

#### See a Social Security Number? Say Something! Report Privacy Problems to https://public.resource.org/privacy Or call the IRS Identity Theft Hotline at 1-800-908-4490



### Form **990-PF**

**Return of Private Foundation** 

▶ Do not enter Social Security numbers on this form as it may be made public.

OMB No 1545-0052

or Section 4947(a)(1) Trust Treated as Private Foundation ▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Depa	rtment	of the Treasury		Social Security numbers or m 990-PF and its separate				Open to Public Inspection
		dar year 2013 or tax year t			, and e		<b>J</b>	poper to rabile inspection
		foundation		·			A Employer identification	number
		OCK FOUNDATION			<del>-</del>	1	94-1671318	
Nun	nber a	nd street (or PO box number if i	mail is not delivered to street	address)		Room/suite	<b>B</b> Telephone number	
		ARITIME PLAZA, SUI					415-981-3921	
•		own, state or province, cour		ostal code			C If exemption application is p	ending, check here
		RANCISCO, CA 9411		I last at a star of a fe		- L L -		
G	песк		Initial return	Initial return of a fo	ormer public (	charity	D 1. Foreign organizations	s, check here
			Final return Address change	Amended return  Name change			Foreign organizations me check here and attach co	eeting the 85% test,
Н (	hack		x Section 501(c)(3) ex				Ī	
<u>"</u>	_	ction 4947(a)(1) nonexemp		Other taxable private foundation	ation		E If private foundation sta under section 507(b)(1)	
L Fa		rket value of all assets at en			Acci	rual	1	•
		Part II, col. (c), line 16)	·   —	her (specify)	,,,,,,,,,,	uui	F If the foundation is in a under section 507(b)(1)	
	\$	43 2	250 438 (Part I, colu	mn (d) must be on cash i	basis)			(15), GIOGRATIOIO
Pa	rt I		Expenses	(a) Revenue and expenses per books	(b) Net in	vestment ome	(c) Adjusted net	(d) Disbursements for charitable purposes (cash basis only)
	1	Contributions, gifts, grants					N/A	(cash basis only)
	2	Check X If the foundation i	•				- H/H	
	3	Interest on savings and tempora		53.		53.		STATEMENT1
	4	Dividends and interest from		58.557.		58 557.		STATEMENT2
	5a	Gross rents		, , , , , , , , , , , , , , , , , , ,				
	b	Net rental income or (loss)						
a	6a	Net gain or (loss) from sale of as	ssets not on line 10	1,438,005,				STATEMENT3
Ž	b	Gross sales price for all assets on line 6a	2,296,912,					
Revenue	7	Capital gain net income (from Pa	art IV, line 2)		1	438,761.	,	
ш	8	Net short-term capital gain	1					
	9	Income modifications Gross sales less returns						
		and allowances						
		Cross profit or (loss)						
	1 1	Gross profit or (loss)	-11	83.		1 300		OMA MENERALMA
		Total. Add lines 1 through	11/8	1.496.698.	1	1,392. 498 763.		STATEMENT4
	130	Compensation of officers, direct		1,490,098.		. <del>430,703,</del> . 0.		0.
1	14\2	Other employee salaries an	id wages			<u> </u>	<del></del>	•
		Pension plans, employee b						
ses		Legal fees	STMT 5	2,945.		0,		2.945.
en	b	Accounting fees	stmt 6	27,850.		0.		27,850.
Ä	С	Other professional fees						
I⊐ININ V JS and Administrative Expenses	17	Interest		2,130,		2,130,		0.
Strai		Taxes	STMT 7	477,		477.		0.
	19	Depreciation and depletion	1					
Adm	20	Occupancy						
ጀቜ	21	Travel, conferences, and m	neetings					
	22	Printing and publications		44 050		40.000		
.⊆	23 24	Other expenses  Total operating and admir	STMT 8	11,059.		10,960.		85.
// UN perat	24	expenses Add lines 13 thi		44,461.		13_567.		20 000
ှဲ ဝီ	25	Contributions, gifts, grants	-	1 995 040.		13,30/,		30,880. 1,995,040.
<b>-</b> Đ	ı	Total expenses and disbu		1,555,040.				1,333,040.
•		Add lines 24 and 25		2 039 501.		13 567.		2,025,920,
_	27	Subtract line 26 from line 1	12:					
•	a	Excess of revenue over expense	es and disbursements	<542,803.	<b>&gt;</b>			
	Ь	Net investment income (if	negative, enter -0-)	-	1	485,196,		
0555	<u> </u>	Adjusted net income (if neg	gative, enter -0-)				N/A_	

323501 10-10-13 LHA For Paperwork Reduction Act Notice, see instructions.

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Form **990-PF** (2013)

For	m 99	0-PF (2013) THE ROCK FOUNDATION		94-16	71318 Page 2
	art,	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of	f year
<u></u>	ai L	column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value
	١.1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	116,026,	442,299.	442,299,
	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	4		
		Less: allowance for doubtful accounts ▶			
2	8	Inventories for sale or use			
Assets	9	Prepaid expenses and deferred charges			
₹	10a	Investments - U.S. and state government obligations			
	Ь	Investments - corporate stock STMT 9	183,055.	183,030,	904,742.
	C	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis			* *
		Less accumulated depreciation			
	12	Investments - mortgage loans			
	13	Investments - other STMT 10	19,410,374.	18,081,575.	40,903,394.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation			
	15	Other assets (describe ► STATEMENT11 )	30,113.	1,030,116.	1,000,003.
	16	Total assets (to be completed by all filers - see the			
		instructions. Also, see page 1, item 1)	19,739,568.	19,737,020.	43,250,438,
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Š	19	Deferred revenue			
Liabilities	20	Loans from officers, directors, trustees, and other disqualified persons			
iabi	21	Mortgages and other notes payable			
_	22	Other liabilities (describe   STATEMENT12	0.	540,255.	
	23	Total liabilities (add lines 17 through 22)	0.	540,255.	
		Foundations that follow SFAS 117, check here			
		and complete lines 24 through 26 and lines 30 and 31.			
ĕ	24	Unrestricted			
lan	25	Temporarily restricted			
or Fund Balances	26	Permanently restricted			
Ĕ		Foundations that do not follow SFAS 117, check here			
F	ŀ	and complete lines 27 through 31.			
ts	27	Capital stock, trust principal, or current funds	0.	0.	
Net Assets	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
ţ	29	Retained earnings, accumulated income, endowment, or other funds	19,739,568.	19,196,765.	. *
Š	30	Total net assets or fund balances	19,739,568.	19,196,765.	
_	31	Total liabilities and net assets/fund balances	19 739 568	19,737,020	
F	art	III Analysis of Changes in Net Assets or Fund Ba	alances		
_	T-4-		<u> </u>	· · · · · · · · · · · · · · · · · · ·	
1		I net assets or fund balances at beginning of year - Part II, column (a), line 3	30		
	•	st agree with end-of-year figure reported on prior year's return)		1	19,739,568.
		r amount from Part I, line 27a		2	<u>&lt;542,803.</u> >
3		r increases not included in line 2 (itemize)		3	0.
4		lines 1, 2, and 3		4	19,196,765.
5		eases not included in line 2 (itemize)  I net assets or fund balances at end of year (line 4 minus line 5) - Part II, co	lumn (h) lung 20	5	10, 106, 765
<u>.                                    </u>	ıvıd	i not assets of fund balances at the of year (line 4 minus line 3) - Part II, CO	idinii (D), iiilo oo	[ 0 ]	19 196 765. Form <b>990-PF</b> (2013)

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	d Losses for Tax on Ir	vestment	Income					-10/131	
(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>(b)</b> I	low ac - Purc - Dona	nase i '	) Date a	acquired ay, yr.)	(d) Date sold (mo., day, yr.)	
1a									
b SEE ATTACHED STATEMEN	NTS								
<u> </u>				<u> </u>					
_d									
<u>e</u>	(f) Depreciation allowed	(a) Coc	st or other basis	Щ			/b) Co	aın or (loss)	
(e) Gross sales price	(or allowable)		expense of sale			<del></del>		(f) minus (	
a .									
<u>b</u>				$\dashv$					
d d									
e 2,296,912,			858.1	51					1,438,761,
Complete only for assets showing g	ain in column (h) and owned by	the foundation		<u></u>		(1) G	ains (C	ol. (h) gaın	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Ex	cess of col. (ı) col. (ı), ıf any			còl. (I	k), but n	ot less thar (from col. (	1 -0-) <b>or</b>
a									
b									<u>.                                    </u>
<u>c</u>						<del> </del>			
d									
e				_				<del></del>	1,438,761.
2 Capital gain net income or (net capital	al loss) $ \begin{cases} & \text{If gain, also enter} \\ & \text{If (loss), enter -0} \end{cases} $			}	2				1,438,761,
3 Net short-term capital gain or (loss) a If gain, also enter in Part I, line 8, coll If (loss), enter -0- in Part I, line 8		nd (6):		}	3			N/A	
Part V Qualification Und	ler Section 4940(e) for	Reduced	Tax on Net	Inv	estn	ent Inco	me	П/П	
(For optional use by domestic private for	undations subject to the section	4940(a) tax on	net investment in	come	e.)				
If section 4940(d)(2) applies, leave this p	part Dialik.								
Was the foundation liable for the section If "Yes," the foundation does not qualify			•	lod?					Yes x No
1 Enter the appropriate amount in each				ntries	i.				
(a) Base period years Calendar year (or tax year beginning i	(b) Adjusted qualifying dis	tributions	Net value of no	(c) nchar		use assets		Dıstrıb (col. (b) dıv	(d) ution ratio ided by col. (c))
2012	•	.903,800.			39	632,326.		` , ,	.048037
2011		742 830.				393 026			.046608
2010	1	523 295.			34	,708,706 <b>.</b>			.043888
2009	1	.,506,216.			30	30,588,503.			.049241
2008	1	824,418			_33	475,531.	<del>                                     </del>		054500
2 Total of line 1, column (d)							2		,242274
3 Average distribution ratio for the 5-ye the foundation has been in existence	·	on line 2 by 5,	or by the number	of ye	ars		3		.048455
4 Enter the net value of noncharitable-i	use assets for 2013 from Part X,	line 5					4		41,505,891.
5 Multiply line 4 by line 3							5		2.011.168.
6 Enter 1% of net investment income (	1% of Part I. line 27h)						6		14 852.
7 Add lines 5 and 6							7		•
	and VIII. Inc. A								2,026,020.
8 Enter qualifying distributions from Pa If line 8 is equal to or greater than lin		e 1b, and comp	olete that part usin	g a 1°	% tax ı	ate.	8		2,025,920.
See the Part VI instructions.									

Form **990-PF** (2013)

Form	990-PF (2013) THE ROCK FOUNDATION		671318			Page 4
Pa	rt VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or	1948 -	- see ir	ıstru	ctio	ns)
1a	Exempt operating foundations described in section 4940(d)(2), check here and enter "N/A" on line 1.					
•	Date of ruling or determination letter: (attach copy of letter if necessary-see instructions)					
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here and enter 1%	1			29,	704.
	of Part I, line 27b					
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			29	704.
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			29,	704.
6	Credits/Payments:					
	2013 estimated tax payments and 2012 overpayment credited to 2013 6a 17,749	.				
	Exempt foreign organizations - tax withheld at source 6b	1 !	1			
	Tax paid with application for extension of time to file (Form 8868)  6c 25,000	.] '				
	Backup withholding erroneously withheld 6d	1	1			
	Total credits and payments. Add lines 6a through 6d	7 7			42	749.
	Enter any penalty for underpayment of estimated tax. Check here x if Form 2220 is attached	8				
	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9			·	
	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	$\vdash$		13	045.
	Enter the amount of line 10 to be: Credited to 2014 estimated tax	11			<u>-</u>	0.
	rt VII-A   Statements Regarding Activities	<del></del>				<u> </u>
	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or interven	e in			Yes	No
	any political campaign?	•	Ì	1a		x
h	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition	n\ <b>?</b>	Ì	1b		x
•	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials publish		Ì			
	distributed by the foundation in connection with the activities.	00 0.				
	Did the foundation file Form 1120-POL for this year?			1c		х
	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:		ł			<del>-</del>
u	(1) On the foundation.   \$					
	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation	<u>-</u>				
·	managers. > \$		}			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?			2		х
۷.	If "Yes," attach a detailed description of the activities.		1			<del></del>
2	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation,	or				
J	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes  SEE EXHIBIT	UI .		3	х	
A a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		ŀ	4a	х	_
	If "Yes," has it filed a tax return on Form 990-T for this year?		ŀ	4b	x	<u> </u>
	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		}	5		x
J	If "Yes," attach the statement required by General Instruction T					<del></del>
e	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:					
U						
	<ul> <li>By language in the governing instrument, or</li> <li>By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the sta</li> </ul>	to lass				ļ
		.c law		6	х	
-	remain in the governing instrument?	.,	1		X	├──
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part X	V		7		<del> </del>
0-	Faturation states to subset the foundation and other assumbly subset it is varietized (and instructions)					
oa	Enter the states to which the foundation reports or with which it is registered (see instructions)					
	CA  If the appropria "Ves" to line 7, her the foundation furnished a copy of Form 000 DE to the Atterney Copyrel (or designate)					1
D	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate)			OL	v	
_	of each state as required by General Instruction G? If "No," attach explanation	امسما		8b	Х	├─
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for ca	endar		_		
	year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		ļ	9	-	X
10	Did any persons become substantial contributors during the tax year? if "Yes," attach a schedule listing their names and addresses			10	DE	X (2012)
			rorn	コンソリ		(2013)

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Part VII-8   Statements Regarding Activities (continued)  11   X any Inne during the year, did the foundation, directly, own a controlled entity within the meaning of sections 12(b)(13)? If Yes, affacts schedule (see instructions)  10 off the foundation make a derinction to a corn or advised fund over which the foundation or a disqualified person had advisory privileges?  17   Yes, attach statement (see instructions)  19   Did the foundation make a derinction to a corn or advised fund over which the foundation or a disqualified person had advisory privileges?  18   X   Website address   M X/A   X   X   X   X   X   X   X   X   X		n 990-PF (2013) THE ROCK FOUNDATION	94-1671318		_	Page 5
sections 12(0)(13)? If Yes, attach schedule (see instructions)  10 off the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?  17 Telephone in the foundation comply with the public inspection requirements for its annual returns and eximption application?  18 Telephone in the foundation comply with the public inspection requirements for its annual returns and eximption application?  19 Telephone in the foundation comply with the public inspection requirements for its annual returns and eximption application?  19 Telephone in the foundation comply with the public inspection requirements for its annual returns and eximption application?  10 Telephone in the foundation comply with the foundation favor an interest creased or accurated furning the year  10 Section 4917(a)(1) noneeming to the foundation have an interest in or a signature or other authority over a bank, see the inspections for exceptions and filing requirements for form 10 F 90-22.1. If Yes, enter the name of the foreign country.  10 Set the foundation of the exception account in a foreign country.  11 Telephone in the foundation foundation have an interest create or a signature or other authority over a bank, see the inspections for exceptions and filing requirements for form 10 F 90-22.1. If Yes, enter the name of the foreign country.  10 Set the foundation of exceptions and filing requirements for form 10 F 90-22.1. If Yes, enter the name of the foreign country.  11 Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  12 Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  13 Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  14 Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  15 Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  16 Form 4720 if any item is checked in the "Yes" column, unless an exception appli	Pa	art VII-A Statements Regarding Activities (continued)				
12 Dot the tourdation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?  13 Dot the tourdation comply with the public inspection requirements for its annual returns and exemption application?  Webster address ► NYA.  18 The blocks are under of ► ARTHUR ROCK  Located at ► ONE MARTHUR FLAZA, STE, 1220. SAN FRANCISCO CA.  Telephone no. ► 415/981-3921  To Section 4947(4)(1) monovempt charinable trusts ling from 90-PF in leu of Form 1041-Check here and eater the amount of tax-exempt interest received or accused during the year  At any time during cleanedry year 2013, 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?  Set the instructions for acceptions and fining requirements for Form 10 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 Dump the year did the foundation feither 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 excend credit to (or accept it from) a disqualified person?  (3) Firmish goods, services, or facilities to (or accept them from) a disqualified person?  (4) Pay compensation to, or pay or remitting the expenses of, a disqualified person?  (5) Transfer any income or assets to a disqualified person?  (6) Agree to pay monory or grower 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 learnation of government service, if termination	11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of				
It Yes, attach statement (see instructions)  It Did the foundation comply with the public inspection requirements for its annual returns and exemption application?  Website address \_ N/A  If The books are in care of \_ ARCHITUR. ROCK Located at \_ NOS_ MARTITUR_ROCK  16. At any time during calendary year 2013, did the foundation have an interest nor a senature or other authority over a bank, section 497(a)(1) nor nose profession and fining requirements for Form TD F 90-22.1. If Yes, enter the name of the foreup country \_ NOS_ NOS_ MARTITUR_ROCK  See the instructions for exceptions and fining requirements for Form TD F 90-22.1. If Yes, enter the name of the foreup country \_ NOS_ NOS_ NOS_ NOS_ NOS_ NOS_ NOS_ NOS		*section 512(b)(13)? If "Yes," attach schedule (see instructions)		11		х
13	12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisor	y privileges?			
Websta address \		If "Yes," attach statement (see instructions)	-	12		х
14. The books are in care of ▶ ARTHUR. BOCK  Located at ▶ ONE MARTHUR FLAZA, STE, 1220, SAN FRANCISCO, CA  2P-4 ₱9111  15. Section 4947(a)(1) nonexempt charactable trusts fling from 990 FF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year  At vany time during calendary sery 210, 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.  1 During the year did the foundation (either directly or indirectly):  (1) Finage in the sale or exchange, or lessing 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?  (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  (5) Transfer any nome 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 povernment official? (Exception, Check 'No' of the foundation appeared to make a girant to or to employ the official for a period after termination of povernment service, iterminating within 90 days;  10) Agree to pay money or property to a povernment official? (Exception, Check 'No' of the foundation engage in a prior year in any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(0)-3 or in a current notice regarding disaster assistance (see instructions?)  2) Taxes on failure to distribute moome (section 4942) (does not apply) for years the foundation was a private operatin	13			13	Х	
Located at Nome: MARTETIME PLAZA. STB. 1220. SAN FRANCISCO. CA    Section 4947(a)(1) nonexempt charable trusts filing Form 990-Fil nite of Form 1041 - Check here and enter the amount of tax-exempt interest received or accreed during the year  16. Altary time during clained ary sear 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial scount 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 VIII-B   Statements Regarding Activities for Which Form 4720 May Be Required  File Form 4720 if any titem is checked in the "Yes" column, unless an exception applies.  1 Juming they are did the foundation (either directly or indirectly);  (1) Engage in the sale or exchange, or lessing of property with a disqualified person?  (2) Borrow money from, lead 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?  (4) Pay compensation to, or pay or reimburs the expenses of, a disqualified person?  (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 (or make any of either available for the benefit or use of a disqualified person (or make any of either available for the period or the period of the period of the period of the period of the foundation agreed to make a grant to or to employ the official for a period atter termination of government service, if ferrimating within 90 (egs.)  1) If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exception described in Regulations section 53-46 (1)-3 or in a current notice regarding disaster assistance check here  1) Oth the foundation engage in a prony year may of the back discribed in 1a, other than excepted acts, that were not corrected before the first day of the tax year 2013,			-			
15 Section 4947(a)(1) nonexempt charitable trusts thing Form 990-PF in Neu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year  16 At any time during calendar year 2013, 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 10 F 90-22.1. If "Yes," enter the name of the foreign country.  Pert 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.  1 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 joeds, services, or facilities to (or accept them from) a disqualified person?  (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  (5) Transfer any incomer 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 povernment official? (Exception, Check "No" if the floundation agreed to make a grant to or bemploy the official for a period after termination of government service, if terminating within 90 days.)  1 If any assets in "See" to 14(1)-60, did any of the acts described in 1a, other than exception acts, that were not corrected before the first day of the tax year beginning in 2013?  1 At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?  1 Are the end of tax year 2013, do the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?  1 If Yes, I list the years isted in 2a for which the fo	14					
and enter the amount of tax-exempt interest received or accrued during the year  16. At any time during calendary year 2013, did the foundation have an interest in or a signature or other authority over a bank, so 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 titem is checked in the "Yes" column, unless an exception applies.  1 a During they are did the foundation (either directly or indirectly);  (1) Engage in the sale or exchange, or leasing of property with a disqualited person?  (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualited person?  (3) Furnish goods, services, or facilities to (or accept them from) a disqualited person?  (4) Pay compensation to, or pay or reimburse the expenses of, a disqualited person?  (5) Transler any income or assets to a disqualitide person (or make any of either available for the benefit or use of a disqualitide person)? [Ves x] No  (6) Agree to pay money or property to a government official? (Exception, Check 'No' if the floundation 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 "tes to 1at(1)-(6), did any of the acts tail to quality under the exceptions described in Regulations section 53.4941(i)-3 or in a current notice regarding dissater assistance cleak here  c) Did the foundation engage in a prior year in any of the acts fail to quality under the exceptions described in Regulations section 4942(i)(3) or 4942(i)(5):  a) At the end of tax year 2013, did the foundation in a proof year 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 2013?  A the end of tax year 2013, did the foundation is not applying the provisions of section 4942(a)(2) (relating to		, , , , , , , , , , , , , , , , , , , ,	_ ZIP+4 ▶ <u>941:</u>	11		
16 At any time during beliefloar year 2013, 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."  File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  10 During the year of the foundation (either directly or indirectly):  (11) 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?  (4) Pay compensation to, or pay or remitives the expenses of, a disqualified person?  (5) Transfer any incomer or assets to a disqualified person (or make any of either available for the benefit or use of 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 powernment official? (Exception, Check No.)  if the foundation agreed to make a grant to or to employ the official for a period atter termination of government service, if terminating within 90 days.)  If any answers Yes to 14(1)-60, did any of the acts fails to quality under the exceptions described in Regulations section 53.4941(6)-30 in a current notice regarding disaster assistance (see instructions)?  N/A  11	15					Ш
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 be the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country be remarked for the 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?  (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  (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 terminaling within 90 days.)  b If any answer is "Yes" to 1a(1)-(6), did any of the acts fall to qualify under the exceptions described in Regulations section 53.4941 (f)-3 or in a current notice regarding disaster assistance (see instructions)?  7/A 1b Corganizations relying on a current notice regarding disaster assistance (see instructions)?  7/A 1b Corganizations relying on a current notice regarding disaster assistance (see instructions)?  7/A 1b Corganizations relying on a current notice regarding disaster assistance (see instructions)?  7/A 1b Corganizations relying on a current notice regarding disaster assistance (see instructions)?  7/A 1b Corganizations relying on a current notice regarding disaster assistance (see instructions)?  7/A 1b Corganizations relying on a current notice regarding dis			15	N/		
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  FIFE Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  1 During the year did the foundation (either directly or indirectly):  (1) Engage in the sale or exchange, or lessing 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? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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 quality under the exceptions described in Regulations section 53-484 ((d)-3 or in 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 2013?  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((a)) 4942((b)(2)) and a section 4942((a)(2)) and a section 4942((a	16		ı		Yes	No
Part VII-B   Statements Regarding Activities for Which Form 4720 May Be Required			-	_16		X
File Form 4720 if any Item is checked in the "Yes" column, unless an exception applies.  1 a During they gard duthe foundation (either directly or indirectly);  (1) Engage in the sale or exchange, or leasing of property with a disqualified person?  (2) Borrow morey 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 item from) a disqualified person (or lease item from) a disqualified person?  (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  (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 14(1-6), do all any of the acts fail to quality under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?  7 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(jo) of 4942(jo)(s).  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(jo) of 4942(jo)(s).  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(jo) of 4942(jo)(s).  2 Taxes on failure to distribute income (section 4942(jo) to selection 4942(jo) (for a foundation of the valuation of assets) to the years windistributed income? (if applying section 4942(jo) to fail years listed, answer 'No' and attach statement - see instructions').  8 If the end of tax years years listed in 2a for which the found						
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 it them from) a disqualified person?  (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  (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 53.491 ((i)-3 or in 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 2013?  c Taxes on faultie 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 2013, did the foundation have any undistributed income? (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?  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.)  b If "Yes," list the years undistributed income? (if applying section 4	Dr					
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(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?  (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  (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 53.491 (d)-3 or in 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 2013?  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(1)(3) or 4942(1)(5):  a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?  If 'Yes,' list the years' \( \) to 'b a verified to 'a period distribute income' (if applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.)  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.)  b If 'Yes,' did the foundation hold more than a 2% direct or indirect int			ļ		res	NO
(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? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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 (or make any of either available for the benefit or use of 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 14(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 (see instructions)?  Organizations relying on a current notice regarding disaster assistance (see instructions)?  To a section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?  To a section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?  To a section 54.4942(j)(3) or 4942(j)(6)(5):  A At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?  If 'Yes,' list the years \_  To a section 4942(a)(2) are year year year year year year year	18		l			
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(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  (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 53.491(d)-3 or in a current notice regarding disaster assistance (see instructions)?  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 2013?  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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?  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.  Applied to the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?  Applied to the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year sundistributed income? (If applying section 4942(a)(2) to all years listed, answ			Yes Table			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  (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 (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 fall to quality 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 2013?  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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?  If "Yes," list the 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.)  b If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.  Ago 2b If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.  Ago 2b If the provisions of section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-y		· · · ·		*		,
(5) Transfer any income or assets to 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 (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 2013?  1 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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?  If 'Yes, 'list the years \subseteq 1 Yes \subseteq No  b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.)  10 If the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?  11 Yes, 'did it have excess business holdings in 2013 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 f						
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 2013?  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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?  If "Yes," list the years Is the year's undistributed income? (If 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.)  1 If "Yes," did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?  1 If "Yes," did it have excess business holdings in 2013 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 2013.)  4 Did the foundation mi		• •	TES LALINO			;
(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 2013?  1c			Vac V No			
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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 2013?  4b x	4 -		Ņ/A			
had not been removed from jeopardy before the first day of the tax year beginning in 2013?			oco that	48		X
			USE MIAL	46		
		nac not been territored from Jeopardy before the first day of the tax year beginning in 2010.	Eor		-PF	(2012)

Form 990-PF (2013) THE ROCK FOUNDATION			94-1671318	Pa	age <b>6</b>
Part VII-B   Statements Regarding Activities for Which	Form 4720 May Be I	Required (contin	ued)	· · · · · · · · · · · · · · · · · · ·	
5a During the year did the foundation pay or incur any amount to:					
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	n 4945(e))?	Yo	es 🗴 No		
`(2) Influence the outcome of any specific public election (see section 4955); (	or to carry on, directly or indir	ectly,			
any voter registration drive?		Ye	es 🗶 No		
(3) Provide a grant to an individual for travel, study, or other similar purposes	37	Ye	es 🗓 No		
(4) Provide a grant to an organization other than a charitable, etc., organization	n described in section				,
509(a)(1), (2), or (3), or section 4940(d)(2)?		Ye	es 💌 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?			es 🗓 No		;
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify un	der the exceptions described	in Regulations			
section 53.4945 or in a current notice regarding disaster assistance (see instru		<b></b>	N/A	5b	
Organizations relying on a current notice regarding disaster assistance check l	,				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption to		uned			
expenditure responsibility for the grant?		/A 🗆 Y	es No		
If "Yes," attach the statement required by Regulations section 53.494					
6a Did the foundation, during the year, receive any funds, directly or indirectly, to				*	
a personal benefit contract?	pay premiums on		es 💌 No		
	arranal hanafit anatraat?	10	ין שארבא אי		
<b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a p	personal benefit contract?		-	6b	<u> </u>
If "Yes" to 6b, file Form 8870.	-h -lk		. —.		,
7a At any time during the tax year, was the foundation a party to a prohibited tax		Y6	es [x] No	-,	
b If "Yes," did the foundation receive any proceeds or have any net income attrib  Part VIII Information About Officers, Directors, Trust			N/A	7b	—
Part VIII Information About Officers, Directors, Trust Paid Employees, and Contractors	ees, Foundation Ma	inagers, Higni	y		
List all officers, directors, trustees, foundation managers and their	componention	<del> </del>		_	
List all officers, directors, u ustees, foundation managers and their	1	(c) Compensation	(d) Contributions to	(a) Eyper	
(a) Name and address	(b) Title, and average hours per week devoted to position	(If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Exper account, o allowanc	other
ARTHUR ROCK	PRES/DIRECT.				
ONE MARITIME PLAZA, #1220	]				
SAN FRANCISCO, CA 94111	1.00	0.	0,		0.
TONI REMBE ROCK	CFO/DIR/SEC				
ONE MARITIME PLAZA, #1220					
SAN FRANCISCO, CA 94111	0.50	0.	0,		0.
	]				
				_	
	1	1			
	1				
2 Compensation of five highest-paid employees (other than those inc	cluded on line 1). If none,	enter "NONE."	•	········	
4. No. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1.	(b) Title, and average		(d) Contributions to employee benefit plans	(e) Exper	ise
(a) Name and address of each employee paid more than \$50,000	hours per week devoted to position	(c) Compensation	and deferred compensation	account, o	ither Ses
NONE	,				
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The same testing and a second as the same testing as the same testing and a second as the same testing as t		<u> </u>	<del></del>	L	
Total number of other employees paid over \$50,000	<u>.</u>		<u></u>	000 55	0
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orm 990-PF (2013) THE ROCK FOUNDATION	94-1671	.318 Page 7
Part VIII Information About Officers, Directors, Trustees, Foundation Paid Employees, and Contractors (continued)	on Managers, Highly	
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		
		<del></del>
, <u> </u>		
/		
Total number of others receiving over \$50,000 for professional services		<u> </u>
Part IX-A Summary of Direct Charitable Activities		
List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical number of organizations and other beneficiaries served, conferences convened, research papers productions are convened and other beneficiaries served.	al information such as the led, etc.	Expenses
1 <u>N/A</u>		
2		
<del></del>		
3		
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 lin	es 1 and 2.	Amount
1 N/A		
		<del> </del>
2		
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3	<b>&gt;</b>	Form <b>990-PF</b> (2013)
		101111 000-1 1 (2013)

P	Art X. Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations	ındatıons, see	e 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	41,305,133.
	Average of monthly cash balances	1b	637,710,
		1c	195 117.
	Total (add lines 1a, b, and c)	1d	42,137,960,
е	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	42,137,960,
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	632,069
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	41,505,891,
6	Minimum investment return. Enter 5% of line 5	6	2.075.295.
P	Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations a foreign organizations check here   and do not complete this part.)	nd certain	
1	Minimum investment return from Part X, line 6	1	2,075,295,
2a	Tax on investment income for 2013 from Part VI, line 5		
b	Income tax for 2013. (This does not include the tax from Part VI.)		
C	Add lines 2a and 2b	2c	29,704.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2.045.591.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2.045.591.
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	2 045 591.
Р	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	2,025,920,
þ	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	<del></del>
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	2,025,920.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,025,920.
	Note: The amount on line 6 will be used in Part V. column (h) in subsequent years when calculating whether the foundation	qualifies for the	e section

Form **990-PF** (2013)

4940(e) reduction of tax in those years.

94-1671318

#### Part XIII Undistributed Income (see instructions)

1. Distributable amount for 2013 from Part XI, the tar 7 2 Userset-based ancient, 4 early, as of the earl of 2815 a Einst amount for 2012 only 5 Total for proxy yeas;  3 Excess distributions carryover, if amy, to 2013; 5 From 2009 6 From 2009 6 From 2010 6 From 2010 6 From 2011 6 From 2011 6 From 2011 6 From 2012 7 Total of thes 38 through the 7 Death XI, time 4: ▶ \$		(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
2. Undestinated recent, if any, as of the end of 2019	1 Distributable amount for 2013 from Part XI,				
Entire amount for 2012 only 5 Total for prior years:  2 Excess distributions carryover, if any, to 2013; a From 2009 b From 2010 c From 2010 c From 2011 c From 2012 c From 2012 c From 2012 c From 2012 c From 2015 c From 2015 c From 2015 c From 2016 c From 2016 c From 2016 c From 2016 c From 2017 c From 2017 c From 2017 c From 2018 c From 2018 c From 2019 c From 20	line 7				2,045,591.
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7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)  8 Excess distributions carryover from 2008 not applied on line 5 or line 7  9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a  10 Analysis of line 9: a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012 e Excess from 2013	lines 4d and 5 from line 1. This amount must				
corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)  8 Excess distributions carryover from 2008 not applied on line 5 or line 7  9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a  10 Analysis of line 9: a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012 e Excess from 2013	be distributed in 2014		***************************************		1,925,238.
section 170(b)(1)(F) or 4942(g)(3)  8	7 Amounts treated as distributions out of				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7  9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a  10 Analysis of line 9: a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012 e Excess from 2013	corpus to satisfy requirements imposed by				
not applied on line 5 or line 7  9 Excess distributions carryover to 2014.  Subtract lines 7 and 8 from line 6a  10 Analysis of line 9:  a Excess from 2009  b Excess from 2010  c Excess from 2011  d Excess from 2012  e Excess from 2013	section 170(b)(1)(F) or 4942(g)(3)	0.			<del></del>
9 Excess distributions carryover to 2014.  Subtract lines 7 and 8 from line 6a  10 Analysis of line 9:  a Excess from 2009  b Excess from 2010  c Excess from 2011  d Excess from 2012  e Excess from 2013	8 Excess distributions carryover from 2008				
Subtract lines 7 and 8 from line 6a  10 Analysis of line 9:  a Excess from 2009  b Excess from 2010  c Excess from 2011  d Excess from 2012  e Excess from 2013	not applied on line 5 or line 7	. 0.			
10 Analysis of line 9:  a Excess from 2009  b Excess from 2010  c Excess from 2011  d Excess from 2012  e Excess from 2013					
a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012 e Excess from 2013		0.		<u></u>	
b Excess from 2010 c Excess from 2011 d Excess from 2012 e Excess from 2013	10 Analysis of line 9:				
c Excess from 2011 d Excess from 2012 e Excess from 2013					
d Excess from 2012 e Excess from 2013					
e Excess from 2013					
	-				
	e Excess from 2013		<u> </u>		Form <b>QQQ</b> - <b>PF</b> (0040)

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Part XIV Private Operating F	OUNDATION OUNDATIONS (see ins	tructions and Part VI	I-A. guestion 9)	-	1671318 Fage 10					
1 a If the foundation has received a ruling of		<del></del>	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	N/A						
foundation, and the ruling is effective fo		, , ,								
b Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or 4942(j)(5)										
2 a Enter the lesser of the adjusted net	Tax year		Prior 3 years	- MAL						
income from Part I or the minimum	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total					
investment return from Part X for										
each year listed										
<b>b</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		· · · · · · · · · · · · · · · · · · ·	<u> </u>							
alternative test relied upon:										
<ul><li>a "Assets" alternative test - enter:</li><li>(1) Value of all assets</li></ul>										
(2) Value of assets qualifying		***	<u> </u>							
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:										
<ol> <li>Total support other than gross investment income (interest,</li> </ol>										
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)			<del> </del>							
(3) Largest amount of support from										
an exempt organization										
(4) Gross investment income  Part XV   Supplementary Info	rmation (Complet	e this part only	if the foundat	tion had \$5,000 (	or more in assets					
at any time during t			ii tile louliual	11011 11au 40,000 (	n more in assets					
1 Information Regarding Foundation										
a List any managers of the foundation wh	o have contributed more the		ributions received b	y the foundation before	the close of any tax					
year (but only if they have contributed n	nore than \$5,000). (See se	ction 507(d)(2).)								
ARTHUR ROCK					<u></u>					
b List any managers of the foundation wh other entity) of which the foundation ha			(or an equally large	portion of the ownership	of a partnership or					
•	o a 1070 or groator intorcor	•								
IONE 2 Information Regarding Contribut	ion Grant Gift Loan S	Scholarship etc. Di	'Agrama							
Check here ► x If the foundation of				nee not accept uncollecte	nd requests for funds. If					
the foundation makes gifts, grants, etc.										
a The name, address, and telephone num	,			<u> </u>						
a me name, address, and telephone name	501 01 0 man addi 000 01 an	o porcon to micin appr	oditorio strodia so di	adi 0000u.						
<b>b</b> The form in which applications should t	b The form in which applications should be submitted and information and materials they should include:									
a Any orbanica deadliness										
c Any submission deadlines:										
d Any restrictions or limitations on award	d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:									
			<del></del>							

Total 

▶ 3b 0.
Form 990-PF (2013)

#### Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated	business income	Exclu	ded by section 512, 513, or 514	(e)
-	(a) Business	(b) Amount	(C) Exclu- sion code	(d) Amount	Related or exempt function income
1 Program service revenue:	code		code		
a	-   -		-		
b					
<u> </u>					
a					
e	— <del>                                    </del>				
g Fees and contracts from government agencies	_				
Membership dues and assessments					
3 Interest on savings and temporary cash					
investments			14	53.	
4 Dividends and interest from securities			14	58,557.	
5 Net rental income or (loss) from real estate:			T-#	36,331,	
a Debt-financed property				-	
b Not debt-financed property	1				
6 Net rental income or (loss) from personal		· · · · · · · · · · · · · · · · · · ·			
property			•		
7 Other investment income			14	1,392,	
8 Gain or (loss) from sales of assets other					
than inventory	531390	<756.	<b>18</b>	1,438,761,	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a meadowbrook - ord	531390	<1.489.			
OCM OPP VI - ORD	531390	<106.	. >		
C OCM OPP VI (DE) - RENTAL	531390	286.			
d		<del></del>			
e					
12 Subtotal. Add columns (b), (d), and (e)		<2.065	<b>&gt;</b>	1,498,763	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	1,496,698.
(See worksheet in line 13 instructions to verify calculations	• 1				

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

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

323621 10-10-13

Form **990-PF** (2013)

Form 990-PF (2		K FOUNDATION	and Transactions or	94-16713 nd Relationships With Nonch	
Part Avii	Exempt Organ	-	and Transactions ar	id Relationships with Nonch	aritable
1 'Did the or	ganization directly or indi	rectly engage in any of the followi	ng with any other organization	described in section 501(c) of	Yes No
		)(3) organizations) or in section 5		ations?	
	from the reporting found	ation to a noncharitable exempt of	rganization of:		
(1) Cash	· acceta				1a(1) x
(2) Other b Other tran					1a(2) x
	sactions. of assets to a noncharita	hle exempt organization			1b(1) x
		ncharitable exempt organization			1b(2) X
	al of facilities, equipment,				1b(3) X
٠,,	bursement arrangements				1b(4) x_
(5) Loans	s or loan guarantees				1b(5) x
(6) Perfo	rmance of services or me	embership or fundraising solicitati	ons		1b(6) x
_		alling lists, other assets, or paid en			1c   x_
	-		• •	ays show the fair market value of the goods	
				in any transaction or sharing arrangement	, show in
<del></del>	<del> </del>	other assets, or services received		(4)	
(a) Line no	(b) Amount involved	(c) Name of noncharitable	e exempt organization	(d) Description of transfers, transactions, ar	nd sharing arrangements
		N/A			
-					
				-	
		etly affiliated with, or related to, one or than section 501(c)(3)) or in sec		ations described	Yes x No
b If "Yes," co	omplete the following sch	edule.			
	(a) Name of org	janization	(b) Type of organization	(c) Description of relatio	nship
-	N/A				
Under	penalties of periury. I declare	that I have examined this return, includ	ing accompanying schedules and si	tatements, and to the best of my knowledge	
				tion of which preparer has any knowledge	May the IRS discuss this eturn with the preparer
Here	1 Krth 11 A	, Kock	111/4/2014	PRESIDENT	shown below (see instr.)?  X Yes No
Sigr	nature of officer or trustee	3	Date	Title	La les La No
	Print/Type preparer's na	ame Preparer's		Date Check If PTII	N
		Pauce	a BUNIA	5 to 31 14 self-employed	
Paid	PAMELA BURNS	Tame	ea our		0117843
Preparer	Firm's name ► Hows	ON & SIMON LLP		Firm's EIN ▶ 94-30	54312
Use Only		***	<del>_</del>		
	Firm's address ► 101	l YGNACIO VLY RD., #310	)		
	LAW WAI	LNUT CREEK CA 94596		Phone no. 925/97	
					Form <b>990-PF</b> (2013)

## Form **6252**

Department of the Treasury

Internal Revenue Service

Installment Sale Income

► Attach to your tax return.

► Use a separate form for each sale or other disposition of property on the installment method.

► Information about Form 6252 and its instructions is at www.irs.gov/form6252.

OMB No 1545-0228

2013 Attachment Sequence No 79

Name(s) shown on return Identifying number THE ROCK FOUNDATION 94-1671318 Description of property ▶ CONVEXITY CAPITAL OFFSHORE LP (CLASS B) 1 Date acquired (mm/dd/yyyy) ▶ b Date sold (mm/dd/yyyy) ▶ 02/13/2006 2a 12/31/2013 Was the property sold to a related party (see instructions) after May 14, 1980? If "No," skip line 4. ☐ Yes X No Was the property you sold to a related party a marketable security? If "Yes," complete Part III. If "No," Yes No Gross Profit and Contract Price. Complete this part for the year of sale only. Part I Selling price including mortgages and other debts. Do not include interest, whether stated or unstated 1,000,000 5 5 Mortgages, debts, and other liabilities the buyer assumed or took the 6 property subject to (see instructions) . . . . . . . . . . . . . . . 6 0 7 7 Subtract line 6 from line 5 . . . . . . . . . . . . 1,000,000 8 Cost or other basis of property sold . . . . . . . . . 8 459,745 9 9 0 10 Adjusted basis. Subtract line 9 from line 8 . . . . . . . . . 10 459,745 11 11 0 Income recapture from Form 4797, Part III (see instructions) . . . 12 13 13 459,745 Subtract line 13 from line 5. If zero or less, do not complete the rest of this form (see instructions) 14 14 540,255 If the property described on line 1 above was your main home, enter the amount of your excluded 15 15 540,255 16 16 17 17 0 18 18 1,000,000 Installment Sale Income. Complete this part for the year of sale and any year you receive a payment or have Part II certain debts you must treat as a payment on installment obligations. Gross profit percentage (expressed as a decimal amount). Divide line 16 by line 18, For years after 19 20 20 0 Payments received during year (see instructions). Do not include interest, whether stated or unstated 21 21 0 22 22 0 Payments received in prior years (see instructions). Do not include 23 interest, whether stated or unstated . . . . . . . . . . . . . . . . 23 24 24 0 25 Enter the part of line 24 that is ordinary income under the recapture rules (see instructions) . . . 25 0 Subtract line 25 from line 24. Enter here and on Schedule D or Form 4797 (see instructions). 26 0 Part III Related Party Installment Sale Income. Do not complete if you received the final payment this tax year. Name, address, and taxpayer identifying number of related party 27 28 29 If the answer to question 28 is "Yes," complete lines 30 through 37 below unless one of the following conditions is met. Check the box that applies. The second disposition was more than 2 years after the first disposition (other than dispositions of marketable securities). If this box is checked, enter the date of disposition (mm/dd/yyyy) . . . . . . ☐ The first disposition was a sale or exchange of stock to the issuing corporation. b ☐ The second disposition was an involuntary conversion and the threat of conversion occurred after the first disposition. d The second disposition occurred after the death of the original seller or buyer. It can be established to the satisfaction of the IRS that tax avoidance was not a principal purpose for either of the dispositions. If this box is checked, attach an explanation (see instructions). 30 Selling price of property sold by related party (see instructions) . . . . . . . . 30 31 31 32 32 33 Total payments received by the end of your 2013 tax year (see instructions) . . . . . . 33 34 34 35 Multiply line 34 by the gross profit percentage on line 19 for year of first sale . . . . . . . 35 36 Enter the part of line 35 that is ordinary income under the recapture rules (see instructions) . 36

Subtract line 36 from line 35. Enter here and on Schedule D or Form 4797 (see instructions).

37

FORM 990-PF INTERE	ST ON SAVINO	S AND TEMPOR	ARY CASH	INVESTMENTS	STATEMENT 1
SOURCE		(A) REVENUE PER BOOK		(B) INVESTMENT INCOME	(C) ADJUSTED NET INCOME
NORTHERN TRUST NORTHERN TRUST (CA	CHECKING)		34. 19.	34. 19.	
TOTAL TO PART I, LI	NE 3		53.	53.	
FORM 990-PF	DIVIDENDS	AND INTEREST	FROM SECT	JRITIES .	STATEMENT 2
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVES MENT INCO	
MEADOWBROOK REAL ESTATE FUND LLC NORTHERN TRUST OCM OPPORTUNITIES	87. 180,833.	0. 131,504.		•	87. 29.
FUND VI AIF (DELAWARE) OCM OPPORTUNITIES FUND VI, L.P.	138. 9,003.	0.	13 9,00		38.
TO PART I, LINE 4	190,061.		58,55		

FORM 99	0-PF	GAIN OR	(LOSS)	FROM	SALE	OF	ASSETS	STA'	PEMENT	3
DESCRIP	(A) TION OF PROPER	TY					MANNER ACQUIRED	DATE ACQUIRED	DATE S	SOLE
.71 SHR	KINDER MORGAN	MGMT					PURCHASED	12/03/01	07/29	)/13
	(B) GROSS		C) F OR	EX	(D) PENSE	OF	(E)		(F)	
	SALES PRICE		BASIS		SALE		DEPREC	GAIN	OR LOS	SS
	55	j.	11	•		0.		0.		44.
DESCRIP	(A) TION OF PROPER	TY					MANNER ACQUIRED	DATE ACQUIRED	DATE S	SOLE
.95 SHR	KINDER MORGAN	MGMT					PURCHASED	12/03/01	10/29	)/13
	(B)		2)		(D)		(E)		(F)	
	GROSS SALES PRICE		r or Basis	EX	PENSE SALE	OF	DEPREC	GAIN	OR LOS	SS
	70	).	14			0,	,	0.		56,
DESCRIP	(A) TION OF PROPER	TY					MANNER ACQUIRED	DATE ACQUIRED	DATE S	SOLE
	FRAC SHRS KIND MGMT LLC	ER					PURCHASED	11/25/03	07/25	5/13
	(B)		C)		(D)		(E)		(F)	
	GROSS SALES PRICE		r or Basis	EX.	PENSE SALE	OF	DEPREC	. GAIN	OR LOS	SS
	50	).	0	<u>.</u>		0.	,	0.		50.

(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CONVEXITY CAPITAL OFFSHOLP (CLASS B)	ORE		,	PURCHASED	02/13/06	03/31/13
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE O SALE	F	(E) DEPREC.	CA TAI	(F) OR LOSS
1,250,000.	533,333.		0.	•	0. GAIN	716,667.
(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLI
CONVEXITY CAPITAL OFFSHORD	ORE		•	PURCHASED	02/13/06	06/30/13
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE O SALE	F	(E)	GAIN	(F) OR LOSS
750,000.	324,480.		0.		0.	425,520.
(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM K-1 - OCM OPPORTUN	 ITIES			PURCHASED		
(B) GROSS	(C) COST OR	(D) EXPENSE O	\ T:	(E)		(F)
GROSS SALES PRICE	OTHER BASIS	SALE	r	DEPREC.	GAIN	OR LOSS

DESCRIP	(A) TION OF PROPERT	ΥΥ		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM K- FUND VI	1 - OCM OPPORTU	NITIES		PURCHASED		
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC	CAIN	(F) OR LOSS
-	44,571.		<del></del>	DEPREC	0.	44,571.
DESCRIP	(A) TION OF PROPERT	Y		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
	1 - OCM OPPORTU AIF (CAYMAN)	NITIES		PURCHASED		
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC	. GAIN	(F) OR LOSS
	115,203.	0.		0.	0.	115,203.
DESCRIP	(A) TION OF PROPERT	ΥΥ		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM K- ESTATE	1 - MEADOWBROOK FUND	REAL		PURCHASED		
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E)	GATN	(F) OR LOSS
	DALLED FRICE			— ————————————————————————————————————	- GVIN	

DESCRIP	(A) TION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
	1 - MEADOWBROOK FUND (1231)	EAL			PURCHASED		
	(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)		(F)
	SALES PRICE	OTHER BASIS	SALE		DEPREC.	GAIN	OR LOSS
	1,953.	0.		0 .	,	0.	1,953.
DESCRIP	(A) TION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
	1 - OCM OPPORTUN AIF (DE)	 ITIES			PURCHASED		
	(B)	(C)	(D)		(E)		(F)
	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE SALE	OF	DEPREC.	GAIN	OR LOSS
	796.	0.		0.		0.	796.
DESCRIP	(A) TION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
	1 - OCM OPPORTUN AIF (DE) (1231)	 ITIES			PURCHASED	(	
	(B)	(C)	(D)		(E)	`	(F)
_	GROSS SALES PRICE	VALUE AT TIME OF ACQ.	EXPENSE SALE	OF	DEPREC.	GAIN	OR LOSS
•	0.	313.		0.	•	0.	<313.>

(A) DESCRIPTION OF PROPERTY	1	MANNER ACQUIRED	DATE ACQUIR	ED DATE SOLD
FROM K-1 - OCM OPPORTUNITIES FUND VI AIF (DE) - 1231	Pī	JRCHASED		
(B) (C)	(D)	(E)		(F)
GROSS COST OR SALES PRICE OTHER BASIS	EXPENSE OF SALE	DEPREC.	GA:	IN OR LOSS
0. 756.	0.		0.	<756.
NET GAIN OR LOSS FROM SALE OF ASSETS				1,306,501.
CAPITAL GAINS DIVIDENDS FROM PART IV				131,504.
TOTAL TO FORM 990-PF, PART I, LINE 6A				1,438,005.
FORM 990-PF OTHER	RINCOME		S'	FATEMENT 4
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INV MENT IN	EST-	(C) ADJUSTED NET INCOME
FROM MEADOWBROOK RE FUND - ORDINARY FROM MEADOWBROOK RE FUND - RENTAL FROM MEADOWBROOK RE FUND - OTHER	<520 <562	-	<520.> <562.>	
INCOME FROM MEADOWBROOK RE FUND - OTHER	151		151.	
DEDUCTIONS FROM MEADOWBROOK RE FUND - PORTFOLIO	<71		<71.> 2.	
FROM OCM OPPORTUNITIES FUND VI - PORTFOLIO	19		19.	
FROM OCM OPPORTUNITIES FUND VI - OTHER INCOME	2,254		2,254.	
FROM OCM OPPORTUNITIES FUND VI AIF (DE) - RENTAL	118		118.	
FROM OCM OPPORTUNITIES FUND VI AIF (DE) - PORTFOLIO	1	•	1.	
MEADOWBROOK - ORD OCM OPP VI - ORD	<1,489 <106		0. 0.	
OCM OPP VI (DE) - RENTAL	286		0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	83		1,392.	

FORM 990-PF	LEGAL	FEES	S'	PATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITAI PURPOSI	
LEGAL FEES	2,945.	0.		2,9	945.
TO FM 990-PF, PG 1, LN 16A =	2,945.	0.		2,9	945.
FORM 990-PF	ACCOUNTI	NG FEES	S'	PATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS		(C) ADJUSTED NET INCOME	(D) CHARITAE PURPOSE	
TAX PREPARATION FEES	27,850.	0.		27,8	850.
TO FORM 990-PF, PG 1, LN 16B	27,850.	0.		27,8	850.
FORM 990-PF	TAX	ES	S	PATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITAI PURPOSE	
FROM K-1 - OCM OPPORTUNITIES FUND VI FROM K-1 - MEADOWBROOK	1.	1.			0.
	476.	476.			0.
REAL ESTATE FUND					

FORM 990-PF	OTHER E	XPENSES	STATEMENT			
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVE MENT INC		(C) ADJUSTED NET INCOM		
FILING FEE EXPENSE	85.		0.			85.
INVESTMENT FEES - OCM OPPORTUNITIES FUND II, L.P. INVESTMENT EXPENSES -	5.		5.			0.
MEADOWBROOK RE FUND LLC OTHER EXPENSE - MEADOWBROOK	1,379.		1,379.			0.
RE FUND LLC INVESTMENT EXPENSE -	14.		0.			0.
NORTHERN TRUST INVESTMENT FEES - OCM	3,090.		3,090.			0.
OPPORTUNITIES FUND VI, L.P. INVESTMENT FEES - OCM	5,305.		5,305.			0.
OPPORTUNITIES FUND VI AIF (DELAWARE), L.P. INVESTMENT EXPENSE - OCM	485.		485.			0.
OPPORTUNITIES FUND VI AIF (CAYMAN)	696.		696.			0.
TO FORM 990-PF, PG 1, LN 23	11,059.	1	0,960.			85.
FORM 990-PF	CORPORAT	E STOCK			STATEMENT	9
DESCRIPTION			вос	K VALUE	FAIR MARKET	ľ
KINDER MORGAN MGMT LLC		•		183,030.	904,	742.
TOTAL TO FORM 990-PF, PART II	, LINE 10B			183,030.	904,7	742.
FORM 990-PF	OTHER INV	ESTMENTS		<u>.</u>	STATEMENT	10
						-
DESCRIPTION		LUATION ETHOD	вос	K VALUE	FAIR MARKET VALUE	ľ
OMEGA OVERSEAS PARTNERS, LTD. OCM OPPORTUNITIES FUND II, L.	P.	COST	-	1,000,000.	6,735,5	58 <b>4</b> . 971.
MEADOWBROOK REAL ESTATE FUND ISHARES TRUST S&P MIDCAP 400		COST COST		41,586. 556,842.	15,7 987,9	
ISHARES TRUST S&P SMALLCAP 60 OCM OPPORTUNITIES FUND VI, L.	0	COST COST		533,164. 174,507.	980,4 174,1	496.

THE ROCK FOUNDATION			94-1671318
CONVEXITY CAPITAL OFFSHORE CLASS CONVEXITY CAPITAL OFFSHORE CLASS OCM OPPORTUNITIES FUND VI AIF		7,015,775. 6,666,667.	14,784,757. 14,666,506.
(DELAWARE), LP DFA US TARGETED VALUE FUND OCM OPPORTUNITIES FUND VI AIF	COST COST	9,293. 1,998,113.	
(CAYMAN) L.P.		85,369.	4.
TOTAL TO FORM 990-PF, PART II, LI	NE 13	18,081,575.	40,903,394.
FORM 990-PF	OTHER ASSETS		STATEMENT 11
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ORGANIZATION/RESTRUCTURE COSTS	24,396.	24,396.	0.
PREPAID STATE TAXES PREPAID FEDERAL TAXES	1,037. 4,680.	1,037. 4,680.	0. 0.
DIVIDEND RECEIVABLE	4,000.	3.	3.
INSTALLMENT SALES PROCEEDS RECEIVABLE	0.	1,000,000.	1,000,000.
TO FORM 990-PF, PART II, LINE 15	30,113.	1,030,116.	1,000,003.
FORM 990-PF OT	HER LIABILITIES		STATEMENT 12
DESCRIPTION		BOY AMOUNT	EOY AMOUNT
DEFERRED GAIN - INSTALLMENT SALE		0.	540,255.

0.

TOTAL TO FORM 990-PF, PART II, LINE 22

540,255.

OF	

Part IV   Capital Gains and Lo	sses for Tax on Investment Income		<del>.</del>		
	describe the kind(s) of property so ick warehouse; or common stock, 2	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)	
1a : 71 SHR KINDER MORGAN	MGMT_LLC		P	12/03/01	07/29/13
b .95 SHR KINDER MORGAN	MGMT_LLC		P	12/03/01	10/29/13
C 60,756 FRAC SHRS KIND	ER MORGAN MGMT LLC		P	11/25/03	07/25/13
d CONVEXITY CAPITAL OFF	SHORE LP (CLASS B)			1	03/31/13
e CONVEXITY CAPITAL OFF	SHORE LP (CLASS B)				06/30/13
f FROM K-1 - OCM OPPORT			P		
g from K-1 - OCM OPPORT	·		P		
h FROM K-1 - OCM OPPORT		MAN)	P		
FROM K-1 - MEADOWBROO			P		
	K REAL ESTATE FUND (1231	P			
k FROM K-1 - OCM OPPORT		P	-		
FROM K-1 - OCM OPPORT			P		·
m CAPITAL GAINS DIVIDEN	<u> </u>				
n					
0					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale		Gain or (loss) lus (f) minus (g)	
a 55,		11.			44,
b 70.	<del></del>	14.			56.
c 50.		14.			50.
d 1,250,000,		533,333,			716,667.
e 750,000.					
f 750,000.		324,480,			425,520,
					55,
g 44,571.					44,571,
h 115,203,					115,203,
1 2,655,					2,655,
<u>J</u> 1,953.					1,953,
<u>k</u> 796.					796.
<u> </u>		313.			<313,
<u>m</u> 131_504.					131,504.
<u>n</u>					
0					
(i) F.M.V. as of 12/31/69	g gain in column (h) and owned by (j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	Gains (excess o	ses (from col. (h)) of col. (h) gain over ot less than "-0-")	
a					44,
b				<del></del>	56.
C					50.
d					
					716,667.
<u>e</u>					425,520,
<u>f</u>	<u></u>			<del></del>	55,
<u>g</u>		-			44,571.
<u>h</u>		· · · - · · · · · · · · · · · · · · ·			115,203,
<u> </u>		<del> </del>			2,655.
<u></u>					1,953.
<u>k</u>			<del></del>	<del></del>	796.
1		<u> </u>		-	<313.
m	· · <del>-</del> ·			•	131,504,
<u>n</u>	<u></u>				
0	. <del></del>	<u> </u>			
<ul> <li>Capital gain net income or (net ca</li> <li>Net short-term capital gain or (los If gain, also enter in Part I, line 8, If (loss), enter "-0-" in Part I, line 8</li> </ul>	ss) as defined in sections 1222(5) ar column (c).	r in Part I, line 7 )-" in Part I, line 7 ) nd (6):	2		1,438,761,
in (1033), circui -0- illir ait i, lille (	<i>,</i>		3	N/A	

Form 990-PF, Part XV, Line 3:
Grants and Contributions Paid During the Year

Positiont	If recipient is an individual, show any relationship to any foundation			
Recipient  Name and address	manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
A.C.EAssociation of Community Employment Programs for the Homeless 598 Broadway, 7th Floor New York, NY 10012	n/a	Public	Charitable	1,000.00
AMERICAN ACADEMY OF ARTS & SCIENCES 136 Irving Street Cambridge, MA 02138-1996	n/a	Public	Charitable	5,000.00
AMERICAN BAR FOUNDATION 39842 Treasury Center Chicago, IL 60694	n/a	Public	Charitable	1,000.00
AMERICAN CONSERVATORY THEATRE 30 Grant Avenue, 6th Floor San Francisco, CA 94108-5834	n/a	Public	Charitable	29,000.00
AMERICAN HIMALAYAN FOUNDATION 909 Montgomery Street, Ste. 400 San Francisco, CA 94133	n/a	Public	Charitable	10,000.00
AMERICAN JEWISH COMMITTEE 121 Steuart Street, Suite 405 San Francisco, CA 94015	n/a	Public	Charitable	1,000.00
AMERICAN NONSMOKERS' RIGHTS FOUNDATION 2530 San Pablo Avenue, Suite J Berkeley, CA 94702	n/a	Public	Charitable	200.00
AMERICAN SOCIETY FOR YAD VASHEM 500 Fifth Avenue, 42nd Floor New York, NY 10110-7495	n/a	Public	Charitable	1,000.00
AMERICANS FOR CAMPAIGN REFORM 11 Depot Street Concord, NH 03301	n/a	Public	Charitable	5,000.00
AMERICANS FOR THE ARTS 1000 Vermont Avenue NW, F1. 6 Washington, DC 20005	n/a	Public	Charitable	2,000.00
AMNESTY INTERNATIONAL 5 Penn Plaza New York, NY 10001	n/a	Public	Charitable	2,500.00
ANTI-DEFAMATION LEAGUE 720 Market Street, Suite 800 San Francisco, CA 94102-2501	n/a	Public	Charitable	2,500.00
ARCS FOUNDATION INC. NCC (Achievement Rewards for College Scientists) Presidio of S.F./P.O. Box 29405 San Francisco, CA 94129-0405	n/a	Public	Charitable	35,000.00

Form 990-PF, Part XV, Line 3: Grants and Contributions Paid During the Year

Recipient	If recipient is an individual, show any relationship to any foundation manager or	Foundation status		
Name and address	substantial contributor	of recipient	or contribution	Amount
ARTHRITIS FOUNDATION 657 Mission Street, Suite 603 San Francisco, CA 94105	n/a	Public	Charitable	5,000.00
ASIA SOCIETY OF NO. CALIFORNIA 500 Washington Street, Suite 350 San Francisco, CA 94111	n/a	Public	Charitable	500.00
ASIAN ART MUSEUM FOUNDATION 200 Larkin Street San Francisco, CA 94102	n/a	Public	Charitable	1,000.00
ASIAN LAW CAUCUS-Korematsu Institute 55 Columbus Avenue San Francisco, CA 94111	n/a	Public	Charitable	7,000.00
ASIAN LAW CAUCUS 55 Columbus Avenue San Francisco, CA 94111	n/a	Public	Charitable	5,000.00
ASPEN INSTITUTE-Society of Fellows 1000 N. Third St. Aspen, CO 81611	n/a	Public	Charitable	5,000.00
ASPEN MUSIC FESTIVAL & SCHOOL (Music Associates of Aspen) 2 Music School Road Aspen, CO 81611	n/a	Public	Charitable	1,000.00
BAY AREA LEGAL AID 1735 Telegraph Avenue Oakland, CA 94612	n/a	Public	Charitable	5,000.00
BAY AREA RIDGE TRAIL COUNCIL 1007 General Kennedy Ave., Suite 3 San Francisco, CA 94129-1405	n/a	Public	Charitable	1,000.00
BAY CITIZEN 146 Post Street, 5th Floor San Francisco, CA 94108	n/a	Public	Charitable	25,000.00
BIG BROTHERS BIG SISTERS OF THE BAY AREA 731 Market Street, 6th Floor San Francisco, CA 94103	n/a	Public	Charitable	10,000.00
BOYS & GIRLS CLUBS OF SAN FRANCISCO 55 Hawthorne, Suite 600 San Francisco, CA 94105	n/a	Public	Charitable	15,000.00
BRADY CENTER TO PREVENT GUN VIOLENCE 1225 Eye St. NW, Suite 1100 Washington, DC 20005	n/a	Public	Charitable	500.00

Form 990-PF, Part XV, Line 3:
Grants and Contributions Paid During the Year

Recipient Name and address	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
BREAKTHROUGH COLLABORATIVE 545 Sansome Street, Suite 700 San Francisco, CA 94111	n/a	Public	Charitable	3,500.00
CALIFORNIA ACADEMY OF SCIENCES 55 Music Concourse Drive/Golden Gate Park San Francisco, CA 94118-9889	n/a	Public	Charitable	10,000.00
CALIFORNIA CHARTER SCHOOLS ASSOCIATION 250 East 1st Street, Suite 1000 Los Angeles, CA 90012	n/a	Public	Education	250,000.00
CHILDREN'S LAW OFFICE P.O. Box 298 Stinson Beach, CA 94970	n/a	Public	Charitable	2,000.00
CHRONICLE SEASON OF SHARING FUND P.O. Box 44740 San Francisco, CA 94144	n/a	Public	Charitable	250,000.00
CLAM (Community Land Trust Association) P.O. Box 273 Point Reyes Station, CA 94956	n/a	Public	Charitable	1,500.00
COMMON SENSE MEDIA 650 Townsend Street, Suite 375 San Francisco, CA 94103	n/a	Public	Charitable	1,000.00
COMMONWEALTH CLUB OF CA 595 Market Street, 2nd Floor San Francisco, CA 94105	n/a	Public	Charitable	15,000.00
COMMONWEALTH CLUB OF CA-Climate One 595 Market Street, 2nd Floor San Francisco, CA 94105	n/a	Public	Charitable	7,000.00
COMMUNITY MUSIC CENTER 544 Capp Street San Francisco, CA 94110-2516	n/a	Public	Charitable	1,000.00
COMPASSION & CHOICES P.O. Box 101810 Denver, CO 80250	n/a	Public	Charitable	5,000.00
COMPUTER HISTORY MUSEUM 1401 N. Shoreline Blvd. Mountain View, CA 94043	n/a	Public	Charitable	10,000.00
CONTEMPORARY JEWISH MUSEUM 736 Mission Street San Francisco, CA 94103	n/a	Public	Charitable	1,000.00
CORO CENTER FOR CIVIC LEADERSHIP 601 Montgomery Street, Suite 800 San Francisco, CA 94111	n/a	Public	Charitable	2,000.00

Form 990-PF, Part XV, Line 3: Grants and Contributions Paid During the Year

Recipient Name and address	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
CUTTING BALL THEATER 141 Taylor Street San Franciso, CA 94102	n/a	Public	Charitable	500.00
DANCE PALACE COMMUNITY CENTER P.O. Box 217 Point Reyes Station, CA 94956	n/a	Public	Charitable	5,000.00
DEATH WITH DIGNITY NATIONAL CENTER 520 SW 6th Avenue, Suite 1030 Portland, OR 97204	n/a	Public	Charitable	200.00
DIRECT WOMEN (Tides Center) 1460 Broadway, Suite 1002 New York, NY 10036	n/a	Public	Charitable	4,000.00
DOCTORS WITHOUT BORDERS 333 Seventh Avenue, 2nd Floor New York, nY 10001	n/a	Public	Charitable	500.00
E4FC-Educators for Fair Consideration 27 Maiden Lane, 7th Floor San Francisco, CA 94108	n/a	Public	Education	25,000.00
EAST BAY COMMUNITY LAW CENTER 2921 Adeline Street Berkeley, CA 94703	n/a	Public	Charitable	15,000.00
EDUCATION REFORM NOW-Students for Education Reform 928 Brodway, Suite 505 New York, NY 10010	n/a	Public	Education	100,000.00
EPISCOPAL COMMUNITY SERVICES 165 Eighth Street, 3rd Floor San Francisco, CA 94103-2726	n/a	Public	Charitable	4,000.00
50CAN 85 Willow Street New Haven, CT 06511	n/a	Public	Education	150,000.00
FINAL EXIT NETWORK P.O. Box 10071 Tallahassee, FL 32302	n/a	Public	Charitable	100.00
FINE ARTS MUSEUM 50 Hagiwara Tea Garden Drive San Francisco, CA 94118	n/a	Public	Charitable	2,500.00
FORT MASON CENTER 2 Marina Blvd., Building A San Francisco, CA 94123-1284	n/a	Public	Charitable	1,000.00

Form 990-PF, Part XV, Line 3:
Grants and Contributions Paid During the Year

	If recipient is an individual, show any relationship to			
Recipient	any foundation	Foundation status	Purpose of grant	
Name and address	manager or substantial contributor	of recipient	or contribution	Amount
FOUNDATION FOR EDUCATIONAL CHOICE-Milton & Rose Friedman One American Square, Suite 2420 Indianapolis, IN 46282	n/a	Public	Education	1,000.00
FRIENDS OF HSLAPS FUND (Friends of the High School for Leadership and Public Service) 485 Madison Avenue, 15th Floor New York, NY 10022	n/a	Public	Education	2,500.00
FRIENDS OF THE URBAN FOREST 1007 General Kennedy Ave., Suite 1 San Francisco, CA 94129-0456	n/a	Public	Charitable	500.00
GIANTS COMMUNITY FUND-Jr. Giants Stretch Drive 24 Willie Mays Plaza San Francisco, CA 94107	n/a	Public	Charitable	4,400.00
GIANTS COMMUNITY FUND-Play Ball Luncheon 24 Willie Mays Plaza San Francisco, CA 94107	n/a	Public	Charitable	10,000.00
GIRLS INC. 120 Wall Street, 3rd Floor New York, NY 10005	n/a	Public	Charitable	500.00
GLOBAL HERITAGE FUND 625 Emerson Street, Suite 200 Palo Alto, CA 94301	n/a	Public	Charitable	6,000.00
GOLDEN GATE NATIONAL PARKS CONSERVANCY Fort Mason, Building 201 San Francisco, CA 94123-1399	n/a	Public	Charitable	5,000.00
GOLDEN GATE UNIVERSITY 536 Mission Street San Francisco, CA 94105-2968	n/a	Public	Education	3,000.00
GOODWILL INDUSTRIES 1500 Mission Street San Francisco, CA 94103	n/a	Public	Charitable	500.00
HOOVER INSTITUTION Stanford University Stanford, CA 94305-6010	n/a	Public	Charitable	1,000.00
HOPE MOHR DANCE P.O. Box 225237 San Francisco, CA 94122	n/a	Public	Charitable	1,000.00
HUMAN RIGHTS FIRST 333 Seventh Ave., 13th Floor New York, NY 10001	n/a	Public	Charitable	50,000.00

# Form 990-PF, Part XV, Line 3: Grants and Contributions Paid During the Year

Recipient Name and address	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
HUMAN RIGHTS WATCH 100 Bush Street, Suite 925 San Francisco, CA 94014	n/a	Public	Charitable	2,500.00
IMMIGRANT LEGAL RESOURCE CENTER 1663 Mission Street, Suite 602 San Francisco, CA 94103	n/a	Public	Charitable	15,000.00
INDEPENDENCE PASS FOUNDATION P.O. Box 1700 Aspen, CO 81612	n/a	Public	Charitable	500.00
INTERNATIONAL MUSEUM OF WOMEN P.O. Box 190038 San Francisco, CA 94119	n/a	Public	Charitable	1,000.00
INTERNATIONAL RESCUE COMMITTEE 122 East 42nd Street New York, NY 10166-1289	n/a	Public	Charitable	10,000.00
INVERNESS GARDEN CLUB SCHOLARSHIP P.O. Box 724 Inverness, CA 94937	n/a	Public	Charitable	5,000.00
JVS-Jewish Vocational Service (Jewish Vocational & Career Counseling Service) 225 Bush Street, Suite 400 San Francisco, CA 94104	n/a	Public	Charitable	50,000.00
KCSM 3182 Campus Drive San Mateo, CA 94403-9830	n/a	Public	Charitable	500.00
KQED (Northern California Public Broadcasting) 2601 Mariposa Street San Francisco, CA 94110	n/a	Public	Charitable	10,000.00
LAKESIDE SCHOOL 14050 1st Avenue NE Seattle, WA 98125	n/a	Public	Education	10,000.00
LAMPLIGHTERS MUSIC THEATRE (Lamplighters Opera West Foundation) P.O. Box 77367 San Francisco, CA 94107	n/a	Public	Charitable	1,500.00
LEGAL AID SOCIETY-Employment Law Center 600 Harrison Street, Suite 120 San Francisco, CA 94107	n/a	Public	Charitable	9,000.00
LEGAL MOMENTUM 5 Hanover Square, Suite 1502 New York, NY 10004	n/a	Public	Charitable	1,000.00

Form 990-PF, Part XV, Line 3: Grants and Contributions Paid During the Year

Recipient Name and address	If recipient is an individual, show any relationship to any foundation manager or substantial	Foundation status of recipient	Purpose of grant or contribution	Amount
	contributor			
LEGAL SERVICES FOR CHILDREN 1254 Market Street, 3rd Floor San Francisco, CA 94102	n/a	Public	Charitable	500.00
LORRAINE HANSBURY THEATRE 777 Jones Street San Francisco, CA 94109	n/a	Public	Charitable	25,000.00
M-2 PRISONER OUTREACH P.O. Box 4424 Vallejo, CA 94590	n/a	Public	Charitable	500.00
MAGIC THEATRE Fort Mason, Building D San Francisco, CA 94123	n/a	Public	Charitable	50,000.00
MALT-Marin Agricultural Land Trust P.O. Box 809 Point Reyes Station, CA 94956	n/a	Public	Charitable	500.00
MARIN THEATRE COMPANY 397 Miller Avenue Mill Valley, CA 94941-2885	n/a	Public	Charitable	500.00
MEALS ON WHEELS of San Francisco 1375 Fairfax Avenue San Francisco, CA 94124	n/a	Public	Charitable	10,000.00
MEHARRY COLLEGE 1005 R. DB Todd Jr. Boulevard Nashville, TN 37208-9989	n/a	Public	Education	10,000.00
MICROCREDIT ENTERPRISES 5758 Geary Blvd., #261 San Francisco, CA 94121	n/a	Public	Charitable	4,540.00
MOUNTAIN RESCUE-ASPEN 630 Main Street Aspen, CO 81611	n/a	Public	Charitable	500.00
MUSEUM OF THE AFRICAN DIASPORA 685 Mission Street San Francisco, CA 94105	n/a	Public	Charitable	4,000.00
NATIONAL COUNCIL ON TEACHER QUALITY 1420 New York Avenue NW, Suite 800 Washington DC 20005	n/a	Public	Education	48,000.00
NATIONAL PUBLIC RADIO FOUNDATION 635 Massachusetts Avenue NW Washington, DC 20001-3753	n/a	Public	Charitable	5,000.00
NATURE CONSERVANCY 4245 Fairfax Drive, Suite 100 Arlington, VA 22203	n/a	Public	Charitable	300.00

Form 990-PF, Part XV, Line 3:
Grants and Contributions Paid During the Year

Recipient Name and address	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
	Concilibator			
NEW YORK UNIVERSITY SCHOOL OF LAW 110 West 3rd Street, 2nd Floor New York, NY 10012	n/a	Public	Education	15,000.00
NFTE BAY AREA (Network for Teaching Entrepreneurship) USF-School of Business 2130 Fulton Street San Francisco, CA 94117	n/a	Public	Charitable	15,000.00
OAKLAND MILITARY INSTITUTE 2269 Chestnut Street, Suite 500 San Francisco, CA 94123	n/a	Public	Charitable	10,000.00
OAKLAND SCHOOL FOR THE ARTS 2269 Chestnut Street, Suite 500 San Francisco, CA 94123	n/a	Public	Charitable	10,000.00
ODC DANCE-Oberlin Dance Collective 351 Shotwell Street San Francisco, CA 94110	n/a	Public	Charitable	2,500.00
PACIFIC CREST TRAIL ASSOC. 1331 Garden Highway Sacramento, CA 95833	n/a	Public	Charitable	1,000.00
PACIFIC LEGAL FOUNDATION 930 G Street Sacramento, CA 95814	n/a	Public	Charitable	500.00
PLANNED PARENTHOOD FEDERATION OF AMERICA 434 W. 33rd Street New York, NY 10001	n/a	Public	Charitable	1,000.00
POINT BLUE 3820 Cypress Drive, #11 Petaluma, CA 94954	n/a	Public	Charitable	250.00
POINT REYES NATIONAL SEASHORE ASSOC. 1 Bear Valley Road, Bldg. #70 Pt. Reyes Station, CA 94956	n/a	Public	Charitable	750.00
PROJECT OPEN HAND 730 Polk Street San Francisco, CA 94109	n/a	Public	Charitable	2,500.00
PROJECT READ 100 Larkin San Francisco, CA 94102	n/a	Public	Charitable	500.00
PROJECT VOTE SMART One Common Ground Phillipsburg, MT 59858	n/a	Public	Charitable	100.00

Form 990-PF, Part XV, Line 3:
Grants and Contributions Paid During the Year

Recipient	If recipient is an individual, show any relationship to any foundation manager or	Foundation status	Purpose of grant	
Name and address	substantial contributor	of recipient	or contribution	Amount
RESPONSIBLE WEALTH/UNITED FOR A FAIR ECONOMY 29 Winter Street Boston, MA 02108	n/a	Public	Charitable	1,000.00
ROARING FORK OUTDOOR VOLUNTEERS TODAY P.O. Box 1341 Basalt, CO 81621	n/a	Public	Charitable	500.00
SALVATION ARMY P.O. Box 193465 San Francisco, CA 94119-3465	n/a	Public	Charitable	20,000.00
SF AIDS FOUNDATION P.O. Box 6000 San Francisco, CA 94160-2635	n/a	Public	Charitable	500.00
SF BALLET 455 Franklin Street San Francisco, CA 94102	n/a	Public	Charitable	100,000.00
SF BEAUTIFUL 100 Bush Street, Suite 1812 San Francisco, CA 94104	n/a	Public	Charitable	400.00
SF CASA - SF Court Appointed Special Adv. Program 2635 Mission Street San Francisco, CA 94110	n/a	Public	Charitable	1,000.00
SF FREE CLINIC 4900 California Street San Francisco, CA 94118	n/a	Public	Charitable	10,000.00
SF MUSEUM AND HISTORICAL SOCIETY P.O. Box 420470 San Francisco, CA 94142-0470	n/a	Public	Charitable	200.00
SF OPERA ASSOCIATION 301 Van Ness San Francisco, CA 94102-9954	n/a	Public	Charitable	200,000.00
SF PAL-San Francisco Police Activities League 350 Amber Drive San Francisco, CA 94131	n/a	Public	Charitable	400.00
SF PARKS ALLIANCE P.O. Box 170160 San Francisco, CA 94117-1898	n/a	Public	Charitable	5,000.00
SF PERFORMANCES 500 Sutter Street, Suite 710 San Francisco, CA 94102	n/a	Public	Charitable	1,000.00

Form 990-PF, Part XV, Line 3:
Grants and Contributions Paid During the Year

Recipient Name and address	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
SF PLAYHOUSE 588 Sutter Street, #318 San Francisco, CA 94102	n/a	Public	Charitable	17,500.00
SF SCHOOL VOLUNTEERS-SF EDUCATION FUND 727 Golden Gate Ave., 2nd Floor San Francisco, CA 94102	n/a	Public	Charitable	10,000.00
SIGMA ALPHA MU FOUNDATION 9245 N. Meridian, Suite 105 Indianapolis, IN 46260-1812	n/a	Public	Charitable	100.00
SILICON VALLEY FACES (SV Conf. for Comm. & Justice) 2735 Sand Hill Road Menlo Park, CA 94025	n/a	Public	Charitable	2,500.00
SILICON VALLEY MONTEREY BAY COUNCIL BOY SCOUTS 970 West Julian Street San Jose, CA 95126	n/a	Public	Charitable	2,500.00
SMITHSONIAN INSTITUTION (James Smithson Society) P.O. Box 420319 Palm Coast, FL 32142-9156	n/a	Public	Charitable	5,000.00
SOUTHERN POVERTY LAW CENTER 400 Washington Avenue Montgomery, AL 36104	n/a	Public	Charitable	100.00
SPECIAL OLYMPICS NO. CALIFORNIA 3480 Buskirk Avenue, Suite 340 Pleasant Hill, CA 94523	n/a	Public	Charitable	2,000.00
SPUR-S.F. Planning & Urban Research 312 Sutter Street, Suite 500 San Francisco, CA 94108-4305	n/a	Public	Charitable	1,000.00
STEADMAN PHILIPPON RESEARCH INSTITUTE 181 West Meadow Drive, Suite 1000 Vail, CO 81657	n/a	Public	Charitable	10,000.00
STUDENT CONSERVATION ASSOC. P.O. Box 550 Charlestown, NH 03603-0550	n/a	Public	Charitable	2,000.00
STUDENTS RISING ABOVE P.O. Box 29174 San Francisco, CA 94129	n/a	Public	Education	5,000.00
SYRACUSE UNIVERSITY 820 Comstock Avenue Syracuse, NY 13244-5040	n/a	Public	Charitable	50,000.00

Form 990-PF, Part XV, Line 3: Grants and Contributions Paid During the Year

Recipient Name and address	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
TAMALPAIS CONSERVATION CLUB P.O. Box 2272 Mill Valley, CA 94942	n/a	Public	Charitable	10,000.00
THAT MAN MAY SEE (Beckman Vision UCSF) 10 Koret Way/Box 0352 San Francisco, CA 94143-0352	n/a	Public	Charitable	5,000.00
THEATRE ASPEN 110 E. Hallam Street, Suite 103 Aspen, CO 81611	n/a	Public	Charitable	250.00
THEATRE COMMUNICATIONS GROUP 520 Eighth Avenue, 24th Floor New York, NY 10018-4156	n/a	Public	Charitable	20,000.00
UCSF FOUNDATION (University of California San Francisco Foundation) Box 0248 San Francisco, CA 94143	n/a	Public	Education	10,000.00
UNICEF (United States Fund for UNICEF) 125 Maiden Lane New York, NY 10038	n/a	Public	Charitable	2,000.00
UNITED WAY COMMUNITY SCHOOLS PROGRAM 550 Kearny, Suite 1000 San Francisco, CA 94108	n/a	Public	Charitable	5,000.00
UNIVERSITY OF WASHINGTON LAW SCHOOL Box 353020 Seattle, WA 98195	n/a	Public	Education	20,000.00
US ENGLISH FOUNDATION 2000 L Street, NW, Suite 702 Washington, DC 20036	n/a	Public	Charitable	2,000.00
US SKI & SNOWBOARD TEAM FOUNDATION (United States Skiing Foundation) Box 100, 1500 Kearns Blvd. Park City, UT 84060	n/a	Public	Charitable	1,000.00
VOLUNTEER LEGAL SERVICES PROGRAM 301 Battery Street, 3rd Floor San Francisco, CA 94111	n/a	Public	Charitable	2,500.00
WHEELER ASSOCIATES (Wheeler Opera House Association) P.O. Box 10750 Aspen, CO 81612	n/a	Public	Charitable	250.00
WILDERNESS LAND TRUST P.O. Box 1420 Carbondale, CO 81623	n/a	Public	Charitable	2,000.00

Form 990-PF, Part XV, Line 3:
Grants and Contributions Paid During the Year

Schedule A-1

Recipient Name and address	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
WOMEN FOR WOMEN INTERNATIONAL P.O. Box 9224 Central Islip, NY 11722-9224	n/a	Public	Charitable	500.00
WOMEN'S INITIATIVE 1398 Valencia Street San Francisco, CA 94110	n/a	Public	Charitable	500.00
WOODROW WILSON CENTER One Woodrow Wilson Plaza Washington, DC 20004-3027	n/a	Public	Charitable	1,000.00
WORLD AFFAIRS COUNCIL OF NORTHERN CALIFORNIA of Northern California 312 Sutter Street, Suite 200 San Francisco, CA 94108	n/a	Public	Charitable	1,000.00
WORLD JEWISH CONGRESS FOUNDATION P.O. Box 90400 Washington, DC 10090-0400	n/a	Public	Charitable	1,000.00
Z-SPACE 450 Florida Street San Francisco, CA 94110	n/a	Public	Charitable	500.00
TOTAL				1,995,040.00

# The Rock Foundation: Bylaws (adopted March 27, 2013)

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# The Rock Foundation: Bylaws

#### SECTION 1. OFFICES.

The principal office for the transaction of the business of The Rock Foundation ("Corporation") in California is hereby fixed and located at Arthur Rock & Co., One Maritime Plaza, Suite 1220, San Francisco, California. The Board of Directors is hereby granted full power and authority to change the location of said principal office, and any such change shall be noted on the bylaws by the secretary opposite this section or this section may be amended to state the new location.

#### SECTION 2. MEMBERS.

2.1. Number. The Corporation shall have not fewer than one (1) nor more than three (3) Members, with the exact number to be fixed by approval of the Members.

### 2.2. Selection of Member or Members

- **2.2.1.** *Initial Member.* ARTHUR ROCK shall be the sole member of the Corporation.
- 2.2.2. Subsequent Members. If Arthur Rock ceases to act as a Member, thereafter there shall always be two (2) Members. Such Members shall be the first two (2) of the following, listed in order of priority below, who are able and willing to act:
  - TONI REMBE ROCK (of San Francisco, California).
  - JEFFREY M. HOWSON (of San Francisco, California).
  - GEORGE F. MONTGOMERY II (of Burlingame, California).
  - PAMELA BURNS (of Pinole, California).
- 2.2.3. Additional Members. At any time after Arthur Rock ceases to act as a Member:
  - 2.2.3.1. If there are two (2) current Members but no individuals available to act as alternate Members under section 2.2.2, then the current Members may designate in writing one (1) or more individuals to act as alternate Members under section 2.2.2. The current Members may for any reason revoke any designation made by the current Members before (but not after) any such individual is acting as a Member.

- 2.2.3.2. If at any time there is only one (1) current Member, then the current Member may appoint in writing a person to act as the second Member. (Upon any such appointment, the then two (2) Members may designate alternate Members as provided in section 2.2.3.1.)
- 2.3. Term of Office. Each Member shall act as a Member until such Member dies, resigns or is removed by the Members.
- 2.4. Vacancy. If at any time there is no person then acting as a Member and no person is then otherwise authorized to act as a successor Member, then the Board of Directors may do either of the following: (1) the Board may elect one or more Members; or (2) the Board may decide to convert the Corporation to a corporation without members.
- 2.5. Place of Meeting. Regular meetings of the Members shall be held at any place within or without the State of California that has been designated from time to time by resolution of the Members or by written consent of all Members. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Special meetings of the Members may be held either at a place so designated or at the principal office.

# 2.6. Time of Meetings.

- 2.6.1. Regular meetings of the Members shall be held on the date and time which has been designated from time to time by resolution of the Members or by written consent of all Members.
  - 2.6.2. Regular meetings of the Members shall be held without call or notice.
- 2.6.3. Special meetings of the Members for any purpose or purposes shall be called at any time by any Member. Written notice of the time and place of special meetings shall be delivered personally to each Member or sent to each Member by mail or by other form of written communication, charges prepaid, addressed to such Member at such Member's address as it is shown upon the records of the Corporation, or if it is not so shown on such records or is not readily ascertainable, at the place in which the meetings of the Members are regularly held. Special meetings of the Members shall be held upon four (4) days' written notice or forty-eight (48) hours' notice given personally or by telephone, telegraph, telex, or other similar means of communications. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have

been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice, by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.

- 2.7. Quorum. A majority of the authorized number of Members shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Members may participate in Member meetings through use of conference telephone, so long as all participants at the meeting can hear one another, in which case such participation shall constitute personal presence at the meeting.
- 2.8. Actions by Members. Every act or decision done or made by a majority of the Members present at a meeting duly held at which a quorum is present shall be regarded as the act of Members unless a greater number be required by law.
- 2.9. Action Without Meeting. Any action by the Members may be taken without a meeting if all Members shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Corporation.
- 2.10. Waiver of Notice. The transactions of any meeting of the Members, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be 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 holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the Corporation records or made a part of the minutes of the meeting.
- 2.11. Adjournment. A majority of the Members present, whether or not a quorum is present, may adjourn any Members' meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Members who were not present at the time of the adjournment.
- 2.12. Fees and Compensation. Members shall not receive compensation for their services. Members may receive such reimbursement for expenses as may be fixed or determined by resolution of the Board of Directors.

2.13. Assessments. Members shall not pay dues, and memberships shall not be assessable.

#### SECTION 3. DIRECTORS.

3.1. Number. The Corporation shall have not fewer than one (1) nor more than five (5) Directors. The exact number shall be fixed by the Members; provided, however, if at any time the Members have failed to meet or otherwise act for a continuous period of thirteen (13) months or more, the exact number may be modified by the Directors, to be effective until the Members next act.

## 3.2. Election and Term of Office.

- 3.2.1. The Directors shall be elected by the Members at each annual meeting of the Members; provided, however, if at any time the Members have failed to meet or otherwise act for a continuous period of thirteen (13) months or more, the Directors shall be elected by the Directors, to be effective until the Members next act.
- 3.2.2. Each Director shall serve until the date on which a successor Director has been elected and qualified.
- 3.3. Vacancies. Vacancies in the Board of Directors may be filled by the Members, and each Director so elected shall hold office until such Director's successor is elected at an annual or at a special meeting of the Members. A vacancy or vacancies in the Board of Directors shall be deemed to exist in case of the death or resignation of any Director, or if the authorized number of Directors be increased. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of such Director's term of office.
- 3.4. Place of Meeting. Regular meetings of the Board of Directors shall be held at any place within or without the State of California which has been designated from time to time by resolution of the Board or by written consent of all Directors. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Special meetings of the Board may be held either at a place so designated or at the principal office.

# 3.5. Time of Meetings.

3.5.1. Regular meetings of the Board shall be held on the date and time which has been designated from time to time by resolution of the Board or by written consent of all

Directors. In the absence of such designation, the annual meeting of the Board shall be held at 10:00 a.m. on the Friday after the fourth Thursday of November of each year.

- 3.5.2. Regular meetings of the Board shall be held without call or notice.
- 3.5.3. Special meetings of the Board for any purpose or purposes shall be called at any time by the President, or by any Director. Written notice of the time and place of special meetings shall be delivered personally to each Director or sent to each Director by mail or by other form of written communication, charges prepaid, addressed to such Director at such Director's address as it is shown upon the records of the Corporation, or if it is not so shown on such records or is not readily ascertainable, at the place in which the meetings of the Directors are regularly held. Special meetings of the Board shall be held upon four (4) days' written notice or forty-eight (48) hours' notice given personally or by telephone, telegraph, telex, or other similar means of communications. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice, by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.
- 3.6. Quorum. A majority of the authorized number of Directors shall be necessary to constitute a quorum for the transaction of business, except as follows:
- 3.6.1. At the annual meeting of the Directors, a majority of the Directors present (whether or not constituting a majority of the authorized number of Directors) may elect Directors if the Directors are authorized to act under section 3.2.1.
- 3.6.2. At any meeting of the Directors, a majority of the Directors present (whether or not constituting a majority of the authorized number of Directors) may adjourn a meeting as authorized under section 3.10.

Directors may participate in Board meetings through use of conference telephone, so long as all participants at the meeting can hear one another, in which case such participation shall constitute personal presence at the meeting.

- 3.7. Actions by the Board. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors unless a greater number be required by law.
- 3.8. Action Without Meeting. Any action by the Board of Directors may be taken without a meeting if all Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.
- 3.9. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the Corporation records or made a part of the minutes of the meeting.
- 3.10. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.
- 3.11. Fees and Compensation. Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement for expenses as may be fixed or determined by resolution of the Board.

#### SECTION 4. OFFICERS.

- 4.1. Officers of the Corporation. The officers of the Corporation shall be a president, a secretary and a chief financial officer. The Corporation may also have, at the discretion of the Board, a Chairman of the Board, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be elected.
- 4.2. Election. The officers of the Corporation shall be chosen by the Board of Directors, and each shall hold office until such officer shall resign or shall be removed or otherwise disqualified to serve, or such officer's successor shall be elected and qualified.

- 4.3. Removal and Resignation. Any officer may be removed, either with or without cause, by the Board of Directors, at any regular or special meeting thereof, or by any officer upon whom such power of removal may be conferred by the Board of Directors. Any officer may resign at ant time by giving written notice to the Board of Directors or to the president or to the secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 4.4. Chairman of the Board. The Chairman of the Board, if there shall be such an officer, shall, if present, preside at all meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned to him by the Board or prescribed by the bylaws.
- 4.5. President. Subject to such supervisory powers, if any, as may be given by the Board of Directors to the Chairman of the Board, if there be such an officer, the president shall be the chief executive officer of the Corporation and shall, subject to the control of the Board, have general supervision, direction and control of the business and officers of the Corporation. The president shall preside at all meetings of the Board in the absence of the Chairman of the Board, or if there be none, at all meetings of the Board.
- 4.6. Secretary. The secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the 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 proceedings thereof. The secretary shall give, or shall cause to be given, notice of all the meetings of the Board required by the bylaws or by law to be given, and shall keep the seal of the Corporation, if any, in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board or by the bylaws.
- 4.7. Chief Financial Officer. The chief financial officer shall keep and maintain, or shall cause to be kept and maintained, adequate and correct accounts of the Corporation, including accounts of its assets, liabilities, receipts and disbursements. The books of account shall at all reasonable times be open to inspection by any Director. The chief financial officer shall deposit all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board. The chief financial officer shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the president and Directors, whenever they request it, an account of all of the chief financial officer's transactions and of the financial condition of

the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board or the bylaws.

4.8. Salaries. The salaries, if any, of the officers and other employees employed by the Corporation shall be fixed from time to time by the Board.

#### SECTION 5. INDEMNIFICATION.

- 5.1. Right of Indemnity. To the fullest extent permitted by law, the Corporation shall indemnity its members (if any), directors, officers, employees, and other persons described in section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. "Expenses", as used in this bylaw, shall have the same meaning as in section 5238(a) of the California Corporations Code.
- 5.2. Approval of Indemnity. On written request to the Board by any person seeking indemnification under section 5238(b) or section 5238(c) of the California Corporations Code, the Board shall promptly determine under section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in section 5238(b) or section 5238(c) has been met and, if so, the Board shall authorize indemnification.
- 5.3. Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Bard in a specific instance, expenses incurred by a person seeking indemnification under section 5 of these bylaws in defending any proceeding covered by section 5 shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

#### SECTION 6. MISCELLANEOUS.

6.1. Annual Report and Statement. The Board shall cause an annual report and annual statement of transactions with interested persons or indemnifications to be prepared not later than one hundred twenty (120) days after the close of the Corporation's fiscal year in accordance with the provisions of the California Corporations Code governing nonprofit public benefit corporations.

6.2. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the California General Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a corporation as well as a natural person.

### CERTIFICATION OF SECRETARY

I, the undersigned, do hereby certify:

I am the duly elected and acting Secretary of THE ROCK FOUNDATION, a California nonprofit public benefit corporation.

The foregoing bylaws, consisting of nine (9) pages, constitute the bylaws of said corporation, and were approved and adopted by the unanimous written consent of the Board of Directors on MARCH 27, 2013.

IN WITNESS WHEREOF, I have hereunto subscribed my hand on this  $27^{n+1}$  day of \_\_\_\_\_\_\_\_, 2013.

# The Rock Foundation: Action by Written Consent of the Directors (Adoption of Bylaws)

The undersigned are all of the Directors of THE ROCK FOUNDATION. The Directors desire to take action by written consent of all Directors and without a meeting as authorized by California Corporations Code section 5211.

The Directors hereby approve and adopt the attached, consisting of nine (9) pages, as the bylaws of said corporation

Dated: 3/27/2013

Toni Rembe Rock

# The Rock Foundation: Action by Written Consent of the Members (Election of Directors)

The undersigned is the sole Member of THE ROCK FOUNDATION (the "Foundation"). The Member desires to take action by written consent of all members and without a meeting as authorized by California Corporations Code section 5516.

- 1. In accordance with the bylaws of the Foundation, the number of Directors of the Foundation is fixed at three (3).
- 2. The following are elected as Directors of the Foundation to serve for one year or until their respective successors are duly elected and qualified, whichever occurs later:
  - ARTHUR ROCK
  - TONI REMBE ROCK
  - JEFFREY M. HOWSON

Dated: 3/27/2013

ARTHUR ROCK

# Form **8868**

(Rev. January 2014)

Department of the Treasury Internal Revenue Service

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

File a separate application for each return.

Information about Form 8868 and its instructions is at www.irs.gov/form8868.

OMB No. 1545-1709

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For Privacy Act and Paperwork Reduction Act Notice, see instructions.

LHA 323841 12-31-13

Form 8868 (Rev 1-2014)

Form 88	368 (Rev 1-2014)				Page 2		
• If you	are filing for an Additional (Not Automatic) 3-Month Ex	tension. c	complete only Part II and check this	sbox	x,		
	only complete Part II if you have already been granted an a				تعت		
	are filing for an Automatic 3-Month Extension, complete						
Part				al (no copies needed).			
				identifying number, see inst	ructions		
Type or			Employer identification number (EIN) or				
print				, ,	` '		
File by the	y the . THE ROCK FOUNDATION			94-1671318′			
due date f	for Number, street, and room or suite no. If a P.O. box, see instructions		Social security number (SSN)				
filing your return Sea	ONE MARITIME PLAZA, SUITE 1220						
instruction	City, town or post office, state, and ZIP code. For a fo	oreign add	lress, see instructions				
	SAN FRANCISCO CA 94111						
Enter th	e Return code for the return that this application is for (file	e a separa	te application for each return)		0 4 .		
Applica	ition	Return	Application		Return		
Is For_		Code	Is For	· <u>-</u>	Code		
	90 or Form 990-EZ	01					
Form 99		02	Form 1041-A		8		
	720 (individual)	03	Form 4720 (other than individual)	<del></del>	09		
Form 99		04	Form 5227		10		
Form 990-T (sec. 401(a) or 408(a) trust)		05	Form 6069 Form 8870	·	11		
	90-T (trust other than above)	06	· · · · · · · · · · · · · · · · · · ·	1	12		
<u>310Pi</u>	Do not complete Part II if you were not already granted	an autor	natic 3-month extension on a prev	nously filed Form 6666.			
• The	ARTHUR ROCK books are in the care of ► <u>ONE MARITIME PLAZA, ST</u>	ne 1220	- CAN EDANGICO CA 04111	,			
	phone No. ► 415/981-3921	IE. 1220	Fax No ► 415/981-3924	·			
	e organization does not have an office or place of business	s in the Ur					
	s is for a Group Return, enter the organization's four digit			If this is for the whole group, c	heck this		
box 🕨		1					
4 1	request an additional 3-month extension of time until N	_					
5 F	or calendar year <u>2013</u> , or other tax year beginning		, and endin	og			
6 If	the tax year entered in line 5 is for less than 12 months, c	heck reas	on Initial return	Final return			
[	Change in accounting period						
7 S	tate in detail why you need the extension						
<u> 11</u>	NFORMATION FROM THIRD PARTY SOURCES IS PEND	ING; AD	DITIONAL TIME IS				
' <u>R</u>	EQUIRED TO FILE AN ACCURATE RETURN.						
	this application is for Forms 990-BL, 990-PF, 990-T, 4720,	, or 6069,	enter the tentative tax, less any				
_	onrefundable credits. See instructions.			8a	42,749.		
	this application is for Forms 990-PF, 990-T, 4720, or 6069	•					
	ax payments made. Include any prior year overpayment all	lowed as a	a credit and any amount paid				
_	previously with Form 8868.		th this form if required by using	8b \$	42,749.		
	alance due, Subtract line 8b from line 8a. Include your pa	-	in this form, it required, by using	00 6	0		
E	FTPS (Electronic Federal Tax Payment System) See instru Signature and Verificat		st be completed for Part II	8c   \$ only	0,		
Hadar ar	enalties of perjury, I declare that I have examined this form, includ			_	elief		
it is true,	, correct, and complete, and that I am authorized to prepare this fo	orm.	panying someones and statements, and t				
	e D. Coline Sovarford Title >	PI	7	Date > 8-12-	14		

Form 8868 (Rev 1-2014)