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

2012

Department of the Treasury
Internal Revenue Service

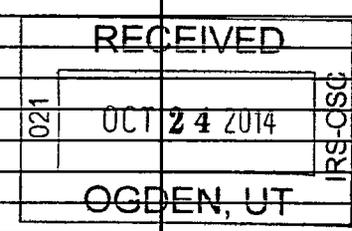
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

Open to public inspection

For calendar year 2012 or tax year beginning **DEC 1, 2012**, and ending **NOV 30, 2013**

Name of foundation ADRIAN FAMILY FOUNDATION C/O DONALD J. ADRIAN		A Employer identification number 33-0783199
Number and street (or P O box number if mail is not delivered to street address) 287 LA COSTA AVE	Room/suite	B Telephone number 760-942-9408
City or town, state, and ZIP code ENCINITAS, CA 92024-1110		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 4,372,694.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	28,709.	28,709.		STATEMENT 1
4 Dividends and interest from securities	56,090.	56,090.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-28,435.			
b Gross sales price for all assets on line 6a	662,776.			
7 Capital gain net income (from Part IV, line 2)		0.		
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	26,714.	0.		STATEMENT 3
12 Total. Add lines 1 through 11	83,078.	84,799.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees STMT 4	7,394.	0.		7,394.
b Accounting fees STMT 5	12,767.	2,151.		10,616.
c Other professional fees STMT 6	38,700.	0.		38,700.
17 Interest				
18 Taxes STMT 7	60.	0.		60.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 8	61,319.	0.		61,319.
24 Total operating and administrative expenses. Add lines 13 through 23	120,240.	2,151.		118,089.
25 Contributions, gifts, grants paid	67,000.			67,000.
26 Total expenses and disbursements. Add lines 24 and 25	187,240.	2,151.		185,089.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-104,162.			
b Net investment income (if negative, enter -0-)		82,648.		
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	10,097.	943.	943.
	2 Savings and temporary cash investments	231,666.	820,486.	820,486.
	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 10	2,199,731.	2,452,087.	2,452,087.
	c Investments - corporate bonds STMT 11	1,629,599.	1,099,178.	1,099,178.
	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 ▶)				
16 Total assets (to be completed by all filers)	4,071,093.	4,372,694.	4,372,694.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	4,071,093.	4,372,694.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
28 Paid-in or capital surplus, or land, bldg., and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances	4,071,093.	4,372,694.		
31 Total liabilities and net assets/fund balances	4,071,093.	4,372,694.		

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	4,071,093.
2 Enter amount from Part I, line 27a	2	-104,162.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	405,763.
4 Add lines 1, 2, and 3	4	4,372,694.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,372,694.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLIC SECURITIES LONG TERM		P	VARIOUS	VARIOUS
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 662,776.		691,211.	-28,435.	
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			-28,435.	
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 -28,435.
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	94,436.	3,902,093.	.024201
2010	93,786.	3,757,585.	.024959
2009	178,757.	3,383,800.	.052827
2008	90,300.	3,256,377.	.027730
2007	120,701.	3,229,649.	.037373
2 Total of line 1, column (d)			2 .167090
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 .033418
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 4,107,582.
5 Multiply line 4 by line 3			5 137,267.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 826.
7 Add lines 5 and 6			7 138,093.
8 Enter qualifying distributions from Part XII, line 4			8 185,089.

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.

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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	826.
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	826.
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	826.
6 Credits/Payments:		
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	15,134.
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	15,134.
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	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	14,308.
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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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)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of DONALD J. ADRIAN Telephone no. 760-942-9408 Located at 287 LA COSTA AVE, ENCINITAS, CA ZIP+4 92024-1110			
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	16	Yes	No X

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.

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

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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).

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

5b		
6b		X
7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		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

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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 REVOLVING LOAN FUND (RLF) PROGRAM: SEE STATEMENT A	
	12,395.
2 PRODUCT DESIGN: SEE STATEMENT A	
	12,541.
3 OAXACA: SEE STATEMENT A	
	32,049.
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	3,415,164.
b	Average of monthly cash balances	1b	754,970.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,170,134.
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	4,170,134.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	62,552.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,107,582.
6	Minimum investment return. Enter 5% of line 5	6	205,379.

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	205,379.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	826.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	826.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	204,553.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	204,553.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	204,553.

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	185,089.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	185,089.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	826.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	184,263.

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.

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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				204,553.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			98,919.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 185,089.				
a Applied to 2011, but not more than line 2a			98,919.	
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				86,170.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				118,383.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

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

DONALD J. ADRIAN

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

NONE

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

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

SEE STATEMENT 13

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:

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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)				
a Paid during the year				
SOLANA BEACH PRESBYTERIAN CHURCH 120 STEVENS AVENUE SOLANA BEACH, CA 92075	NONE	170(B)(1)(A)(I)	GENERAL FUND	12,000.
PLANT WITH PURPOSE 4747 MORENA BLVD SAN DIEGO, CA 92117	NONE	170(B)(1)(A)(V)	GENERAL FUND	40,000.
SEVEN SISTERS INTERNATIONAL PO BOX 3069 BRECKENRIDGE, CO 80424	NONE	170(B)(1)(A)(V)	GENERAL FUND	15,000.
Total				67,000.
b Approved for future payment				
NONE				
Total				0.

• 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 ADRIAN FAMILY FOUNDATION C/O DONALD J. ADRIAN
File by the due date for filing your return See instructions	Employer identification number (EIN) or 33-0783199
	Number, street, and room or suite no. If a P.O. box, see instructions. 287 LA COSTA AVE
	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ENCINITAS, CA 92024-1110

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 (sec. 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.

DONALD J. ADRIAN

• The books are in the care of **287 LA COSTA AVE - ENCINITAS, CA 92024-1110**

Telephone No. **760-942-9408**

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 **OCTOBER 15, 2014.**

5 For calendar year _____, or other tax year beginning **DEC 1, 2012**, and ending **NOV 30, 2013**.

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 TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO OBTAIN THE NECESSARY INFORMATION 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	\$	0.
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	\$	0.
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

COPY

Title

Date

Adrian Family Foundation
990 PF 11/30/13
EIN: 33-0783199

PART IX – A
SUMMARY OF DIRECT CHARITABLE ACTIVITIES

Indirect costs are allocated equally to each active program (4 currently).

1. REVOLVING LOAN FUND (RLF) PROGRAM

A revolving loan program has been established in the Dominican Republic. The general program includes agroforestry training and loans to impoverished farmers for agroforestry farm development to enable them to become self-sufficient. Long term loans (6 to 10 years) are made for establishing timber and fruit trees and short term loans (about 1 -3 years) for intercrops. The farmers use the loan proceeds to purchase plants, seeds, fertilizer and other agroforestry supplies as well as for their living expenses while they are working on the farms and the crops are maturing. The loans will be repaid as the crops are harvested and sold. Some of these farmers have begun to harvest their trees and are selling their wood and beginning to repay their loans.

The farmers who are interested in the program generally live on their farm land and the soil quality is generally suitable. Eight farmers, all below the poverty level, were selected in 2001 using specific criteria and have received training in agroforestry by an agroforestry technician. The loan procedures are established and part time personnel have been contracted to operate the program. Except for two drought periods, additional farmers have been added each year. The work load per farmer is heaviest in the first couple of years, and then decreases allowing time for new farmers to be trained. A total of 66 farmers have benefited from the program. Twelve of the farmers have repaid their loans and one has defaulted. Farmer's plant eucalyptus, acacia, and mahogany due to the high local demand in addition to various other trees including: bananas, coffee, orange and cacao.

The farmers generally grow a large portion of their seedlings in community nurseries established by the foundation. This significantly reduces the cost of establishing their farms. Plans are being made for community nurseries.

2. PRODUCT DESIGN

The Foundation built a distiller which is used to distill oregano oil, eucalyptus oil and citronella. This is being sold in the Dominican Republic market and the proceeds used to fund foundation programs. The distiller continues to provide a market for the farmer's oregano. We are exploring other uses for oregano oil such as protecting food supply and possible use as a natural insecticide and fungicide. Ways of packaging the oil are being explored.

3. OAXACA

The Foundation supports activities in the Mixtec Indian communities in the mountains of Oaxaca. Most of these people live at or below the poverty level and make their living by growing corn and beans for self-consumption. They often live at great distance from government and commercial services. Transportation is generally very limited.

The Foundation, using portable equipment, supplies dental care in remote areas where reaching a government clinic would require a trip of two or more hours. Medicines are supplied to the clinic of Santa Inez.

Materials for ecological latrines were supplied to several communities. Rural stoves were constructed in several communities so that smoke could be directed out of the home. Before, much of the cooking was done on an open fire. The stoves, by taking the smoke out of the house limit respiratory problems and eliminating the open fire minimizes children getting burned.

The Foundation sponsored the building of a community center in Loma Chimedia. A second story was added to the main building. The center has been furnished for overnight visitors so it can be used by visitors from other communities. The center is used for community meetings, women's craft and sewing activities, teaching of the Mixtec language etc. The building was constructed of bricks made by members of the community.

Major activities were completed in Loma Chimedia and the team transitioned to the new village of La Union. Projects in La Union include: ecological latrines, cisterns, rural stoves, and major work on a local reservoir. Extensive tree planting was done to protect the watershed above the reservoir.

Oaxaca Project (LA Union Community – Approx. 3 Villages)

Proposal: (Requests)

2012	2013	2014
16,659	27,667	24,833

Past relationship was SBPC would cover approximately 50% and foundation 50% - Due to budgets cuts at SBPC they were unable to contribute – Foundation Funded 100% for 2013(27,667) and 2014 (24,833).

OST/Unit	The 3-year Proposal was for:	Quantities as reported from Community President:
(1083)	30 Cisterns	50 Cisterns
(417)	35 Latrines	62 Latrines
(83)	30 Wood Saving Stoves	86 Wood Savings Stoves
(292)	3 Bread Ovens	1 Bread Oven
	20 Family	
(292)	Gardens/Chickens	10 Family Gardens/Chickens
(250)	20 Sheep Projects	10 Sheep Projects
		3 Fruit Gardens

Work on Dam and Water Shed	5,950
Festival of Values	1,916
Total - \$69,159 (3-years)	

4. BRAIN RESEARCH

This activity covers research directed towards non-pharmaceutical treatment of currently incurable diseases such as Alzheimer's and Parkinson's disease.

Part of the study involves medical library research to find low cost symptomatic treatments such as physical and speech therapy, value of exercise and avoidance of obesity. The next level of the research for possible relief of symptoms is by reprogramming the neural system. For example, implanted deep brain stimulators in the sub thalamus neurons. These devices are very expensive and we are investigating non-invasive methods such as bio-feedback and extremely low frequency electrical stimulation.

Finally we plan to investigate the stimulation of brain cells to produce natural chemicals which may be neuroprotective. Stimulus possibilities include heat and electromagnetic radiation. Experiments with rats show that exercise stimulates the production of neurotropic factors which slow degeneration and cause the growth of new neurons in the hippocampus, an area in the brain important for Alzheimer's disease. It remains to be determined if this will occur in humans. However exercise can be recommended at this time since it has been shown effective in treating depression which often accompanies neurodegenerative diseases.

Biofeedback using EEG and accelerometer signals has been experimented with to reduce tremors associated with Parkinson's disease. In cooperation with a consortium of researchers, new signal processing and display techniques have been investigated for studying tremor. The possible use of tremor data as an indicator of disease progression is also being studied. Preliminary analysis indicates that tremor frequency decreases as Parkinson's disease progresses.

We have found that massage has an effect on tremor similar to biofeedback. Both biofeedback and massage seem to produce an "alpha state" in EEG. This state is the opposite of stress or excited state which is known to promote tremor.

Experiments with a massage machine have shown little effect on tremor. This is disappointing since available machines would be much more economical than a massage therapist. The study is still continuing and other methods of obtaining the benefits of human touch will be examined.

We have found that a combination of heavy exercises (a stationary bicycle and treadmill) and biofeedback allows for the reduction of medication (and resulting side effects) for symptomatic

treatment of Parkinson's disease. In one case this reduction has lasted several years but we have not yet isolated the relative contribution of exercise and biofeedback.

The individual mentioned in the last paragraph has had other ailments for the last couple of years which led to severe reduction of his exercise. His medication has had to be increased to 400 mg of levo dopa per day from an earlier 200 to 250 mg per day. Massage therapy has continued during this time. This result hints that exercise may be more important than massage (or biofeedback) in slowing symptoms.

In cooperation with another foundation, the electrical stimulation of the peripheral nervous system is being studied for reducing tremor and muscle stiffness and pain associated with neurological disorders. Long range plans include using electrical stimulation to mimic part of the effects (e.g. contracting of muscles) of exercise. This is important since persons with more advanced disease have difficulty in exercising.

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

SOURCE	AMOUNT
INTEREST INCOME	28,709.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	28,709.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	56,090.	0.	56,090.
TOTAL TO FM 990-PF, PART I, LN 4	56,090.	0.	56,090.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NONTAXABLE INTEREST	20,447.	0.	
OREGANO OIL SALES	6,267.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	26,714.	0.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	7,394.	0.		7,394.
TO FM 990-PF, PG 1, LN 16A	7,394.	0.		7,394.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	12,767.	2,151.		10,616.	
TO FORM 990-PF, PG 1, LN 16B	12,767.	2,151.		10,616.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
CONSULTING FEES	38,700.	0.		38,700.	
TO FORM 990-PF, PG 1, LN 16C	38,700.	0.		38,700.	

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
AG REG. OF CHARITABLE TRUSTS	50.	0.		50.	
FTB - FILING FEES	10.	0.		10.	
TO FORM 990-PF, PG 1, LN 18	60.	0.		60.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TELEPHONE	766.	0.		766.	
AUTO	3,201.	0.		3,201.	
OAXACA - PROGRAM EXPENSE	32,050.	0.		32,050.	
OFFICE	6,927.	0.		6,927.	
REIMBURSEMENT & OTHER	1,378.	0.		1,378.	

BANK	1,577.	0.	1,577.
INSURANCE	2,127.	0.	2,127.
REPAIRS	898.	0.	898.
RLF - PROGRAM EXPENSE	12,395.	0.	12,395.
TO FORM 990-PF, PG 1, LN 23	61,319.	0.	61,319.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
UNREALIZED GAIN/LOSS	389,444.
BOOK/TAX DIFFERENCE CAPITAL LOSS	16,319.
TOTAL TO FORM 990-PF, PART III, LINE 3	405,763.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
1,000 SHARES AMERICA MOVIL	46,480.	46,480.
760 SHARES CENTURY TEL/CENTURYLINK	23,332.	23,332.
1,000 COUNTRY WIDE CAPITAL	25,120.	25,120.
500 SHARES JACOBS ENGINEERING	29,885.	29,885.
5,500 SHARES MEDTRONIC	315,260.	315,260.
400 SHARES PERKINELMER	15,216.	15,216.
14,500 SHARES QUALCOMM	1,361,230.	1,361,230.
11,100 SHARES SPRINT	93,129.	93,129.
1,300 SHARES STD & POORS/SPDR TR	235,300.	235,300.
1,000 SHARES WALGREEN	59,200.	59,200.
12,406 SHARES WINDSTREAM	100,116.	100,116.
FRANKLIN CUSTODIAN	147,743.	147,743.
SANOFI	76.	76.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,452,087.	2,452,087.

JEAN SMITH	BOARD MEMBER			
287 LA COSTA AVENUE	1.00	0.	0.	0.
ENCINITAS, CA 92024				

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		<u>0.</u>	<u>0.</u>	<u>0.</u>
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NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

DONALD J. ADRIAN, PRESIDENT - THE ADRIAN FOUNDATION
287 LA COSTA AVENUE
ENCINITAS, CA 92024-1110

TELEPHONE NUMBER

760-942-9408

FORM AND CONTENT OF APPLICATIONS

POTENTIAL GRANTEES SHOULD SUBMIT A CLEAR LETTER DESCRIBING THE TYPE OF ACTIVITIES PERFORMED, GEOGRAPHICAL WORK AREA AND THE ORGANIZATION'S CHARITABLE STATUS.

ANY SUBMISSION DEADLINES

NO SUBMISSION DEADLINE.

RESTRICTIONS AND LIMITATIONS ON AWARDS

CURRENTLY ONLY ORGANIZATIONS PERFORMING COMMUNITY DEVELOPMENT ACTIVITIES IN THE DOMINICAN REPUBLIC OR OAXACA, MEXICO OR THE AFAR REGION OF ETHIOPIA WILL BE CONSIDERED QUALIFIED FOR POTENTIAL GRANTS. ANY GRANTEE MUST BE A PUBLIC CHARITY OF A FOREIGN CHARITY MEETING REQUIREMENTS OF REVENUE PROCEDURE 92-94. EXCEPT FOR A RELIEF FROM NATURAL DISASTERS, ANY GRANTS SOLICITED WILL OFTEN BE SMALL, E.G. \$5,000. ANY GRANT WILL BE BASED ON A SOLICITATION TO A POTENTIAL GRANTEE OR GRANTEES.