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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

THE ROCK FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

ONE MARITIME PLAZA, SUITE 1220

City or town, state or province, country, and ZIP or foreign postal code

SAN FRANCISCO, CA 94111

G Check all that apply:

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

H Check type of organization:

☒

Section 501(c)(3) exempt private foundation

☐

Section 4947(a)(1) nonexempt charitable trust

☐

Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

\$

43,250,438

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

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

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

Revenue

1 Contributions, gifts, grants, etc., received

2 Check ☒ if the foundation is not required to attach Sch. B3 Interest on savings and temporary
cash investments

53

53

STATEMENT 1

4 Dividends and interest from securities

58,557

58,557

STATEMENT 2

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

1,438,005

STATEMENT 3

b Gross sales price for all
assets on line 6a

2,296,912

7 Capital gain net income (from Part IV, line 2)

1,438,761

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns
and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

83

1,392

STATEMENT 4

12 Total. Add lines 1 through 11

1,496,698

1,498,763

Operating and Administrative Expenses

13 Compensation of officers, directors, trustees, etc

0

0

0

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

STMT 5

2,945

0

2,945

b Accounting fees

STMT 6

27,850

0

27,850

c Other professional fees

17 Interest

2,130

2,130

0

18 Taxes

STMT 7

477

477

0

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

STMT 8

11,059

10,960

85

24 Total operating and administrative

expenses Add lines 13 through 23

44,461

13,567

30,880

25 Contributions, gifts, grants paid

1,995,040

1,995,040

26 Total expenses and disbursements.

Add lines 24 and 25

2,039,501

13,567

2,025,920

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

<542,803>

b Net investment income (if negative, enter -0-)

1,485,196

c Adjusted net income (if negative, enter -0-)

N/A

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	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 ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 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 ▶ STATEMENT 11)	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.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 12)	0.	540,255.	
23 Total liabilities (add lines 17 through 22)	0.	540,255.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☒			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	19,739,568.	19,196,765.	
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.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	19,739,568.
2 Enter amount from Part I, line 27a	2	<542,803.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	19,196,765.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	19,196,765.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENTS				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 2,296,912.		858,151.	1,438,761.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			1,438,761.	
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2 1,438,761.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		3 N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	1,903,800.	39,632,326.	.048037
2011	1,742,830.	37,393,026.	.046608
2010	1,523,295.	34,708,706.	.043888
2009	1,506,216.	30,588,503.	.049241
2008	1,824,418.	33,475,531.	.054500
2 Total of line 1, column (d)			2 .242274
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 .048455
4 Enter the net value of noncharitable-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 27b)			6 14,852.
7 Add lines 5 and 6			7 2,026,020.
8 Enter qualifying distributions from Part XII, line 4			8 2,025,920.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	29,704.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% 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	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	29,704.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	29,704.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 17,749.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 25,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	42,749.
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	13,045.
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax	13,045. Refunded	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
SEE EXHIBIT		
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		x
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		x
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	x	
14	The books are in care of ► ARTHUR ROCK Telephone no. ► 415/981-3921 Located at ► ONE MARITIME PLAZA, STE. 1220, SAN FRANCISCO, CA ZIP+4 ► 94111			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 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 ►	16	Yes No	x x

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ► ☐	1b	
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	x
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 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 ► , , , ☐ Yes ☒ No		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► , , ,		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 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.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	x
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	x

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

N/A ☒**5b****c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

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

6b

x

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation.

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

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

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

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

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	41,305,133.
b	Average of monthly cash balances	1b	637,710.
c	Fair market value of all other assets	1c	195,117.
d	Total (add lines 1a, b, and c)	1d	42,137,960.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	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.

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

1	Minimum investment return from Part X, line 6	1	2,075,295.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	29,704.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
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.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,025,920.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	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 (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				2,045,591.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			1,905,567.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 2,025,920.				
a Applied to 2012, but not more than line 2a			1,905,567.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				120,353.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				1,925,238.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	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				

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

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling

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

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

Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon:				
a "Assets" alternative test - enter:				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c "Support" alternative test - enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

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

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

ARTHUR ROCK

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

NONE

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

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

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

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

- c** Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE SCHEDULE A-1	NONE	PUBLIC		1,995,040.
Total			▶ 3a	1,995,040.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	53.		
4 Dividends and interest from securities			14	58,557.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income			14	1,392.		
8 Gain or (loss) from sales of assets other than inventory	531390	<756.>	18	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.>				
b OCM OPP VI - ORD	531390	<106.>				
c OCM OPP VI (DE) - RENTAL	531390	286.				
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		<2,065.>		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.)

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

[illegible]

Installment Sale Income

OMB No 1545-0228

Department of the Treasury
Internal Revenue Service

► **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.**

2013
 Attachment
 Sequence No **79**

Name(s) shown on return

Identifying number

THE ROCK FOUNDATION

94-1671318

- 1** Description of property ► CONVEXITY CAPITAL OFFSHORE LP (CLASS B)
- 2a** Date acquired (mm/dd/yyyy) ► 02/13/2006 **b** Date sold (mm/dd/yyyy) ► 12/31/2013
- 3** Was the property sold to a related party (see instructions) after May 14, 1980? If "No," skip line 4. ☐ Yes ☒ No
- 4** Was the property you sold to a related party a marketable security? If "Yes," complete Part III. If "No," complete Part III for the year of sale and the 2 years after the year of sale. ☐ Yes ☐ No

Part I Gross Profit and Contract Price. Complete this part for the year of sale only.

- | | | |
|---|-----------|-----------|
| 5 Selling price including mortgages and other debts. Do not include interest, whether stated or unstated | 5 | 1,000,000 |
| 6 Mortgages, debts, and other liabilities the buyer assumed or took the property subject to (see instructions) | 6 | 0 |
| 7 Subtract line 6 from line 5 | 7 | 1,000,000 |
| 8 Cost or other basis of property sold | 8 | 459,745 |
| 9 Depreciation allowed or allowable | 9 | 0 |
| 10 Adjusted basis. Subtract line 9 from line 8 | 10 | 459,745 |
| 11 Commissions and other expenses of sale | 11 | 0 |
| 12 Income recapture from Form 4797, Part III (see instructions) | 12 | 0 |
| 13 Add lines 10, 11, and 12 | 13 | 459,745 |
| 14 Subtract line 13 from line 5. If zero or less, do not complete the rest of this form (see instructions) | 14 | 540,255 |
| 15 If the property described on line 1 above was your main home, enter the amount of your excluded gain (see instructions). Otherwise, enter -0- | 15 | 0 |
| 16 Gross profit. Subtract line 15 from line 14 | 16 | 540,255 |
| 17 Subtract line 13 from line 6. If zero or less, enter -0- | 17 | 0 |
| 18 Contract price. Add line 7 and line 17 | 18 | 1,000,000 |

Part II Installment Sale Income. Complete this part for the year of sale and any year you receive a payment or have certain debts you must treat as a payment on installment obligations.

- | | | |
|--|-----------|---------|
| 19 Gross profit percentage (expressed as a decimal amount). Divide line 16 by line 18. For years after the year of sale, see instructions | 19 | .540255 |
| 20 If this is the year of sale, enter the amount from line 17. Otherwise, enter -0- | 20 | 0 |
| 21 Payments received during year (see instructions). Do not include interest, whether stated or unstated | 21 | 0 |
| 22 Add lines 20 and 21 | 22 | 0 |
| 23 Payments received in prior years (see instructions). Do not include interest, whether stated or unstated | 23 | 0 |
| 24 Installment sale income. Multiply line 22 by line 19 | 24 | 0 |
| 25 Enter the part of line 24 that is ordinary income under the recapture rules (see instructions) | 25 | 0 |
| 26 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.

- 27** Name, address, and taxpayer identifying number of related party _____
- 28** Did the related party resell or dispose of the property ("second disposition") during this tax year? ☐ Yes ☐ No
- 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.
- a** ☐ 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) ► _____
- b** ☐ The first disposition was a sale or exchange of stock to the issuing corporation.
- c** ☐ 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.
- e** ☐ 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 Enter contract price from line 18 for year of first sale | 31 | |
| 32 Enter the smaller of line 30 or line 31 | 32 | |
| 33 Total payments received by the end of your 2013 tax year (see instructions) | 33 | |
| 34 Subtract line 33 from line 32. If zero or less, enter -0- | 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 | |
| 37 Subtract line 36 from line 35. Enter here and on Schedule D or Form 4797 (see instructions) | 37 | |

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
NORTHERN TRUST	34.	34.	
NORTHERN TRUST (CA CHECKING)	19.	19.	
TOTAL TO PART I, LINE 3	53.	53.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MEADOWBROOK REAL ESTATE FUND LLC	87.	0.	87.	87.	
NORTHERN TRUST OCM OPPORTUNITIES FUND VI AIF (DELAWARE)	180,833.	131,504.	49,329.	49,329.	
OCM OPPORTUNITIES FUND VI, L.P.	138.	0.	138.	138.	
	9,003.	0.	9,003.	9,003.	
TO PART I, LINE 4	190,061.	131,504.	58,557.	58,557.	

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT

3

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
.71 SHR KINDER MORGAN MGMT LLC	55.	11.	0.	0.	44.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
.95 SHR KINDER MORGAN MGMT LLC	70.	14.	0.	0.	56.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
60,756 FRAC SHRS KINDER MORGAN MGMT LLC	50.	0.	0.	0.	50.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
CONVEXITY CAPITAL OFFSHORE LP (CLASS B)	1,250,000.	533,333.	0.	0.	716,667.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
CONVEXITY CAPITAL OFFSHORE LP (CLASS B)	750,000.	324,480.	0.	0.	425,520.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FROM K-1 - OCM OPPORTUNITIES FUND II	55.	0.	0.	0.	55.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
FROM K-1 - OCM OPPORTUNITIES FUND VI		PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS		
44,571.	0.	0.	0.	44,571.		

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
FROM K-1 - OCM OPPORTUNITIES FUND VI AIF (CAYMAN)		PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS		
115,203.	0.	0.	0.	115,203.		

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
FROM K-1 - MEADOWBROOK REAL ESTATE FUND		PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS		
2,655.	0.	0.	0.	2,655.		

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FROM K-1 - MEADOWBROOK REAL ESTATE FUND (1231)	1,953.	0.	0.	0.	1,953.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FROM K-1 - OCM OPPORTUNITIES FUND VI AIF (DE)	796.	0.	0.	0.	796.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FROM K-1 - OCM OPPORTUNITIES FUND VI AIF (DE) (1231)	0.	313.	0.	0.	<313.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FROM K-1 - OCM OPPORTUNITIES FUND VI AIF (DE) - 1231	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 INCOME	STATEMENT	4
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM MEADOWBROOK RE FUND - ORDINARY	<520.>	<520.>	
FROM MEADOWBROOK RE FUND - RENTAL	<562.>	<562.>	
FROM MEADOWBROOK RE FUND - OTHER INCOME	151.	151.	
FROM MEADOWBROOK RE FUND - OTHER DEDUCTIONS	<71.>	<71.>	
FROM MEADOWBROOK RE FUND - PORTFOLIO	2.	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	<1,489.>	0.	
OCM OPP VI - ORD	<106.>	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

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	2,945.	0.		2,945.
TO FM 990-PF, PG 1, LN 16A	2,945.	0.		2,945.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	27,850.	0.		27,850.
TO FORM 990-PF, PG 1, LN 16B	27,850.	0.		27,850.

FORM 990-PF

TAXES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FROM K-1 - OCM OPPORTUNITIES FUND VI	1.	1.		0.
FROM K-1 - MEADOWBROOK REAL ESTATE FUND	476.	476.		0.
TO FORM 990-PF, PG 1, LN 18	477.	477.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FILING FEE EXPENSE	85.	0.		85.	
INVESTMENT FEES - OCM OPPORTUNITIES FUND II, L.P.	5.	5.		0.	
INVESTMENT EXPENSES - MEADOWBROOK RE FUND LLC	1,379.	1,379.		0.	
OTHER EXPENSE - MEADOWBROOK RE FUND LLC	14.	0.		0.	
INVESTMENT EXPENSE - NORTHERN TRUST	3,090.	3,090.		0.	
INVESTMENT FEES - OCM OPPORTUNITIES FUND VI, L.P.	5,305.	5,305.		0.	
INVESTMENT FEES - OCM OPPORTUNITIES FUND VI AIF (DELAWARE), L.P.	485.	485.		0.	
INVESTMENT EXPENSE - OCM OPPORTUNITIES FUND VI AIF (CAYMAN)	696.	696.		0.	
TO FORM 990-PF, PG 1, LN 23	11,059.	10,960.		85.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
KINDER MORGAN MGMT LLC	183,030.	904,742.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	183,030.	904,742.		

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
OMEGA OVERSEAS PARTNERS, LTD.	COST	1,000,000.	6,735,584.	
OCM OPPORTUNITIES FUND II, L.P.	COST	259.	971.	
MEADOWBROOK REAL ESTATE FUND LLC	COST	41,586.	15,748.	
ISHARES TRUST S&P MIDCAP 400	COST	556,842.	987,955.	
ISHARES TRUST S&P SMALLCAP 600	COST	533,164.	980,496.	
OCM OPPORTUNITIES FUND VI, L.P.	COST	174,507.	174,150.	

THE ROCK FOUNDATION

94-1671318

CONVEXITY CAPITAL OFFSHORE CLASS B	COST	7,015,775.	14,784,757.
CONVEXITY CAPITAL OFFSHORE CLASS G	COST	6,666,667.	14,666,506.
OCM OPPORTUNITIES FUND VI AIF (DELAWARE), LP	COST	9,293.	4,244.
DFA US TARGETED VALUE FUND	COST	1,998,113.	2,552,979.
OCM OPPORTUNITIES FUND VI AIF (CAYMAN) L.P.	COST	85,369.	4.
TOTAL TO FORM 990-PF, PART II, LINE 13		18,081,575.	40,903,394.

FORM 990-PF	OTHER ASSETS	STATEMENT 11
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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	1,037.	1,037.	0.
PREPAID FEDERAL TAXES	4,680.	4,680.	0.
DIVIDEND RECEIVABLE	0.	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	OTHER LIABILITIES	STATEMENT 12
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED GAIN - INSTALLMENT SALE	0.	540,255.
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	540,255.

THE ROCK FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a .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 KINDER MORGAN MGMT LLC	P	11/25/03	07/25/13
d CONVEXITY CAPITAL OFFSHORE LP (CLASS B)	P	02/13/06	03/31/13
e CONVEXITY CAPITAL OFFSHORE LP (CLASS B)	P	02/13/06	06/30/13
f FROM K-1 - OCM OPPORTUNITIES FUND II	P		
g FROM K-1 - OCM OPPORTUNITIES FUND VI	P		
h FROM K-1 - OCM OPPORTUNITIES FUND VI AIF (CAYMAN)	P		
i FROM K-1 - MEADOWBROOK REAL ESTATE FUND	P		
j FROM K-1 - MEADOWBROOK REAL ESTATE FUND (1231)	P		
k FROM K-1 - OCM OPPORTUNITIES FUND VI AIF (DE)	P		
l FROM K-1 - OCM OPPORTUNITIES FUND VI AIF (DE) (1231)	P		
m CAPITAL GAINS DIVIDENDS			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 55.		11.	44.
b 70.		14.	56.
c 50.			50.
d 1,250,000.		533,333.	716,667.
e 750,000.		324,480.	425,520.
f 55.			55.
g 44,571.			44,571.
h 115,203.			115,203.
i 2,655.			2,655.
j 1,953.			1,953.
k 796.			796.
l		313.	<313.>
m 131,504.			131,504.
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			44.
b			56.
c			50.
d			716,667.
e			425,520.
f			55.
g			44,571.
h			115,203.
i			2,655.
j			1,953.
k			796.
l			<313.>
m			131,504.
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	1,438,761.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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

Schedule A-1

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address				
A.C.E.-Association 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, Fl. 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

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
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

Schedule A-1

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address				
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

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
CUTTING BALL THEATER 141 Taylor Street San Francisco, 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 Broadway, 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:
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Schedule A-1

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address				
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

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
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

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
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

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
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

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address				
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

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address				
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

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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

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Schedule A-1

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address				
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				<u>1,995,040.00</u>

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 any 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 indemnify 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 Board 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 27th day of MARCH, 2013.

Toni Rambe Rock
_____, Secretary

**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.

Arthur Rock
ARTHUR ROCK

Toni Rembe Rock
TONI REMBE ROCK

Jeffrey M Howson
JEFFREY M. HOWSON

**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

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

Department of the Treasury
Internal Revenue Service

► File a separate application for each return.

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

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

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

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

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number
File by the due date for filing your return See instructions	• THE ROCK FOUNDATION	Employer identification number (EIN) or • 94-1671318
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	• ONE MARITIME PLAZA, SUITE 1220	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	• SAN FRANCISCO, CA 94111	

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

0 4

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

ARTHUR ROCK

- The books are in the care of ► **ONE MARITIME PLAZA, STE. 1220 - SAN FRANCISCO, CA 94111**
Telephone No. ► **415/981-3921** Fax No ► **415/981-3924**
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ► ☒ calendar year **2013** or
 ► ☐ tax year beginning _____, and ending _____

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

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	42,749.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	17,749.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	25,000.

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

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

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

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

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

Type or print	Enter filer's identifying number, see instructions	
Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or	
File by the due date for filing your return See instructions	THE ROCK FOUNDATION	94-1671318
Number, street, and room or suite no. If a P O box, see instructions	Social security number (SSN)	
ONE MARITIME PLAZA, SUITE 1220		
City, town or post office, state, and ZIP code. For a foreign address, see instructions		
SAN FRANCISCO, CA 94111		

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

0 4

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

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

ARTHUR ROCK

- The books are in the care of ☒ ONE MARITIME PLAZA, STE. 1220 - SAN FRANCISCO, CA 94111
Telephone No. 415/981-3921 Fax No. 415/981-3924
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for
- 4 I request an additional 3-month extension of time until NOVEMBER 17, 2014
- 5 For calendar year 2013, or other tax year beginning , and ending
- 6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension INFORMATION FROM THIRD PARTY SOURCES IS PENDING; ADDITIONAL TIME IS REQUIRED TO FILE AN ACCURATE RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	42,749.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	42,749.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature J. Cornejo Title CPA Date 8-12-14

Form 8868 (Rev 1-2014)