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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

For calendar year 2013, or tax year beginning , 2013, and ending ,

Chrysopolae Foundation
PO Box 10174
San Rafael, CA 94912

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 11,655,411.
J Accounting method: ☐ Cash ☐ Accrual
☒ Other (specify) Mod. Cash
(Part I, column (d) must be on cash basis)

A Employer identification number
94-3265060

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

C If exemption application is pending, check here. ☐

D 1 Foreign organizations, check here ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ☐

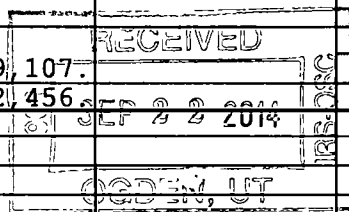
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc. received (att sch)				
	2 Ck ☒ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	7.	7.	N/A	
	4 Dividends and interest from securities	219,557.	219,557.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	1,613,785.			
	b Gross sales price for all assets on line 6a	6,241,584.			
	7 Capital gain net income (from Part IV, line 2)		1,613,785.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
See Statement 1	35,607.	9,107.			
12 Total. Add lines 1 through 11	1,868,956.	1,842,456			
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch) See St 2	71,305.	71,305.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Stm 3	3,500.			
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	See Statement 4	326.			326.
24 Total operating and administrative expenses. Add lines 13 through 23	75,131.	71,305.		326.	
25 Contributions, gifts, grants paid Part XV	456,617.			456,617.	
26 Total expenses and disbursements. Add lines 24 and 25	531,748.	71,305.		456,943.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	1,337,208.				
b Net investment income (if negative, enter -0-)		1,771,151.			
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		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	82,461.	1,001,211.	1,001,211.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch.)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)	1,884,568.		
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment basis			
LIABILITIES	Less: accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) Statement 5	8,611,847.	10,654,200.	10,654,200.
	14 Land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule)			
	15 Other assets (describe)	650.		
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I.)	10,579,526.	11,655,411.	11,655,411.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
FUND ASSESSORS	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
FUND ASSESSORS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☒			
	24 Unrestricted	10,579,526.	11,655,411.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☐			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	10,579,526.	11,655,411.	
	31 Total liabilities and net assets/fund balances (see instructions)	10,579,526.	11,655,411.	

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	10,579,526.
2 Enter amount from Part I, line 27a	2	1,337,208.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	11,916,734.
5 Decreases not included in line 2 (itemize) See Statement 6	5	261,323.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	11,655,411.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 6,193,276.		4,627,799.	1,565,477.
b 48,308.			48,308.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			1,565,477.
b			48,308.
c			
d			
e			

2 Capital gain net income or (net capital loss) If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	1,613,785.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 		3	0.

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

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

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

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

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	455,921.	10,398,125.	0.043846
2011	518,272.	10,587,819.	0.048950
2010	486,990.	10,076,143.	0.048331
2009	486,037.	9,300,142.	0.052261
2008	410,877.	11,653,659.	0.035257

2 Total of line 1, column (d)	2	0.228645
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.045729
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	11,012,931.
5 Multiply line 4 by line 3	5	503,610.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	17,712.
7 Add lines 5 and 6	7	521,322.
8 Enter qualifying distributions from Part XII, line 4	8	456,943.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. ☐ and enter 1% of Part I, line 27b		1	35,423.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-).		2	0.
3 Add lines 1 and 2		3	35,423.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	35,423.
6 Credits/Payments:			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6a	18,393.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	22,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	40,393.	
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	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,970.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax 4,970. Refunded	11	0.	

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>Lawrence C. Ford, Jr.</u> Telephone no. <u>(415) 488-4740</u> Located at <u>PO Box 10174 San Rafael, CA</u> ZIP + 4 <u>94912</u>			
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 <u>N/A</u>	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?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country				

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1 b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If 'Yes,' did it have excess business holdings in 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)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4 b	X

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? **Statement 9**☒ Yes ☐ No

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

☐ Yes ☒ No

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

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

Organizations relying on a current notice regarding disaster assistance check here

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

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

6 a 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?**6 b** ☐ ☒ X

If 'Yes' to 6b, file Form 8870

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Lawrence Charles Ford, Jr. PO Box 10174 San Rafael, CA 94912	President 5.00	0.	0.	0.
Cynthia Carroll PO Box 10174 San Rafael, CA 94912	Tres/Sec't 5.00	0.	0.	0.

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

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

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

☐ 0

Part 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	1 a	10,570,176.
b Average of monthly cash balances	1 b	610,465.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	11,180,641.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	11,180,641.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	167,710.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,012,931.
6 Minimum investment return. Enter 5% of line 5	6	550,647.

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	550,647.
2a Tax on investment income for 2013 from Part VI, line 5	2 a	35,423.
b Income tax for 2013. (This does not include the tax from Part VI.)	2 b	
c Add lines 2a and 2b	2 c	35,423.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	515,224.
4 Recoveries of amounts treated as qualifying distributions	4	26,500.
5 Add lines 3 and 4	5	541,724.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	541,724.

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	1 a	456,943.
b Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	456,943.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4.	6	456,943.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				541,724.
2 Undistributed income, if any, as of the end of 2013.				
a Enter amount for 2012 only			0.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009	167,075.			
c From 2010	489,205.			
d From 2011	4,579.			
e From 2012				
f Total of lines 3a through e	660,859.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 456,943.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2013 distributable amount				456,943.
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).)	84,781.			84,781.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	576,078.			
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 instructions.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	576,078.			
10 Analysis of line 9:				
a Excess from 2009	82,294.			
b Excess from 2010	489,205.			
c Excess from 2011	4,579.			
d Excess from 2012				
e Excess from 2013				

BAA

Form 990-PF (2013)

Part VII Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Statement 8				
Total			3 a	456,617.
b Approved for future payment				
Total			3 b	

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 (See instructions.)
	(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	7.	
4	Dividends and interest from securities			14	219,557.	
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					
8	Gain or (loss) from sales of assets other than inventory			18	1,613,785.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a	REIT Dividends			14	9,107.	
b	Return of Grants					26,500.
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				1,842,456.	26,500.
13	Total. Add line 12, columns (b), (d), and (e)				13	1,868,956.

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

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

[illegible]

2013

Federal Statements

Page 1

Chrysopolae Foundation

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
REIT Dividends	\$ 9,107.	\$ 9,107.	
Return of Grants	26,500.		
Total	<u>\$ 35,607.</u>	<u>\$ 9,107.</u>	<u>\$ 0.</u>

Statement 2
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Management Fees	\$ 71,305.	\$ 71,305.		
Total	<u>\$ 71,305.</u>	<u>\$ 71,305.</u>		<u>\$ 0.</u>

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise Tax	\$ 3,500.			
Total	<u>\$ 3,500.</u>	<u>\$ 0.</u>		<u>\$ 0.</u>

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bookkeeping	\$ 326.			\$ 326.
Total	<u>\$ 326.</u>	<u>\$ 0.</u>		<u>\$ 326.</u>

Chrysopolae Foundation

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Statement 5
Form 990-PF, Part II, Line 13
Investments - Other

	Valuation Method	Book Value	Fair Market Value
<u>Other Publicly Traded Securities</u>			
MFO DFA Inv Dimension Grp, 169,431.51 Sh	Mkt Val	\$ 2,802,397.	\$ 2,802,397.
MFB Northern Intl Eq, 68,078.72 Sh	Mkt Val	840,091.	840,091.
MFB Northern Funds Emrg Mkt, 28,568.31Sh	Mkt Val	322,251.	322,251.
MFO DFA Emrg Mkts, 8,216.32 Sh	Mkt Val	226,853.	226,853.
MFB Northrn Hi Yield Fix, 107,503.78 Sh	Mkt Val	805,203.	805,203.
MFC Ishares Intrm Credit, 18,000 Sh	Mkt Val	1,899,810.	1,899,810.
MFO PIMCO Fds Pac Inv, 36,522.3 Sh	Mkt Val	350,979.	350,979.
Excelsior Lasalle Ppty Fd, 22,767.29 Sh	Mkt Val	231,771.	231,771.
MFO DFA Int'l Value, 25,668.24 Sh	Mkt Val	509,001.	509,001.
MFC Flexshs Morningstar Gbl, 7,200 Sh	Mkt Val	179,424.	179,424.
MFO DFA Inv Grp Lrg Cap, 6566 Sh	Mkt Val	207,617.	207,617.
MFO DFA US Small Cap, 3403 Sh	Mkt Val	105,503.	105,503.
MFO DFA Int'l Small Co Fnd, 26,595.20 Sh	Mkt Val	510,894.	510,894.
MFO DFA Invt Gr DFCEX, 23,552.77 Sh	Mkt Val	458,337.	458,337.
MFO DFA Real Estate DFITX, 53,966.79 Sh	Mkt Val	270,913.	270,913.
MFO DFA Real Estate DFREX, 10,877.74 Sh	Mkt Val	282,060.	282,060.
MFC Flexshares Global GUNR, 18,600 Sh	Mkt Val	651,096.	651,096.
	Total	<u>\$ 10,654,200.</u>	<u>\$ 10,654,200.</u>

Statement 6
Form 990-PF, Part III, Line 5
Other Decreases

Net Unrealized Gains or Losses on Investments		\$ 261,323.
	Total	<u>\$ 261,323.</u>

Statement 7
Form 990-PF, Part XV, Line 1a
Foundation Managers - 2% or More Contributors

Lawrence Charles Ford, Jr.
 Cynthia Carroll

Chrysopolae Foundation

94-3265060

Statement 8
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Scholarship Recipient 1 PO Box 10174 San Rafael, CA 94912	None	NC	College Scholarship	\$ 10,000.
Scholarship Recipient 2 PO Box 10174 San Rafael, CA 94912	None	NC	College Scholarship	500.
Scholarship Recipient 3 PO Box 10174 San Rafael, CA 94912	None	NC	College Scholarship	10,000.
Scholarship Recipient 4 PO Box 10174 San Rafael, CA 94912	None	NC	College Scholarship	500.
The Reading Tree 455 Frederick Street San Francisco, CA 94117	N/A	PC	General support for literacy	2,000.
NARAL Pro-Choice America Fdn 1156 15th Street NW Washington, DC 20005	N/A	PC	General Support	3,000.
Marin Country Day School 5221 Paradise Drive Corte Madera, CA 94925	N/A	PC	Annual Fund	22,250.
Sierra Club Foundation 85 Second Street San Francisco, CA 94105	N/A	PC	General Support - Inner city Outings	15,000.
The Bay Home, Inc. 19 Hearthstone Court San Rafael, CA 94903	N/A	PC	General Support - Care of developmentally disabled adults.	47,267.
Community Homes & Services 401 Washington Street Petaluma, CA 94903	N/A	PC	General Support	15,000.
The Thacher School 5025 Thacher Road Ojai, CA 93023	N/A	PC	General support of non-profit high school	40,500.
Scholarship Recipient 5 PO Box 10174 San Rafael, CA 94912	None	NC	College Scholarship	6,000.

Chrysopolae Foundation

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Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Scholarship Recipient 6 PO Box 10174 San Rafael, CA 94912	None	NC	College Scholarship	\$ 4,000.
California Film Institute 38 Miller Avenue Mill Valley, CA 94941	N/A	PC	Support for schools outreach program	6,000.
Huntington's Disease Sociey of America 505 Eighth Avenue, Suite 902 New York, NY 10018	N/A	PC	General Support	24,000.
The Millbrook School 131 Millbrook School Road Millbrook, NY 12545	N/A	PC	Annual Fund	15,000.
St. Mary the Virgin Episcopal Church 2325 Union Street San Francisco, CA 94123	N/A	PC	General support of non-profit church	6,000.
Hamilton College 198 College Hill Road Clinton, NY 13323	N/A	PC	General Support	5,000.
Intermountain Jr Rodeo Association PO Box 593 Fall River Mills, CA 96028	N/A	PC	General Support	22,500.
Middlebury College 5 Court Street Middlebury, VT 05753	N/A	PC	General Support	10,000.
Summer Search 620 Davis Street San Francisco, CA 94111	N/A	PC	General support for education	2,500.
Youth Speaks 1663 Mission Street San Francisco, CA 94103	N/A	PC	General support of arts organization for youth	20,000.
Stanford Law School PO Box 20466 Stanford, CA 9430	N/A	PC	General Support	5,000.

Chrysopolae Foundation

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Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Sugar Bowl Ski Team Foundation P.O. Box 68 Norden, CA 95724	N/A	PC	General Support	\$ 30,000.
SF Bay Area Council 1001 Davis Street San Leandro, CA 94577	N/A	PC	General Support	3,000.
SF General Hospital 2789 25th Street, Ste 2029 San Francisco, CA 94110	N/A	PC	General support for hospital	5,800.
Scholarship Recipient 7 PO Box 10174 San Rafael, CA 94912	None	NC	College Scholarship	16,750.
Scholarship Recipient 8 PO Box 10174 San Rafael, CA 94912	None	NC	College Scholarship	5,000.
Scholarship Recipient 9 PO Box 10174 San Rafael, CA 94912	None	NC	College Scholarship	1,500.
Meritus College Fund 1012 Torney Ave San Francisco, CA 94129	N/A	PC	General Support	3,500.
Legal Services Corporation 3333 K Street, NW, 3rd Floor Washington, DC 20007	N/A	PC	General Support	3,350.
de Young Fine Arts Museum 50 Hagiwara Tea Garden Drive San Francisco , CA 94118	N/A	PC	General Support	2,500.
The Heritage Foundation 214 Massachusetts Ave NE Washington , DC 20002	N/A	PC	General Support	25,000.
Amrican Sports Institute P.O Box 1837 Mill Valley , CA 94942	N/A	PC	General Support	25,000.
Golden Gate National Parks Conservancy Fort Mason, Building 201 San Francisco, CA 94123	N/A	PC	General funding for parks and trails	4,200.

Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Lawrenceville School 2500 Main Street Lawrenceville, NJ 08648	N/A	PC	General Support	\$ 10,000.
Town Square Television 5845 Blaine Avenue Inver Grove Heights, MN 55076	N/A	PC	General Support	10,000.
Eagle Rock School Notaiah Road Estes Park, CO 80517	N/A	PC	General Support	14,000.
Pomfret School 398 Pomfret Street Pomfret, CT 06258	N/A	PC	General Support	5,000.
Total				\$ <u>456,617.</u>

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

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

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

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

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

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

- The books are in care of ▶ Lawrence C. Ford, Jr.
Telephone No ▶ (415) 488-4740 Fax No. ▶ _____
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN). If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 4 I request an additional 3-month extension of time until 11/15, 20 14.
- 5 For calendar year 2013, or other tax year beginning _____, 20____, and ending _____, 20____.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension The Organization requires additional time to gather the information necessary to file a complete and accurate return.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$	35,423.
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 \$	40,393.
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 ▶ [Signature] Title ▶ FA Date ▶ 9/12/14

BAA FIF20502L 12/31/13 Form 8868 (Rev 1-2014)

**Application for Extension of Time To File an
Exempt Organization Return**► **File a separate application for each return.**

OMB No. 1545-1709

► **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.

Enter filer's identifying number, see instructions

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

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

04

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

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

Telephone No. ► (415) 488-4740

Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 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 _____, 20____, and ending _____, 20____.

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

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	36,893.
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	\$	40,393.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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

CHRYSOPOLAE

TEAM PROGRAM SCHOLARSHIP AWARDS Application Guide for Academic Year 2013-2014

PURPOSE AND GENERAL INFORMATION

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

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

WHO CAN APPLY

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

ELIGIBILITY CRITERIA

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

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

APPLICATION PROCEDURE

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

DEADLINES:

- For entering college undergraduates, the completed application packet, including transcripts, must be postmarked no later than **May 31, 2013**.
- For all others, the completed application packet, including transcripts, must be postmarked no later than **August 15, 2013**.

Send the completed application to: **Team Program Scholarship Award
The Chrysopolae Foundation
Post Office Box 10174
San Rafael, CA 94912**

SELECTION AWARD PROCEDURE

Applications will be reviewed by the Board of Directors of the Chrysopolae Foundation. The Board will also seek recommendations from the faculty of the Team Program. Entering college students will be informed of their status in writing on June 17, 2013. All other applicants will be informed of their status in writing on September 2, 2013.

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

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

APPLICATION CHECKLIST

- ☐ Application (4 pages, including financial statement)
- ☐ Personal statement (2 pages)
- ☐ Final high school transcript
- ☐ Proof of acceptance or enrollment
- ☐ Transcripts from all colleges attended