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

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

For calendar year 2012 or tax year beginning **JUL 1, 2012**, and ending **JUN 30, 2013**

Name of foundation  
**COCKAYNE**

Number and street (or P O box number if mail is not delivered to street address) Room/suite  
**180 MONTGOMERY STREET 1616**

City or town, state, and ZIP code  
**SAN FRANCISCO, CA 94104**

**G** Check all that apply  
 Initial return  
 Final return  
 Address change  
 Initial return of a former public charity  
 Amended return  
 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, col. (c), line 16)  
**\$ 2,225,001.** (Part I, column (d) must be on cash basis.)

**J** Accounting method  
 Cash  
 Accrual  
 Other (specify)

**A** Employer identification number  
**94-2753277**

**B** Telephone number  
**415-364-9722**

**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

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received	161,941.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	214.	214.		STATEMENT 1
	4 Dividends and interest from securities	43,769.	43,769.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	364,306.			
	b Gross sales price for all assets on line 6a	1,985,927.			
	7 Capital gain net income (from Part IV, line 2)		364,306.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	570,230.	408,289.			
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc	63,164.	6,316.		56,847.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	31,520.	2,723.		28,797.
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy	4,619.	0.		4,619.
	21 Travel, conferences, and meetings	8,674.	0.		8,674.
	22 Printing and publications				
	23 Other expenses STMT 4	6,900.	102.		6,798.
	24 Total operating and administrative expenses. Add lines 13 through 23	114,877.	9,141.		105,735.
	25 Contributions, gifts, grants paid	0.			0.
26 Total expenses and disbursements. Add lines 24 and 25	114,877.	9,141.		105,735.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	455,353.				
b Net investment income (if negative, enter -0-)		399,148.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing		90,113.	90,113.
	2 Savings and temporary cash investments	161,134.	564,158.	564,158.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 5	1,176,557.	1,548,023.	1,570,730.
	c Investments - corporate bonds	409,250.		
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
<b>16 Total assets (to be completed by all filers)</b>	<b>1,746,941.</b>	<b>2,202,294.</b>	<b>2,225,001.</b>	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
<b>23 Total liabilities (add lines 17 through 22)</b>	<b>0.</b>	<b>0.</b>		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	1,746,941.	2,202,294.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
<b>30 Total net assets or fund balances</b>	<b>1,746,941.</b>	<b>2,202,294.</b>		
<b>31 Total liabilities and net assets/fund balances</b>	<b>1,746,941.</b>	<b>2,202,294.</b>		

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	1,746,941.
2 Enter amount from Part I, line 27a	2	455,353.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,202,294.
5 Decreases not included in line 2 (itemize) ▶	5	0.
<b>6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	<b>6</b>	<b>2,202,294.</b>

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a PUBLICLY TRADED SECURITIES</b>		<b>P</b>		
b				
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 1,985,927.		1,621,621.	364,306.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			364,306.	
b				
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		2 364,306.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		{ If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3 N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	89,302.	1,802,348.	.049548
2010	87,781.	1,745,733.	.050283
2009	60,050.	1,492,412.	.040237
2008	70,080.	1,375,101.	.050964
2007	61,325.	1,240,155.	.049449
2 Total of line 1, column (d)			2 .240481
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 .048096
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 2,082,749.
5 Multiply line 4 by line 3			5 100,172.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,991.
7 Add lines 5 and 6			7 104,163.
8 Enter qualifying distributions from Part XII, line 4			8 105,735.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	3,991.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	3,991.
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	3,991.
6	Credits/Payments.		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	795.
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	795.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	3,196.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

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

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of BOTTO LAW GROUP LLP Telephone no 415-364-9722 Located at 180 MONTGOMERY ST, STE 1616, SAN FRANCISCO, CA ZIP+4 94104
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country

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.

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Statement 6
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Statement 6
(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)?
(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)
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
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?
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(i)(3) or 4942(i)(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
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)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
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.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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

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

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

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

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here  N/A

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d).  N/A

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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
C. P. RUSSELL 180 MONTGOMERY STREET, 16TH FLOOR SAN FRANCISCO, CA 94104	MEMBER, DIRECTOR & PRESIDENT 1.00	0.	0.	0.
JO HEDLEY 180 MONTGOMERY STREET, 16TH FLOOR SAN FRANCISCO, CA 94104	EXECUTIVE DIRECTOR & ASS'T SEC'Y 20.00	63,164.	0.	0.
TOM PRICE 180 MONTGOMERY STREET, 16TH FLOOR SAN FRANCISCO, CA 94104	TREASURER 1.00	0.	0.	0.
BRYAN KIRK 180 MONTGOMERY STREET, 16TH FLOOR SAN FRANCISCO, CA 94104	SECRETARY 2.00	0.	0.	0.

**2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."**

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

Total number of other employees paid over \$50,000 0

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0

**Part IX-A** Summary of Direct Charitable Activities

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

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
All other program-related investments See instructions.	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	0.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,792,189.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	322,277.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	2,114,466.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	2,114,466.
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	31,717.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	2,082,749.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	104,137.

**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)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	104,137.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	3,991.
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	3,991.
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	100,146.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	100,146.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	100,146.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	<b>1a</b>	105,735.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	105,735.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	<b>5</b>	3,991.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	101,744.

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7				100,146.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			0.	
<b>b</b> Total for prior years		0.		
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007				
<b>b</b> From 2008	1,727.			
<b>c</b> From 2009				
<b>d</b> From 2010	1,032.			
<b>e</b> From 2011				
<b>f</b> Total of lines 3a through e	2,759.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 105,735.				
<b>a</b> Applied to 2011, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2012 distributable amount				100,146.
<b>e</b> Remaining amount distributed out of corpus	5,589.			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	8,348.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount - see instr			0.	
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	8,348.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008	1,727.			
<b>b</b> Excess from 2009				
<b>c</b> Excess from 2010	1,032.			
<b>d</b> Excess from 2011				
<b>e</b> Excess from 2012	5,589.			

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

**C. P. 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.

---

- 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
NONE				
<b>Total</b>				▶ 3a 0.
<b>b</b> <i>Approved for future payment</i>				
NONE				
<b>Total</b>				▶ 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues and assessments, Interest on savings and temporary cash investments, Dividends and interest from securities, Net rental income from real estate, Net rental income from personal property, Other investment income, Gain or (loss) from sales of assets other than inventory, Net income from special events, Gross profit from sales of inventory, Other revenue, Subtotal, and Total.

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

Table with 2 columns: Line No. and 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).



**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

**2012**

Name of the organization

COCKAYNE

Employer identification number

94-2753277

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)( ) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

COCKAYNE

94-2753277

**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	M. H. RUSSELL 1994 CLT 100 FIRST STREET, 14TH FLOOR SAN FRANCISCO, CA 94105	\$ 161,941.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

**COCKAYNE**

**94-2753277**

**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

Name of organization

Employer identification number

**COCKAYNE**

94-2753277

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once.) ▶ \$ \_\_\_\_\_  
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	

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

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SOURCE	AMOUNT
BANK DEPOSITS	201.
MONEY MARKET FUND	13.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	214.

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	43,769.	0.	43,769.
TOTAL TO FM 990-PF, PART I, LN 4	43,769.	0.	43,769.

FORM 990-PF

LEGAL FEES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HUNTERS SOLICITORS	4,295.	0.		4,295.
BOTTO LAW GROUP LLP	27,225.	2,723.		24,502.
TO FM 990-PF, PG 1, LN 16A	31,520.	2,723.		28,797.

FORM 990-PF

OTHER EXPENSES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSES	2,920.	0.		2,920.
DIRECTORS & OFFICERS LIABILITY INSURANCE	1,023.	102.		921.
BUSINESS OWNERS INSURANCE	828.	0.		828.
PROCESSING & ADMINISTRATIVE FEES	1,380.	0.		1,380.
CA SECRETARY OF STATE, REGISTRATION AND FILING FEES	699.	0.		699.
CA ATTORNEY GENERAL'S REGISTRY OF CHARITABLE TRUSTS, REGISTRATION FEE	50.	0.		50.
TO FORM 990-PF, PG 1, LN 23	6,900.	102.		6,798.

FORM 990-PF

CORPORATE STOCK

STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
VANGUARD TOTAL STOCK MRKT FD, 19,000 SHS	1,548,023.	1,570,730.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,548,023.	1,570,730.

COCKAYNE

EIN: 94-2753277

2012 Return of Private Foundation

Statement 6

Part VII-B, Line 1a

In the tax year ending June 30, 2013, Cockayne (the "foundation") employed Jo Hedley as executive director of the foundation and paid her reasonable compensation and reimbursed her for expenses paid in the performance of her duties. Ms. Hedley also served as an officer of the foundation during the tax year. Ms. Hedley's services to the foundation were reasonable and necessary to carry out the exempt purpose of the foundation and the compensation paid to her was not excessive.

During the tax year ending June 30, 2013, the foundation engaged Botto Law Group LLP to render legal services to the foundation and paid Botto Law Group LLP reasonable compensation for the services. The compensation paid to Botto Law Group LLP was not excessive and the services rendered by Botto Law Group LLP were reasonable and necessary to carry out the exempt purpose of the foundation.

During the tax year ending June 30, 2013, Bryan Kirk, an officer of the foundation, was a partner of Botto Law Group LLP but did not own more than 35 percent of the profit interests in Botto Law Group LLP.

RESTATED BYLAWS OF

COCKAYNE

(FORMERLY CHARLES PHILLIPS RUSSELL, II FOUNDATION, INC.)

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RESTATED BYLAWS

OF

COCKAYNE

(FORMERLY CHARLES PHILLIPS RUSSELL, II FOUNDATION, INC.)

A California Nonprofit Public Benefit Corporation

SECTION 1. MEMBERS.

1.1 Classes of Members. This corporation shall have one (1) class of voting members who are thus "members" within the meaning of the California Nonprofit Public Benefit Corporation Law (the "Law").

1.2 Selection. The member of this corporation shall be C. P. RUSSELL. Additional memberships may be issued with the unanimous consent of the members.

1.3 Designation. C. P. Russell shall have the power to designate successor members of this corporation. When any person is empowered to designate members, except as otherwise provided in the designation, such person may do any of the following:

1.3.1 Such person may designate any one or more individuals, or series of individuals.

1.3.2 Such person may grant to any one or more individuals, or series of individuals, the power to designate members.

1.3.3 Such person may for any reason revoke any designation made by such person.

1.3.4 Such person shall exercise the powers described in section 1.3 by a signed and dated document. Unless otherwise indicated, the later of any such documents shall be deemed to revoke any earlier documents in conflict with it.

1.4 Consideration. Memberships shall be issued for no consideration.

1.5 Multiple and Fractional Memberships. No person may hold more than one membership and no fractional memberships may be held.

1.6 Transfer and Termination of Memberships. Memberships in this corporation or any rights of such memberships are not transferable or assignable. All rights of membership cease upon the member's death or dissolution. A member may resign at any time by notifying the secretary. An individual shall be removed and cease to act as a member if such individual is determined to be mentally or physically unable to act as a member (1) by the other members, acting unanimously, or (2) if there are no other members, by the person or persons designated to act as the next successor member or members. Such removal shall be by a signed and dated document filed with the corporate records, and a copy of such document shall be delivered to the member so removed. The removed individual may be reinstated as

a member by a document signed and dated by the removed individual filed in the corporate records, and a copy of such document shall be delivered to each member acting immediately before such reinstatement. Except as provided in section 1.6, memberships in this corporation shall have no term.

1.7 No Interest in Assets. No member shall possess any property right in or to the property of this corporation. In the event this corporation owns or holds any property upon its dissolution and winding up, after paying or adequately providing for its debts and obligations, the members shall dispose of the remaining property in accordance with the articles of incorporation.

1.8 Regular Meetings. The members shall fix by resolution the time and place of regular meetings of the members.

1.9 Special Meetings. Special meetings of the members may be called by the board, the president or any member.

1.10 Notice of Meeting. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given in accordance with the Law.

1.10.1 If approval of the members is sought concerning any of the following matters, the general nature of the proposal must be stated in the notice of meeting or in any written waiver of notice:

1.10.1.1 The removal of a director or directors without cause.

1.10.1.2 The filling of a vacancy on the board of directors.

1.10.1.3 An amendment to the articles of incorporation or bylaws.

1.10.1.4 Voluntary dissolution.

1.10.2 The transactions of any meeting of members, however called and noticed and wherever held, are as valid as though had at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the members not present signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Attendance of a member at a meeting shall constitute a waiver of notice of such meeting except when the person objects at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters required by law to be included in the notice but not so included, if such objection is expressly made at the meeting.

1.11 Quorum. A majority of the members shall constitute a quorum at a meeting of members.

1.12 Manner of Acting. If a quorum is present, the vote of a majority of the members voting on any matter shall be the act of the members, unless the vote of a greater number is required by law. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken is approved by at least as many members as is required to act for the members.

1.13 Action by Written Consent. Any action required or permitted to be taken by the members may be taken without a meeting if all members consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

End of Section 1

SECTION 2. DIRECTORS.

2.1 General Powers. Subject to the provisions of the Law and any limitation in the articles and bylaws of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors. The board may delegate the management of the activities of this corporation to any person or persons, management company, or committee however composed, provided that the activities and affairs of this corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the board.

2.2 Number of Directors. The board of directors shall consist of not less than one (1) nor more than five (5) directors. The exact authorized number of directors shall be fixed from time to time, within the limits specified in this section, by the members or, if there are no members, by the board or, if the number of directors then in office is less than a quorum, by the vote of a majority of the directors then in office.

2.3 Selection. The directors shall be elected at a regular meeting of the members or by written ballot or in any other manner authorized by law. Each member eligible to vote

shall cast the number of votes held for each office of director to be filled without the right to cumulate votes.

2.4 Term. Directors are elected to a term of one (1) year; provided, however, that each director, including a director elected to fill a vacancy, shall hold office until his or her successor is elected, except as otherwise provided by law.

2.5 Filling Vacancies. Any vacancy occurring on the board, including a vacancy created by reason of the removal of a director as well as any directorship to be filled by reason of an increase in the number of directors, shall be filled by the members or, if there are no members, by the board or, if the number of directors then in office is less than a quorum, by the vote of a majority of the directors then in office. A director elected to fill a vacancy shall hold office during the unexpired term of his or her predecessor in office and until his or her successor is elected.

2.6 Resignation. Any director may resign effective upon giving written notice to the president, the secretary or the board of directors unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. However, except upon notice to the Attorney General, no director may resign if

this corporation would then be left without a duly elected director in charge of its affairs.

2.7 Qualification. As long as required by law, not more than forty-nine percent (49%) of the persons serving on the board of this corporation may be "interested persons," as defined by the Law.

2.8 Regular Meetings. The board shall fix by resolution the time and place of regular meetings of the board without other notice than such resolution. Notice of any change in the time or place of regular meetings shall be given to all of the directors in the same manner as notice for special meetings of the board of directors.

2.9 Special Meetings. Special meetings of the board may be called by the president or any director. Notice of any special meeting shall be given at least four days in advance if notice is given by first-class mail or at least forty-eight (48) hours in advance if given by telephone or facsimile transmission.

2.10 Quorum. A majority of the number of directors authorized in the manner set forth by these bylaws shall constitute a quorum at a meeting of the board.

2.11 Manner of Acting. If a quorum is present, the vote of a majority of the directors present shall be the act of the board, unless the vote of a greater number is required by law.

The directors present may continue to transact business until adjournment notwithstanding the withdrawal of enough directors to leave less than a quorum, if any action taken is approved by at least as many directors as is required to act for the board.

2.12 Action by Written Consent. Any action required or permitted to be taken by the board may be taken without a meeting if all directors consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the board. The action by written consent shall have the same force and effect as the unanimous vote of the directors.

2.13 Compensation. The board may fix, by resolution, the compensation of a director.

2.14 No Interest in Assets. No director shall possess any property right in or to the property of this corporation. In the event this corporation owns or holds any property upon its dissolution and winding up, after paying or adequately providing for its debts and obligations, the directors shall dispose of the remaining property in accordance with the articles of incorporation.

End of Section 2

SECTION 3. OFFICERS.

3.1 Officers. The officers of this corporation shall be a president, a secretary, a treasurer and such other officers with such titles and duties as shall be determined by the board of directors. Any number of offices may be held by the same person, except that neither the secretary nor the treasurer may serve concurrently as the president.

3.2 Selection and Term of Office. The officers shall be chosen by the board of directors and shall serve at the pleasure of the board.

3.3 Removal. Any officer selected by the board of directors may be removed by the board of directors whenever in its judgment such removal is in the best interests of this corporation.

3.4 Resignation. Any officer may resign at any time upon written notice to this corporation without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

3.5 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the board of directors.

3.6 President. The president shall be the general manager and chief executive officer of this corporation and shall, subject to the control of the board of directors, have general

supervision, direction and control of the business and affairs of this corporation. The president shall preside at all meetings of the members and at all meetings of the board of directors. The president shall have all of the powers and shall perform all of the duties that are ordinarily inherent in the office of the president and shall have such further powers and shall perform such further duties as may be prescribed by the board of directors.

3.7 Treasurer. The treasurer shall be the chief financial officer of this corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account of this corporation. The treasurer shall oversee the receipt and deposit all moneys and other valuables belonging to this corporation in the name and to the credit of this corporation and the disbursement of the same only in such manner as the board of directors or the appropriate officers of this corporation may from time to time determine, and shall render, or cause to be rendered, to the president and the board of directors, whenever they request it, an account of all the treasurer's transactions and of the financial condition of this corporation. The treasurer shall have all of the powers and shall perform all of the duties incident to the office of treasurer and shall have such further powers and shall perform

such further duties as may be prescribed by the board of directors.

3.8 Secretary. The secretary shall keep or cause to be kept at the principal office of this corporation or such other place as the board of directors may order, a book of minutes of all proceedings of the members and the board of directors, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at directors' meetings, and the number of members present or represented at meetings of members. The secretary shall keep or cause to be kept at the principal office or at such other place as the board of directors may order a record of members or a duplicate record of members showing the names of the members and their addresses. The secretary or, if the secretary is absent or unable or refuses to act, any other officer of this corporation shall give or cause to be given notice of all the meetings of the members and the board of directors required by the bylaws or by statute to be given. The secretary shall have all of the powers and perform all of the duties incident to the office of secretary and shall have such further powers and shall perform such further duties as may be prescribed by the board of directors.

3.9 Compensation. The board may fix, by resolution, the compensation of an officer.

End of Section 3

SECTION 4. MISCELLANEOUS.

4.1 Contracts. The board of directors may authorize any officer or officers to be agent or agents of this corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of this corporation, and such authority may be general or confined to specific instances.

4.2 Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of this corporation shall be signed by such officers, directors or agents of this corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the president of the corporation.

4.3 Deposits. All funds of this corporation shall be deposited from time to time to the credit of this corporation in such banks, trust companies or other depositories as the board of directors may select.

4.4 Representation of Corporate Shares. The president of this corporation is authorized to vote, represent and exercise on behalf of this corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of this corporation. The authority hereby granted to the

president to vote or represent on behalf of this corporation any and all shares held by this corporation in any other corporation or corporations may be exercised either by the president in person or by any other person authorized to do so by proxy or power of attorney duly executed by the president.

4.5 Corporate Loans, Guarantees and Advances. Except as provided by section 5236 of the Law, this corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer.

End of Section 4

SECTION 5. BOOKS AND RECORDS.

5.1 Articles and Bylaws. This corporation shall keep at its principal office the original or a copy of its articles and bylaws as amended to date, which shall be open to inspection by members at all reasonable times during office hours. Upon the written request of any member, this corporation shall furnish to such member a copy of the articles and bylaws as amended to date.

5.2 Other Books and Records. This corporation shall keep adequate and correct books and records of account and shall also keep minutes of the proceedings of its members, board of directors and committees of the board and shall also keep a record of the names and addresses of the members. Minutes shall be kept in written form. Other books and records shall be kept either in written form or in any other form capable of being converted into written form. All books and records of this corporation may be inspected and photocopied by any member or any member's agent or attorney.

End of Section 5

SECTION 6. ANNUAL AND OTHER REPORTS.

6.1 Annual Statement of Certain Transactions. As long as required by the Law, this corporation shall furnish annually to its members and directors within one hundred twenty (120) days after the close of this corporation's fiscal year, a statement that briefly describes each of the following transactions, if any:

6.1.1 Any "covered transaction" during the previous fiscal year involving more than fifty thousand dollars (\$50,000), or which was one of a number of "covered transactions" in which the same "interested person" had a direct or indirect material financial interest, and which transactions in the aggregate involved more than fifty thousand dollars (\$50,000). The description of such "covered transactions" should include the names of the "interested persons" involved in such transactions, stating such person's relationship to this corporation, the nature of such person's interest in the transaction and, where practicable, the amount of such interest; provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

6.1.2 Any indemnification or advance aggregating more than ten thousand dollars (\$10,000) paid during the fiscal year to any officer or director of this corporation pursuant to the Law providing for the indemnification of officers and directors;

provided that no such report need be made in the case of indemnification approved by the members. The amount and circumstances of such indemnification should be stated.

6.2 Definition of "Covered Transaction". For purposes of this section, the terms "covered transaction" and "interested person" are used as defined in section 6322 of the Law.

6.3 Financial Information. As long as required by the Law, the board of directors shall cause an annual report to be sent to the members and directors within one hundred twenty (120) days after the close of this corporation's fiscal year containing in appropriate detail the following information:

6.3.1 The assets and liabilities, including the trust funds, of this corporation as of the end of the fiscal year.

6.3.2 The principal changes in assets and liabilities, including trust funds, during the fiscal year.

6.3.3 The revenue or receipts of this corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

6.3.4 The expenses or disbursements of this corporation, for both general and restricted purposes, during the fiscal year.

6.3.5 Any information required by section 6.1.

6.3.6 The report required by section 6.3 shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of this corporation that such statements were prepared without audit from the books and records of this corporation.

End of Section 6

SECTION 7. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

7.1 Indemnification. This corporation shall, to the maximum extent permitted by law, indemnify each of its present or former directors and officers (hereafter in section 7 referred to as "Agents") against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding or any threatened proceeding (hereinafter "proceeding" includes any threatened proceeding) arising by reason of the fact that any such person is or was an Agent of this corporation; provided, however, that the board of directors determines that such Agent was acting in good faith and in a manner such Agent reasonably believed to be in the best interests of this corporation and, in the case of a criminal proceeding, had no reasonable cause to believe that such agent's conduct was unlawful. Payments authorized by this section include amounts paid and expenses incurred in settling any such proceeding. Payments authorized by this section do not apply to any proceeding specifically excluded by law, which includes actions brought by or in the right of this corporation and actions alleging self-dealing or a breach of any duty relating to assets held in charitable trust.

7.2 Prohibition of Indemnification. If, because of the nature of the proceeding, this corporation is prohibited by the Law from indemnifying its Agents against judgments, fines,

settlements and other amounts, this corporation shall nevertheless indemnify each of its Agents against expenses actually and reasonably incurred in connection with the defense or settlement of such proceeding arising by reason of the fact that any such person is or was an Agent of this corporation; provided, however, that the board of directors determines that such Agent was acting in good faith and in a manner such Agent believed to be in the best interests of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances; further provided, however, that to the extent required by law the authority specified by law shall also approve the indemnification provided for by this section.

7.3 Expenses. Expenses incurred in defending any proceeding may be advanced by this corporation prior to the final disposition of the proceeding upon receipt of an undertaking by or on behalf of the Agent to repay the amount of the advance unless it is determined ultimately that the Agent is entitled to be indemnified as authorized in this article or by law.

7.4 Insurance. The board of directors may authorize this corporation to purchase and maintain insurance on behalf of any Agent against any liability asserted against or incurred by such Agent in such capacity or arising out of the Agent's status as

such, whether or not this corporation would have the power to indemnify such Agent against such liability.

7.5 Limitation of Application. Section 7 does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an Agent of this corporation. Nothing expressed in section 7 shall limit any right to indemnification to which such a trustee, investment manager or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

End of Section 7

SECTION 8. DEFINITIONS.

8.1 Law. Any reference in these bylaws to the "Law" refers to the California Nonprofit Public Benefit Corporation Law.

8.2 Approval of the Members. "Approval of the members" means approved or ratified by the affirmative vote of a majority of the votes represented and voting at a duly held meeting at which a quorum is present.

8.3 Board. Any reference in these bylaws to the "board" refers to the board of directors of this corporation.

8.4 References. Unless otherwise indicated, any reference to a section of these bylaws includes any other section with the same number followed immediately by a decimal point and then by one or more digits, or digits and decimal points.

8.5 Titles and Headings. Titles and headings contained in this instrument shall not be deemed to govern, limit, modify or in any manner affect the scope, meaning or intent of the provisions in this instrument.

End of Section 8

SECTION 9. AMENDMENTS TO BYLAWS.

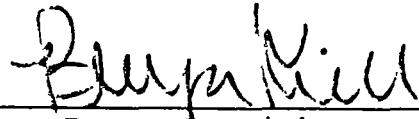
9.1 Amendments to Bylaws. New bylaws may be adopted, or these bylaws may be amended or repealed, by the approval of the members, or if there are no members, by the board or, if the number of directors then in office is less than a quorum, by the vote of a majority of the directors then in office.

End of Section 9

CERTIFICATE OF SECRETARY

I certify that I am the secretary of Cockayne (formerly Charles Phillips Russell, II Foundation, Inc.) and that the restated bylaws to which this certificate is attached, consisting of twenty-four (24) pages, are the bylaws of this corporation as adopted by the trustees on February 17, 2013.

Date: March 4, 2013



Bryan D. Kirk, Secretary

A0737660

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Secretary of State  
State of California

FEB 27 2013

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RESTATED ARTICLES OF INCORPORATION

1cc

C. P. RUSSELL and BRYAN KIRK, certify that:

1. C. P. Russell is the president and Bryan Kirk is the secretary of Charles Phillips Russell, II Foundation, Inc., a California nonprofit public benefit corporation.

2. The provisions of the Articles of Incorporation of Charles Phillips Russell, II Foundation, Inc., are deleted in their entirety and are amended and restated as follows:

One: The name of this corporation is COCKAYNE.

Two: This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. This corporation is organized under the California Nonprofit Public Benefit Corporation Law for charitable purposes.

Three: This corporation is organized and operated exclusively for charitable purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code").

Four: No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, and this corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

Five: The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member of this corporation, or to the benefit of any private individual.

Six: Upon the dissolution or winding up of this corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation shall be distributed to one or more nonprofit funds, foundations or organizations that are organized and operated exclusively for charitable purposes and that have established and maintained tax-exempt status under section 501(c)(3) of the Code.

Seven: This corporation shall distribute its income (and principal, if necessary) for each taxable year at such time and in such manner as not to become subject to tax under section 4942 of the Code. This corporation is prohibited from the following: (1) engaging in any act of self-dealing (as defined in section 4941(d) of the Code), (2) retaining any excess business holdings (as defined in section 4943(c) of the Code) that would subject the corporation to taxation under section 4943 of the Code, (3) making any investments in such manner as to subject the corporation to tax under section 4944 of the Code and (4) making any taxable expenditures (as defined in section 4945(d) of the Code).

3. The restated articles have been approved by the board of directors.

4. The restated articles have been approved by the required vote of the member.

We declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: February 27, 2013

C. P. Russell  
C. P. Russell, President

Bryan Kirk  
Bryan Kirk, Secretary

STATE OF CALIFORNIA  
COUNTY OF ...  
FILED ...  
FEB 27 2013



I hereby certify that the foregoing  
transcript of 3 page(s)  
is a full, true and correct copy of the  
original record in the custody of the  
California Secretary of State's office.

FEB 28 2013

Date: \_\_\_\_\_

*Debra Bowen*

DEBRA BOWEN, Secretary of State