line	Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country ►			

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

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

				Line	Yes	No
1 a	During the year did the foundation (either directly or indirectly):					
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes	☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes	☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?			1 b		X
	Organizations relying on a current notice regarding disaster assistance check here ► ☐					
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?			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 ► 20__ , 20__ , 20__ , 20__	☐ Yes	☒ 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. ► 20__ , 20__ , 20__ , 20__					
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No			
b	If 'Yes,' did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*			3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?			4 a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?			4 b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Statement 12 ☒ 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)? **5b** X (No)

Organizations relying on a current notice regarding disaster assistance check here ► ☐

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

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (No)

If 'Yes' to 6b, file Form 8870

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
Lawrence Charles Ford, Jr. PO Box 10174 San Rafael, CA 94912	President 5.00	0.	0.	0.
Cynthia Carroll PO Box 10174 San Rafael, CA 94912	Tres/Sec't 5.00	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
Northern Trust 580 California Street, Ste 1800 San Francisco, CA 94104	Investment Fees	68,229.
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.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:			
a	Average monthly fair market value of securities		1a	10,171,787.
b	Average of monthly cash balances		1b	384,685.
c	Fair market value of all other assets (see instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	10,556,472.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	10,556,472.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	158,347.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	10,398,125.
6	**Minimum investment return.** Enter 5% of line 5		6	519,906.

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	519,906.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 4,858.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	4,858.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	515,048.
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	515,048.
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	515,048.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:		
a	Expenses, contributions, gifts, etc — total from Part I, column (d), line 26	1a	460,779.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	460,779.
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	4,858.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	455,921.

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				515,048.
2 Undistributed income, if any, as of the end of 2012.				
a Enter amount for 2011 only			0.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009 221,344.				
d From 2010 489,205.				
e From 2011 4,579.				
f **Total** of lines 3a through e	715,128.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► $ 460,779.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2012 distributable amount				460,779.
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).)*	54,269.			54,269.
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	660,859.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	660,859.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009 167,075.				
c Excess from 2010 489,205.				
d Excess from 2011 4,579.				
e Excess from 2012				

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

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

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

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

Part XV | Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year – see instructions.)

1 Information Regarding Foundation Managers:

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

See Statement 10

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

None

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Statement 11				
Total			► 3a	455,529.
b *Approved for future payment*				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

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) Exclusion 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	37.	
4 Dividends and interest from securities			14	244,567.	
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	303,011.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a Other Investment Income			14	7.	
b REIT Dividends			14	6,493.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				554,115.	

13 Total. Add line 12, columns (b), (d), and (e) 13 554,115.

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

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

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

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

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

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

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

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

b If 'Yes,' complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 11/14/13 Title: PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name: Carol Duffield	Preparer's signature: Carol Duffield [signature]	Date: 11/7/13	Check ☐ if self-employed	PTIN: P01257136
Firm's name ▶ Fontanello, Duffield & Otake, LLP			Firm's EIN ▶ 37-1420474	
Firm's address ▶ 44 Montgomery Street, Suite 2019 San Francisco, CA 94104			Phone no (415) 983-0200	

TEEA0503L 03/14/13

Chrysopolae Foundation 94-3265060

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	$ 7.	$ 7.	
REIT Dividends	6,493.	6,493.	
Total	$ 6,500.	$ 6,500.	$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax Preparation	$ 4,740.			$ 4,740.
Total	$ 4,740.	$ 0.		$ 4,740.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Management Fees	$ 68,229.	$ 68,229.		
Total	$ 68,229.	$ 68,229.		$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise Tax	$ 13,000.			
Total	$ 13,000.	$ 0.		$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank Fees	$ 60.	$ 60.		
Bookkeeping	510.			$ 510.
Total	$ 570.	$ 60.		$ 510.

Statement 6
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
McDonalds Corp, 240 Sh	Mkt Val	$ 21,170.	$ 21,170.
Int'l Business Machines Corp, 130 Sh	Mkt Val	24,901.	24,901.
Intuitive Surgical Inc, 62 Sh	Mkt Val	30,403.	30,403.
National Oilwell Varco Inc, 311 Sh	Mkt Val	21,257.	21,257.
Pepsico Inc Com, 383 Sh	Mkt Val	26,209.	26,209.
Schlumberger Ltd Com, 349 Sh	Mkt Val	24,182.	24,182.
American Express Co, 435 Sh	Mkt Val	25,004.	25,004.
Danaher Corp Com Stk, 416 Sh	Mkt Val	23,254.	23,254.
Nike Inc C B Cl B, 376 Sh	Mkt Val	19,402.	19,402.
Walt Disney Co, 480 Sh	Mkt Val	23,899.	23,899.
Abbott Labs Com Stk, 356 Sh	Mkt Val	23,318.	23,318.
Amazon Com Inc, 130 Sh	Mkt Val	32,648.	32,648.
Boeing Co Com, 195 Sh	Mkt Val	14,695.	14,695.
Celgene Corp Com, 343 Sh	Mkt Val	27,001.	27,001.
Costco Wholesale Corp, 198 Sh	Mkt Val	19,556.	19,556.
EMC Corp Com, 985 Sh	Mkt Val	24,921.	24,921.
Mastercard Inc Cl A, 65 Sh	Mkt Val	31,933.	31,933.
Qualcomm Inc, 515 Sh	Mkt Val	31,940.	31,940.
Covidien Plc, 265 Sh	Mkt Val	15,301.	15,301.
Cerner Corp Com, 151 Sh	Mkt Val	11,724.	11,724.
Cummins Inc, 131 Sh	Mkt Val	14,194.	14,194.
Google Inc Cl A, 91 Sh	Mkt Val	64,553.	64,553.
Apple Inc, 186 Sh	Mkt Val	99,144.	99,144.
Deere & Co Com Stk, 150 Sh	Mkt Val	12,963.	12,963.
Molex Inc Cl A, 600 Sh	Mkt Val	13,392.	13,392.
Avnet Inc Com Stk, 495 Sh	Mkt Val	15,152.	15,152.
Berkley W R Corp, 300 Sh	Mkt Val	11,322.	11,322.
Leucadia Nat'l Corp, 848 Sh	Mkt Val	20,174.	20,174.
Plum Creek Timber Co Inc, 540 Sh	Mkt Val	23,960.	23,960.
Raymond James Finl Inc Com Stk, 295 Sh	Mkt Val	11,366.	11,366.
SL Green Rlty Corp, 137 Sh	Mkt Val	10,501.	10,501.
White Mountains Inc Grp, 39 Sh	Mkt Val	20,085.	20,085.
Amerco Com, 115 Sh	Mkt Val	14,583.	14,583.
Encore Wire Corp Com, 425 Sh	Mkt Val	12,882.	12,882.
Foot Locker Inc Com, 542 Sh	Mkt Val	17,409.	17,409.
Investors Bancorp Inc Com, 620 Sh	Mkt Val	11,024.	11,024.
Kaiser Alum Corp Com, 320 Sh	Mkt Val	19,741.	19,741.
Schnitzer Steel Inds Inc, 280 Sh	Mkt Val	8,492.	8,492.
The Men's Wearhouse Inc, 435 Sh	Mkt Val	13,555.	13,555.
Trinity Industries Com Stk, 550 Sh	Mkt Val	19,701.	19,701.
Vail Resorts Inc Com, 384 Sh	Mkt Val	20,771.	20,771.

Statement 6 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
American Tower Corp CL A, 240 Sh	Mkt Val	$ 18,545.	$ 18,545.
Citrix Sys Inc, 348 Sh	Mkt Val	22,881.	22,881.
F5 Networks Inc, 226 Sh	Mkt Val	21,956.	21,956.
Precision Castparts Corp, 108 Sh	Mkt Val	20,457.	20,457.
Priceline.com Inc, 36 Sh	Mkt Val	22,363.	22,363.
Salesforce.com Inc, 138 Sh	Mkt Val	23,198.	23,198.
Starbucks Corp, 515 Sh	Mkt Val	27,614.	27,614.
Alexion Pharmaceuticals Inc, 237 Sh	Mkt Val	22,233.	22,233.
Intercontinental Exchange Inc, 110 Sh	Mkt Val	13,619.	13,619.
Kansas City Southern, 301 Sh	Mkt Val	25,127.	25,127.
Red Hat Inc, 294 Sh	Mkt Val	15,570.	15,570.
Teradata Corp, 276 Sh	Mkt Val	17,082.	17,082.
Cit Group, 420 Sh	Mkt Val	16,229.	16,229.
Discover Financial Srvcs, 455 Sh	Mkt Val	17,540.	17,540.
Hyatt Hotels Corp, 410 Sh	Mkt Val	15,814.	15,814.
Keycorp, 1,360 Sh	Mkt Val	11,451.	11,451.
Range Res Corp, 133 Sh	Mkt Val	8,356.	8,356.
Spirit Aerosystems, 360 Sh	Mkt Val	6,109.	6,109.
Tech Data Corp, 165 Sh	Mkt Val	7,512.	7,512.
Atlas Air Worldwide, 252 Sh	Mkt Val	11,166.	11,166.
Cabot Corp, 386 Sh	Mkt Val	15,359.	15,359.
Caseys Gen Stores Inc, 246 Sh	Mkt Val	13,063.	13,063.
Allergan Inc, 181 Sh	Mkt Val	16,603.	16,603.
Biogen Idec Inc, 157 Sh	Mkt Val	23,027.	23,027.
Coach Inc, 232 Sh	Mkt Val	12,878.	12,878.
Directv Com, 275 Sh	Mkt Val	13,794.	13,794.
Du Pont, 477 Sh	Mkt Val	21,451.	21,451.
Estee Lauder, 302 Sh	Mkt Val	18,078.	18,078.
Grainger WW Inc, 70 Sh	Mkt Val	14,166.	14,166.
Monsanto Co, 251 Sh	Mkt Val	23,757.	23,757.
Whole Foods Mkt Inc, 290 Sh	Mkt Val	26,486.	26,486.
Dicks Sporting Goods Inc, 191 Sh	Mkt Val	8,689.	8,689.
Dollar Tree Inc, 177 Sh	Mkt Val	7,179.	7,179.
Perrigo Co, 136 Sh	Mkt Val	14,148.	14,148.
Stericycle Inc, 160 Sh	Mkt Val	14,923.	14,923.
Trimble Nav Ltd, 295 Sh	Mkt Val	17,635.	17,635.
Accrued Income included as FMV	Mkt Val	7,385.	7,385.
Bristol Myers Squibb Co, 324 Sh	Mkt Val	10,559.	10,559.
Express Scripts Hldg, 294 Sh	Mkt Val	15,876.	15,876.
Gilead Sciences Inc, 93 Sh	Mkt Val	6,831.	6,831.
Home Depot Inc, 299 Sh	Mkt Val	18,493.	18,493.
Noble Energy Inc, 185 Sh	Mkt Val	18,822.	18,822.
Verizon Communications, 561 Sh	Mkt Val	24,274.	24,274.
Biomarin Pharmaceutical Inc, 181 Sh	Mkt Val	8,914.	8,914.
Chipotle Mexican Grill Inc, 26 Sh	Mkt Val	7,734.	7,734.
Digital Rlty TR Inc, 210 Sh	Mkt Val	14,257.	14,257.
Edwards Lifesciences Corp, 132 Sh	Mkt Val	11,902.	11,902.
Michael Kors Hldgs Ltd, 271 Sh	Mkt Val	13,829.	13,829.
Panera Bread Co, 75 Sh	Mkt Val	11,912.	11,912.
Tractor Supply Co, 198 Sh	Mkt Val	17,495.	17,495.
Ulta Salon Cosmetics & Frag Inc, 113 Sh	Mkt Val	11,103.	11,103.
Pioneer Natural Resources Co, 133 Sh	Mkt Val	14,176.	14,176.
Allegheny Technologies Inc, 388 Sh	Mkt Val	11,780.	11,780.
Avery Dennison Corp, 236 Sh	Mkt Val	8,241.	8,241.
Comerica Inc, 516 Sh	Mkt Val	15,655.	15,655.

Statement 6 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Owens Corning, 323 Sh	Mkt Val	$ 11,948.	$ 11,948.
Visteon Corp, 350 Sh	Mkt Val	18,837.	18,837.
Alexander & Baldwin Inc, 471 Sh	Mkt Val	13,833.	13,833.
Intrepid Potash Inc, 488 Sh	Mkt Val	10,390.	10,390.
LSB Inds Inc, 161 Sh	Mkt Val	5,703.	5,703.
MDC Hldgs Inc, 406 Sh	Mkt Val	14,925.	14,925.
Plexus Corp, 378 Sh	Mkt Val	9,752.	9,752.
Seacor Hldgs Inc, 118 Sh	Mkt Val	9,888.	9,888.
Universal American Corp, 735 Sh	Mkt Val	6,314.	6,314.
	Total	$ 1,884,568.	$ 1,884,568.

Statement 7
Form 990-PF, Part II, Line 13
Investments - Other

Other Publicly Traded Securities	Valuation Method	Book Value	Fair Market Value
MFO DFA Inv Dimension Grp, 183,732.25 Sh	Mkt Val	$ 2,269,093.	$ 2,269,093.
MFB Northern Intl Eq, 55,071.43 Sh	Mkt Val	569,438.	569,438.
MFB Northern Funds Emrg Mkt, 28,568.31Sh	Mkt Val	339,106.	339,106.
MFO DFA Emrg Mkts, 11,143.96 Sh	Mkt Val	332,536.	332,536.
MFB Northrn Hi Yield Fix, 119,594.71 Sh	Mkt Val	902,940.	902,940.
MFC Ishares Intrm Credit, 12,500 Sh	Mkt Val	1,391,125.	1,391,125.
MFC Ishares Barclays 1-3yr Bd, 8,000 Sh	Mkt Val	843,840.	843,840.
MFC SPDR Gold Tr, 4,250 Sh	Mkt Val	688,543.	688,543.
MFO PIMCO Fds Pac Inv, 25,689.61 Sh	Mkt Val	315,212.	315,212.
Excelsior Lasalle Ppty Fd, 3,934.89 Sh	Mkt Val	215,671.	215,671.
MFO DFA Int'l Value, 33,252.72 Sh	Mkt Val	551,995.	551,995.
MFC Flexshs Morningstar Glbl, 5,400 Sh	Mkt Val	192,348.	192,348.
	Total	$ 8,611,847.	$ 8,611,847.

Statement 8
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
Accrued Interest & Dividends	$ 400.	$ 400.
Unsettled Trades/Purchases	250.	250.
Total	$ 650.	$ 650.

Statement 9
Form 990-PF, Part III, Line 3
Other Increases

Net Unrealized Gains or Losses on Investments	$ 642,132.
Total	$ 642,132.

Statement 10
Form 990-PF, Part XV, Line 1a
Foundation Managers - 2% or More Contributors

Lawrence Charles Ford, Jr.
Cynthia Carroll

Statement 11
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Scholarship Recipient 1 PO Box 10174 San Rafael, CA 94912	None	N/A	College Scholarship	$ 650.
Scholarship Recipient 2 PO Box 10174 San Rafael, CA 94912	None	N/A	College Scholarship	2,000.
Scholarship Recipient 3 PO Box 10174 San Rafael, CA 94912	None	N/A	College Scholarship	4,000.
Scholarship Recipient 4 PO Box 10174 San Rafael, CA 94912	None	N/A	College Scholarship	10,000.
NARAL Pro-Choice America Fdn 1156 15th Street NW Washington, DC 20005	N/A	509(a)(1)	General Support	3,000.
Marin Country Day School 5221 Paradise Drive Corte Madera, CA 94925	N/A	School	Annual Fund	28,000.
Tamiscal High School 305 Doherty Drive Larkspur, CA 94939	N/A	School	General Support - Youth Programs	17,500.
Sierra Club Foundation 85 Second Street San Francisco, CA 94105	N/A	509(a)(1)	General Support - Inner city Outings	10,000.

Statement 11 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
The Bay Home, Inc. 19 Hearthstone Court San Rafael, CA 94903	N/A	509(a)(1)	General Support - Care of developmentally disabled adults.	$ 42,000.
The Thacher School 5025 Thacher Road Ojai, CA 93023	N/A	School	General support of non-profit high school	40,000.
Scholarship Recipient 5 PO Box 10174 San Rafael, CA 94912	None	N/A	College Scholarship	12,000.
Scholarship Recipient 6 PO Box 10174 San Rafael, CA 94912	None	N/A	College Scholarship	7,500.
California Film Institute 38 Miller Avenue Mill Valley, CA 94941	N/A	509(a)(1)	Support for schools outreach program	6,000.
The Millbrook School 131 Millbrook School Road Millbrook, NY 12545	N/A	School	Annual Fund	5,000.
St. Mary the Virgin Episcopal Church 2325 Union Street San Francisco, CA 94123	N/A	Church	General support of non-profit church	6,000.
Hamilton College 198 College Hill Road Clinton, NY 13323	N/A	School	General Support	5,000.
The Pomfret School 398 Pomfret Street, PO Box 128 Pomfret, CT 06258	N/A	School	General Support	5,000.
San Francisco Zoological Society 1 Zoo Road San Francisco, CA 94132	N/A	509(a)(1)	General Support	7,500.
Golden Gate Natl Parks Cnsvcy Building 201, Fort Mason San Francisco, CA 94123	N/A	509(a)(1)	General funding for parks and trails	12,500.
Scholarship Recipient 7 PO Box 10174 San Rafael, CA 94912	None	N/A	College Scholarship	16,750.

Statement 11 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Lawrenceville School 2500 Lawrenceville Road Lawrenceville, NJ 08648	N/A	School	General Support	$ 5,000.
UC Regents 111 Franklin Street Oakland, CA 94607	N/A	509(a)(1)	Undergraduate Scholarships	31,806.
UCSF Foundation 220 Montgomery Street San Francisco, CA 94104	N/A	509(a)(1)	General Suppport	1,500.
Middlebury College 5 Court Street Middlebury, VT 05753	N/A	School	General Support	5,000.
Summer Search 620 Davis Street San Francisco, CA 94111	N/A	509(a)(1)	General support for education	12,270.
Yellowstone Park Foundation 222 East Main St, Ste 301 Boseman, MT 59715	N/A	509(a)(1)	General Support	2,500.
Youth Speaks 1663 Mission Street San Francisco, CA 94103	N/A	509(a)(1)	General support of arts organization for youth	10,000.
Sugar Bowl Ski Team Foundation P.O. Box 68 Norden, CA 95724	N/A	509(a)(1)	General Support	18,500.
San Geronimo Valley Community Ctr P O Box 194 San Geronimo, CA 94963	N/A	509(a)(1)	General Support	33,853.
Community Homes & Services P O Box 744 Novato, CA 94945	N/A	509(a)(1)	General Support	15,000.
HDSA 505 Eighth Avenue New York, NY 10018	N/A	509(a)(1)	General Support	40,000.
SF General Hospital 2789 25th Street, Ste 2029 San Francisco, CA 94110	N/A	Hospital	General support for hospital	3,200.

Statement 11 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Boy Scouts of America, Troop 14 1001 Davis Street San Leandro, CA 94577	N/A	509(a)(1)	General support of boy leadership	$ 2,000.
Intermountain Junior Rodeo Assn PO Box 593 Fall River Mills, CA 96028	N/A	509(a)(1)	General Support	2,750.
Scholarship Recipient #8 PO Box 10174 San Rafael, CA 94912	None	N/A	College Scholarship	2,000.
Giant Steps Foundation 230 Congress Strees, 12th Floor Boston, MA 02110	N/A	509(a)(1)	General Support	7,750.
Meritus College Fund 1012 Torney Ave San Francisco, CA 94129	N/A	509(a)(1)	General Support	6,000.
Alzheimer's Association P.O. Box 96011 Washington, DC 20090	N/A	509(a)(1)	General Support	5,000.
Resources Legacy Fund Foundation 555 Capitol Mall, Suite 1095 Sacramento, CA 95814	N/A	509(a)(1)	General Support	10,000.
Getway School 1430 Scott Street San Francisco, CA 94115	N/A	School	General Support	1,000.
			Total	$ 455,529.

The Chrysopolae Foundation
Post Office Box 10174
San Rafael
California 94912

CHRYSOPOLAE

TEAM PROGRAM SCHOLARSHIP AWARDS
Application Guide for Academic Year 2012-2013

PURPOSE AND GENERAL INFORMATION

The Team Program Scholarship Awards provide financial assistance to former students of the Tamiscal High School Team Program to attend college or vocational school. Scholarships are awarded based upon the combination of financial need, outstanding achievement (academic and non-academic), demonstrated community responsibility and service, and leadership. Awards range from $500 to $30,000 per academic year. Funds can be used for tuition, room and board, and general educational expenses such as books, materials, transportation or other directly associated expenses.

The Team Program Scholarship Awards were established to provide educational opportunities to students who might not otherwise have them and to students whose post-secondary education would be delayed or impeded by the necessity to earn money to support themselves.

WHO CAN APPLY

- Former Tamiscal High School Team Program students attending an accredited or state approved undergraduate school or graduate program leading to a degree.
- Former Tamiscal High School Team Program students attending an industry sanctioned or state certified vocational program leading to a certificate, license or diploma (non-degree).

ELIGIBILITY CRITERIA

- Financial Need: Proven financial need is the baseline criteria in the selection of scholarship recipients. Determination of financial need is based on family size, income, assets, and number of family members attending college.
- Outstanding Achievement (academic): Applicants should demonstrate exemplary academic achievement in their previous schooling.
- Outstanding Achievement (non-academic): Applicants should demonstrate having achieved a goal despite struggles, barriers, or challenges, demonstrating motivation, perseverance and integrity.
- Community Responsibility and Service: Applicants should demonstrate doing volunteer work which benefits individuals, groups, non-profit or political organizations, agencies, schools, or the community at large.

Statement 12
Form 990-PF, Part VII-B, Line 5a(3)
Scholarship Guidelines

- Leadership: Applicants should demonstrate guiding, inspiring, or directing others in achievement. Leadership can be shown in your personal, community, or academic life.

APPLICATION PROCEDURE

All applicants are required to complete a Team Program Scholarship Award application, including a personal statement, and attach a final high school transcript (if you graduated from somewhere other than the Tamalpais Union High School District) and transcripts of all your college work.

DEADLINES:

- For entering college undergraduates, the completed application packet, including transcripts, must be postmarked no later than **May 15, 2012.**
- For all others, the completed application packet, including transcripts, must be postmarked no later than **August 15, 2012.**

Send the completed application to:

Team Program Scholarship Award
The Chrysopolae Foundation
Post Ofice Box 10174
San Rafael, CA 94912

SELECTION AWARD PROCEDURE

Applications will be reviewed by the Board of Directors of the Chrysopolae Foundation. The Board will also seek recommendations from the faculty of the Team Program. Entering college students will be informed of their status in writing on June 15, 2012. All other applicants will be informed of their status in writing on September 3, 2012.

Successful applicants will be sent a Scholarship Grant Agreement. Upon receipt of the signed Scholarship Grant Agreement, the Foundation will send the scholarship check, payable to the student, directly to the student. Payment will be made in October 2012. Scholarship payments in excess of $10,000 are usually made in two installments.

It is the student's responsibility to notify the Chrysopolae Foundation of any changes of address, enrollment, or other factors which could affect scholarship eligibility.

APPLICATION CHECKLIST

- ❑ Application (4 pages, including financial statement)
- ❑ Personal statement (2 pages)
- ❑ Final high school transcript (not necessary for Tamalpais District graduates)
- ❑ Proof of acceptance or enrollment
- ❑ Transcripts from all colleges attended

Statement 12
Form 990-PF, Part VII-B, Line 5a(3)
Scholarship Guidelines

Form **8868**
(Rev January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ► [X]
- 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 extention 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: Chrysopolae Foundation	Employer identification number (EIN) or: 94-3265060
File by the due date for filing your return See instructions	Number, street, and room or suite number If a P O box, see instructions: PO Box 10174	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions: San Rafael, CA 94912	

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 ► Lawrence C. Ford, Jr.

  Telephone No ► (415) 488-4740 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, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► [X] calendar year 20 12 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	$ 9,931.
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	$ 19,751.
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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions Chrysopolae Foundation	Employer identification number (EIN) or 94-3265060
File by the extended due date for filing your return. See instructions.	Number, street, and room or suite number If a P.O. box, see instructions PO Box 10174	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions San Rafael, CA 94912	

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

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

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

- The books are in care of ► Lawrence C. Ford, Jr.

  Telephone No. ► (415) 488-4740 FAX No. ►
- If the organization does not have an office or place of business in the United States, check this box ► [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ► [ ] . If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/15 , 20 13.

5 For calendar year 2012 , or other tax year beginning ________ , 20 __ , and ending ________ , 20 __ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension.. The Organization requires additional time to gather the information necessary to file a complete and accurate return.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	$ 9,717.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 19,751.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	$ 0.

Signature and Verification must be completed for Part II only.

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

Signature ► Stan Menosz Title ► CPA Date ► 8/9/13