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EXTENDED TO NOVEMBER 16, 2015

Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , and ending

Name of foundation THE ROCK FOUNDATION		A Employer identification number 94-1671318
Number and street (or P O box number if mail is not delivered to street address) ONE MARITIME PLAZA, SUITE 1220	Room/suite	B Telephone number 415-981-3921
City or town, state or province, country, and ZIP or foreign postal code SAN FRANCISCO, CA 94111		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 43,994,938	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		466.	466.		STATEMENT 1
4 Dividends and interest from securities		165,802.	165,802.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		8,849,224.			
b Gross sales price for all assets on line 6a		16,093,353.			
7 Capital gain net income (from Part IV, line 2)			8,849,224.		
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		-509.	754.		STATEMENT 3
12 Total. Add lines 1 through 11		9,014,983.	9,016,246.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		46,850.	0.		46,850.
c Other professional fees					
17 Interest		1,971.	0.		0.
18 Taxes STMT 5		152,004.	4.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		8,481.	8,300.		180.
24 Total operating and administrative expenses. Add lines 13 through 23		209,306.	8,304.		47,030.
25 Contributions, gifts, grants paid		2,192,050.			2,192,050.
26 Total expenses and disbursements. Add lines 24 and 25		2,401,356.	8,304.		2,239,080.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		6,613,627.			
b Net investment income (if negative, enter -0-)			9,007,942.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2014)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (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	442,299.	3,671,760.	3,671,760.
	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 7	183,030.	182,997.	1,345,953.
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment: basis ▶		
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 8		18,081,575.	21,925,497.	38,977,200.
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 9)		1,030,116.	30,138.	25.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		19,737,020.	25,810,392.	43,994,938.
17 Accounts payable and accrued expenses				
18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 10)	540,255.	0.	
23 Total liabilities (add lines 17 through 22)	540,255.	0.		
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	19,196,765.	25,810,392.	
30 Total net assets or fund balances	19,196,765.	25,810,392.		
31 Total liabilities and net assets/fund balances	19,737,020.	25,810,392.		

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	19,196,765.
2 Enter amount from Part I, line 27a	2	6,613,627.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	25,810,392.
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	25,810,392.

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 16,093,353.		7,244,129.	8,849,224.

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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			8,849,224.

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	8,849,224.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	}	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	2,025,920.	41,505,891.	.048810
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

2 Total of line 1, column (d)	2	.236584
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	.047317
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	42,291,840.
5 Multiply line 4 by line 3	5	2,001,123.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	90,079.
7 Add lines 5 and 6	7	2,091,202.
8 Enter qualifying distributions from Part XII, line 4	8	2,239,080.

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)

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 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2014 estimated tax payments and 2013 overpayment credited to 2014

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2015 estimated tax

49,866 Refunded

Part VII-A Statements Regarding Activities

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?

b 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.

c Did the foundation file Form 1120-POL for this year?

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.

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T.

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?

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

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

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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

Yes No

1a X

1b X

1c X

2 X

3 X

4a X

4b X

5 X

6 X

7 X

8b X

9 X

10 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 2014, 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 FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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 2014?		1c
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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? 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 2014 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 2014.)		3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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 2014?		4b

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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 4945(d)(4)(A)? (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)?N/A ☒**5b**

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).

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.
JEFFREY M. HOWSON	DIRECTOR			
ONE MARITIME PLAZA, #1220				
SAN FRANCISCO, CA 94111	0.00	0.	0.	0.

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

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

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	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	37,727,950.
b	Average of monthly cash balances	1b	5,120,672.
c	Fair market value of all other assets	1c	87,256.
d	Total (add lines 1a, b, and c)	1d	42,935,878.
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	42,935,878.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	644,038.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	42,291,840.
6	Minimum investment return. Enter 5% of line 5	6	2,114,592.

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	2,114,592.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	90,079.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	90,079.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,024,513.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,024,513.
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	2,024,513.

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	2,239,080.
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	2,239,080.
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	90,079.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,149,001.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				2,024,513.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			1,925,238.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 2,239,080.				
a Applied to 2013, but not more than line 2a			1,925,238.	
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 2014 distributable amount				313,842.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				1,710,671.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
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.
ALLIES UNITED FOR CHILDREN 3524 2ND STREET SAN FRANCISCO, CA 94114	N/A	PUBLIC	CHARITABLE	3,000.
AMERICAN ACADEMY OF ARTS & SCIENCES 136 IRVING STREET CAMBRIDGE, MA 02138	N/A	PUBLIC	CHARITABLE	5,000.
AMERICAN BAR FOUNDATION 39842 TREASURY CENTER CHICAGO, IL 60694	N/A	PUBLIC	CHARITABLE	1,000.
AMERICAN CONSERVATORY THEATRE 30 GRANT AVENUE, 6TH FLOOR SAN FRANCISCO, CA 94108	N/A	PUBLIC	CHARITABLE	25,000.
Total			SEE CONTINUATION SHEET(S)	2,192,050.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A Analysis of Income-Producing Activities

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	466.	
4 Dividends and interest from securities				
		14	165,802.	
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	754.	
8 Gain or (loss) from sales of assets other than inventory				
		18	8,849,224.	
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory				
11 Other revenue:				
a MEADOWBROOK - ORD	531390	-253.		
b OCM OPP VI - ORD	531390	-1,010.		
c				
d				
e				
12 Subtotal. Add columns (b), (d), and (e)				
		-1,263.	9,016,246.	0.
13 Total. Add line 12, columns (b), (d), and (e)				
			13	9,014,983.

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

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

[illegible]

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, this true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge		
		11/10/2015	PRESIDENT
	Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr. 7)?

☒ **Yes**
☐ **No**

Paid Preparer Use Only	Print/Type preparer's name PAMELA BURNS	Preparer's signature <i>Pamela Burns</i>	Date 11-4-15	Check ☐ if self-employed	PTIN P00117843
	Firm's name ▶ HOWSON & SIMON LLP			Firm's EIN ▶ 94-3054312	
	Firm's address ▶ 101 YGNACIO VLY RD., #310 WALNUT CREEK, CA 94596			Phone no. 925/977-9060	

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 FROM OCM OPPORTUNITIES FUND II	P		
b 731 GAIN - OCM OPPORTUNITIES FUND II	P		
c FROM OCM OPPORTUNITIES FUND VI	P		
d FROM MEADOWBROOK REAL ESTATE FUND	P		
e FROM MEADOWBROOK REAL ESTATE FUND (1231)	P		
f FRAC SHR KINDER MORGAN MGMT LLC	P	12/03/01	01/29/14
g FRAC SHR KINDER MORGAN MGMT LLC	P	12/03/01	04/28/14
h FRAC SHR KINDER MORGAN MGMT LLC	P	12/03/01	07/29/14
i FRAC SHR KINDER MORGAN MGMT LLC	P	12/03/01	10/29/14
j FROM FORM 6252	P		
k CONVEXITY CAPITAL OFFSHORE LP (CLASS B)	P	02/13/06	03/31/14
l CONVEXITY CAPITAL OFFSHORE LP (CLASS B)	P	02/13/06	06/30/14
m CONVEXITY CAPITAL OFFSHORE LP (CLASS B)	P	02/13/06	12/31/14
n CONVEXITY CAPITAL OFFSHORE LP (CLASS G)	P	02/13/06	03/31/14
o CONVEXITY CAPITAL OFFSHORE LP (CLASS G)	P	02/13/06	06/30/14

(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 99.			99.
b 502.			502.
c		45,278.	-45,278.
d		23,513.	-23,513.
e		85.	-85.
f 25.		5.	20.
g 43.		9.	34.
h 70.		10.	60.
i 61.		9.	52.
j 1,000,000.		459,745.	540,255.
k 1,000,000.		463,041.	536,959.
l 5,280,997.		2,395,680.	2,885,317.
m 1,097,409.		481,387.	616,022.
n 1,000,000.		456,667.	543,333.
o 6,604,854.		2,918,700.	3,686,154.

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			99.
b			502.
c			-45,278.
d			-23,513.
e			-85.
f			20.
g			34.
h			60.
i			52.
j			540,255.
k			536,959.
l			2,885,317.
m			616,022.
n			543,333.
o			3,686,154.

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

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

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 CAPITAL GAINS DIVIDENDS**

b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
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 109,293.			109,293.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
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			109,293.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
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

8,849,224.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

3

N/A

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
AMERICAN HIMALAYAN FOUNDATION 909 MONTGOMERY STREET, STE. 400 SAN FRANCISCO, CA 94133	N/A	PUBLIC	CHARITABLE	10,000.
AMERICAN JEWISH COMMITTEE 121 STEUART STREET, SUITE 405 SAN FRANCISCO, CA 94015	N/A	PUBLIC	CHARITABLE	1,000.
AMERICAN NONSMOKERS' RIGHTS FOUNDATION 2530 SAN PABLO AVENUE, SUITE J BERKELEY, CA 94702	N/A	PUBLIC	CHARITABLE	1,000.
ANTI-DEFAMATION LEAGUE 720 MARKET STREET, SUITE 800 SAN FRANCISCO, CA 94102	N/A	PUBLIC	CHARITABLE	2,500.
ARCS FOUNDATION INC. NCC (ACHIEVEMENT REWARDS FOR COLLEGE SCIENTISTS) PRESIDIO OF S.F./P.O. BOX 29405 SAN FRANCISCO, CA 94129	N/A	PUBLIC	CHARITABLE	50,000.
ASIAN ART MUSEUM FOUNDATION 200 LARKIN STREET SAN FRANCISCO, CA 94102	N/A	PUBLIC	CHARITABLE	1,000.
BASIC FUND 268 BUSH STREET, #2717 SAN FRANCISCO, CA 94104	N/A	PUBLIC	EDUCATION	250,000.
BAY AREA LEGAL AID 1735 TELEGRAPH AVENUE OAKLAND, CA 94612	N/A	PUBLIC	CHARITABLE	5,000.
BAY AREA RIDGE TRAIL COUNCIL 1007 GENERAL KENNEDY AVE., SUITE 3 SAN FRANCISCO, CA 94129	N/A	PUBLIC	CHARITABLE	1,000.
BERKELEY CHESS SCHOOL P.O. BOX 10073 BERKELEY, CA 94709	N/A	PUBLIC	CHARITABLE	5,000.
Total from continuation sheets				2,157,050.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
BIG BROTHERS BIG SISTERS OF THE BAY AREA 731 MARKET STREET, 6TH FLOOR SAN FRANCISCO, CA 94103	N/A	PUBLIC	CHARITABLE	10,000.
BOYS & GIRLS CLUBS OF SAN FRANCISCO 55 HAWTHORNE, SUITE 600 SAN FRANCISCO, CA 94105	N/A	PUBLIC	CHARITABLE	25,000.
BRADY CENTER TO PREVENT GUN VIOLENCE 1225 EYE ST. NW, SUITE 1100 WASHINGTON, DC 20005	N/A	PUBLIC	CHARITABLE	1,000.
CALIFORNIA ACADEMY OF SCIENCES 55 MUSIC CONCOURSE DRIVE/GOLDEN GATE PARK SAN FRANCISCO, CA 94118	N/A	PUBLIC	CHARITABLE	10,000.
CALIFORNIA SHAKESPEARE THEATER 701 HEINZ AVENUE BERKELEY, CA 94710	N/A	PUBLIC	CHARITABLE	10,000.
CALTECH (CALIFORNIA INSTITUTE OF TECHNOLOGY) MC 202-31 PASADENA, CA 91125	N/A	PUBLIC	CHARITABLE	2,000.
CENTER FOR INVESTIGATIVE REPORTING 1400 65TH STREET, SUITE 200 EMERYVILLE, CA 94608	N/A	PUBLIC	CHARITABLE	25,000.
CHARITY WATCH P.O. BOX 843324 KANSAS CITY, MO 64184	N/A	PUBLIC	CHARITABLE	50.
CLAM (COMMUNITY LAND TRUST ASSOCIATION) P.O. BOX 273 POINT REYES STATION, CA 94956	N/A	PUBLIC	CHARITABLE	1,500.
COMMONWEALTH CLUB OF CA 595 MARKET STREET, 2ND FLOOR SAN FRANCISCO, CA 94105	N/A	PUBLIC	CHARITABLE	15,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
COMMUNITY MUSIC CENTER 544 CAPP STREET SAN FRANCISCO, CA 94110	N/A	PUBLIC	CHARITABLE	2,000.
COMPASSION & CHOICES P.O. BOX 101810 DENVER, CO 80250	N/A	PUBLIC	CHARITABLE	5,000.
COMPUTER HISTORY MUSEUM 1401 N. SHORELINE BLVD. MOUNTAIN VIEW, CA 94043	N/A	PUBLIC	CHARITABLE	10,000.
CONTEMPORARY JEWISH MUSEUM 736 MISSION STREET SAN FRANCISCO, CA 94103	N/A	PUBLIC	CHARITABLE	1,000.
CORO CENTER FOR CIVIC LEADERSHIP 601 MONTGOMERY STREET, SUITE 800 SAN FRANCISCO, CA 94111	N/A	PUBLIC	CHARITABLE	2,500.
DEATH WITH DIGNITY NATIONAL CENTER 520 SW 6TH AVENUE, SUITE 1030 PORTLAND, OR 97204	N/A	PUBLIC	CHARITABLE	1,000.
DOCTORS WITHOUT BORDERS 333 SEVENTH AVENUE, 2ND FLOOR NEW YORK, NY 10001	N/A	PUBLIC	CHARITABLE	600.
E4FC-EDUCATORS FOR FAIR CONSIDERATION 27 MAIDEN LANE, 7TH FLOOR SAN FRANCISCO, CA 94108	N/A	PUBLIC	EDUCATION	25,000.
EAST BAY COMMUNITY LAW CENTER 2921 ADELINE STREET BERKELEY, CA 94703	N/A	PUBLIC	CHARITABLE	10,000.
EDVOICE INSTITUTE 1107 9TH STREET, SUITE 680 SACRAMENTO, CA 95819	N/A	PUBLIC	CHARITABLE	100,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
EXPLORATORIUM PIERS 15/17 SAN FRANCISCO, CA 94111	N/A	PUBLIC	CHARITABLE	25,000.
50CAN (CONNECTICUT COALITION FOR ACHIEVEMENT NOW INC.) 1112 16TH STREET NW, SUITE 240 WASHINGTON, DC 20036	N/A	PUBLIC	EDUCATION	50,000.
FINAL EXIT NETWORK P.O. BOX 10071 TALLAHASSEE, FL 32302	N/A	PUBLIC	CHARITABLE	100.
FINE ARTS MUSEUM 50 HAGIWARA TEA GARDEN DRIVE SAN FRANCISCO, CA 94118	N/A	PUBLIC	CHARITABLE	2,500.
FOR-SITE FOUNDATION 2 MARINA BLVD., BUILDING A SAN FRANCISCO, CA 94123	N/A	PUBLIC	CHARITABLE	5,000.
FOUNDATION FOR EDUCATIONAL CHOICE-MILTON & ROSE FRIEDMAN ONE AMERICAN SQUARE, SUITE 2420 INDIANAPOLIS, IN 46282	N/A	PUBLIC	EDUCATION	2,000.
FRIENDS OF HSLAPS FUND (FRIENDS OF THE HIGH SCHOOL FOR LEADERSHIP AND PUBL 485 MADISON AVENUE, 15TH FLOOR NEW YORK, NY 10022	N/A	PUBLIC	EDUCATION	2,500.
FRIENDS OF THE URBAN FOREST 1007 GENERAL KENNEDY AVE., SUITE 1 SAN FRANCISCO, CA 94129	N/A	PUBLIC	CHARITABLE	500.
GIANTS COMMUNITY FUND-JR. GIANTS STRETCH DRIVE 24 WILLIE MAYS PLAZA SAN FRANCISCO, CA 94107	N/A	PUBLIC	CHARITABLE	4,400.
GIANTS COMMUNITY FUND-PLAY BALL LUNCHEON 24 WILLIE MAYS PLAZA SAN FRANCISCO, CA 94107	N/A	PUBLIC	CHARITABLE	10,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
GIANTS COMMUNITY FUND-IN MEMORY OF MONROE BAER 24 WILLIE MAYS PLAZA SAN FRANCISCO, CA 94107	N/A	PUBLIC	CHARITABLE	1,000.
GIRLS INC. 120 WALL STREET, 3RD FLOOR NEW YORK, NY 10005	N/A	PUBLIC	CHARITABLE	500.
GLIDE MEMORIAL 330 ELLIS STREET SAN FRANCISCO, CA 94102	N/A	PUBLIC	CHARITABLE	150,000.
GOLDEN GATE NATIONAL PARKS CONSERVANCY FORT MASON, BUILDING 201 SAN FRANCISCO, CA 94123	N/A	PUBLIC	CHARITABLE	5,000.
GREAT OAKLAND PUBLIC SCHOOLS 54 WASHINGTON OAKLAND, CA 94607	N/A	PUBLIC	EDUCATION	250,000.
HOOVER INSTITUTION STANFORD UNIVERSITY STANFORD, CA 94305	N/A	PUBLIC	CHARITABLE	1,000.
HUMAN RIGHTS FIRST 333 SEVENTH AVE., 13TH FLOOR NEW YORK, NY 10001	N/A	PUBLIC	CHARITABLE	50,000.
IFP FISCAL SPONSORSHIP-BELOW DREAMS (INDEPENDENT FEATURE PROJECT INC.) 68 JAY STREET, SUITE 425 BROOKLYN, NY 11201	N/A	PUBLIC	CHARITABLE	3,000.
IMMIGRANT LEGAL RESOURCE CENTER 1663 MISSION STREET, SUITE 602 SAN FRANCISCO, CA 94103	N/A	PUBLIC	CHARITABLE	2,500.
INDEPENDENCE PASS FOUNDATION P.O. BOX 1700 ASPEN, CO 81612	N/A	PUBLIC	CHARITABLE	500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
INTERNATIONAL RESCUE COMMITTEE 122 EAST 42ND STREET NEW YORK, NY 10166	N/A	PUBLIC	CHARITABLE	10,000.
JVS-JEWISH VOCATIONAL SERVICE (JEWISH VOCATIONAL & CAREER COUNSELING SERVIC 225 BUSH STREET, SUITE 400 SAN FRANCISCO, CA 94104	N/A	PUBLIC	CHARITABLE	50,000.
KCSM 3182 CAMPUS DRIVE SAN MATEO, CA 94403	N/A	PUBLIC	CHARITABLE	1,000.
KDFC P.O. BOX 6375 ARTESIA, CA 90702	N/A	PUBLIC	CHARITABLE	2,000.
KQED (NORTHERN CALIFORNIA PUBLIC BROADCASTING) 2601 MARIPOSA STREET SAN FRANCISCO, CA 94110	N/A	PUBLIC	CHARITABLE	25,000.
LAMPLIGHTERS MUSIC THEATRE (LAMPLIGHTERS OPERA WEST FOUNDATION) P.O. BOX 77367 SAN FRANCISCO, CA 94107	N/A	PUBLIC	CHARITABLE	1,500.
LEGAL MOMENTUM 5 HANOVER SQUARE, SUITE 1502 NEW YORK, NY 10004	N/A	PUBLIC	CHARITABLE	700.
MAGIC THEATRE FORT MASON, BUILDING D SAN FRANCISCO, CA 94123	N/A	PUBLIC	CHARITABLE	50,000.
MEALS ON WHEELS OF SAN FRANCISCO 1375 FAIRFAX AVENUE SAN FRANCISCO, CA 94124	N/A	PUBLIC	CHARITABLE	10,000.
MEHARRY COLLEGE 1005 R. DB TODD JR. BOULEVARD NASHVILLE, TN 37208	N/A	PUBLIC	EDUCATION	10,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
MONTEREY BAY AQUARIUM 886 CANNERY ROW MONTEREY, CA 93940	N/A	PUBLIC	CHARITABLE	1,600.
NATIONAL COUNCIL ON TEACHER QUALITY 1420 NEW YORK AVENUE NW, SUITE 800 WASHINGTON, DC 20005	N/A	PUBLIC	EDUCATION	48,000.
NATIONAL PARK FOUNDATION 1201 EYE STREET, NW, SUITE 550B WASHINGTON, DC 20005	N/A	PUBLIC	CHARITABLE	500.
NATURE CONSERVANCY 4245 FAIRFAX DRIVE, SUITE 100 ARLINGTON, VA 22203	N/A	PUBLIC	CHARITABLE	300.
NATUREBRIDGE 28 GEARY STREET, SUITE 650 SAN FRANCISCO, CA 94108	N/A	PUBLIC	CHARITABLE	1,000.
NEW CLASSROOMS 1250 BROADWAY, 30TH FLOOR NEW YORK, NY 10001	N/A	PUBLIC	EDUCATION	100,000.
NEW YORK UNIVERSITY SCHOOL OF LAW 110 WEST 3RD STREET, 2ND FLOOR NEW YORK, NY 10012	N/A	PUBLIC	EDUCATION	15,000.
NFTE BAY AREA (NETWORK FOR TEACHING ENTREPRENEURSHIP) 2130 FULTON STREET SAN FRANCISCO, CA 94117	N/A	PUBLIC	CHARITABLE	15,000.
NPR FOUNDATION DEPT. 6054 WASHINGTON, DC 20042	N/A	PUBLIC	CHARITABLE	5,000.
OAKLAND MILITARY INSTITUTE 2269 CHESTNUT STREET, SUITE 500 SAN FRANCISCO, CA 94123	N/A	PUBLIC	CHARITABLE	10,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
OAKLAND SCHOOL FOR THE ARTS 2269 CHESTNUT STREET, SUITE 500 SAN FRANCISCO, CA 94123	N/A	PUBLIC	CHARITABLE	10,000.
PACIFIC CREST TRAIL ASSOC. 1331 GARDEN HIGHWAY SACRAMENTO, CA 95833	N/A	PUBLIC	CHARITABLE	1,000.
PACIFIC LEGAL FOUNDATION 930 G STREET SACRAMENTO, CA 95814	N/A	PUBLIC	CHARITABLE	500.
PACIFIC NEWS SERVICE 209 9TH STREET SAN FRANCISCO, CA 94103	N/A	PUBLIC	CHARITABLE	15,000.
PAPERMILL CREEK CHILDREN'S CORNER P.O. BOX 996 POINT REYES STATION, CA 94956	N/A	PUBLIC	CHARITABLE	500.
PARTNERS IN OAKLAND EDUCATION 1911 UNION STREET OAKLAND, CA 94607	N/A	PUBLIC	EDUCATION	150,000.
PLAYGROUND 3286 ADELINE STREET, #8 BERKELEY, CA 94703	N/A	PUBLIC	CHARITABLE	5,000.
PLAYWRIGHTS FOUNDATION 1616 16TH STREET, SUITE 350 SAN FRANCISCO, CA 94103	N/A	PUBLIC	CHARITABLE	1,000.
PRO BONO NET 151 WEST 30TH STREET, 6TH FLOOR NEW YORK, NY 10001	N/A	PUBLIC	CHARITABLE	1,000.
PROJECT OPEN HAND 730 POLK STREET SAN FRANCISCO, CA 94109	N/A	PUBLIC	CHARITABLE	2,500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
PROJECT READ 100 LARKIN SAN FRANCISCO, CA 94102	N/A	PUBLIC	CHARITABLE	1,000.
PROJECT VOTE SMART ONE COMMON GROUND PHILLIPSBURG, MT 59858	N/A	PUBLIC	CHARITABLE	100.
REBUILDING TOGETHER PIER 28, SUITE 1 SAN FRANCISCO, CA 94105	N/A	PUBLIC	CHARITABLE	5,000.
RESPONSIBLE WEALTH/UNITED FOR A FAIR ECONOMY 29 WINTER STREET BOSTON, MA 02108	N/A	PUBLIC	CHARITABLE	1,000.
SF BEAUTIFUL 100 BUSH STREET, SUITE 1812 SAN FRANCISCO, CA 94104	N/A	PUBLIC	CHARITABLE	500.
SF CASA - SF COURT APPOINTED SPECIAL ADV. PROGRAM 2635 MISSION STREET SAN FRANCISCO, CA 94110	N/A	PUBLIC	CHARITABLE	1,500.
SF EDUCATION FUND 2730 BRYANT STREET, 2ND FLOOR SAN FRANCISCO, CA 94110	N/A	PUBLIC	EDUCATION	10,000.
SF FREE CLINIC 4900 CALIFORNIA STREET SAN FRANCISCO, CA 94118	N/A	PUBLIC	CHARITABLE	10,000.
SF JAZZ 201 FRANKLIN STREET SAN FRANCISCO, CA 94102	N/A	PUBLIC	CHARITABLE	5,000.
SF MUSEUM AND HISTORICAL SOCIETY P.O. BOX 420470 SAN FRANCISCO, CA 94142	N/A	PUBLIC	CHARITABLE	500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
SF MUSEUM OF MODERN ART 151 THIRD STREET SAN FRANCISCO, CA 94103	N/A	PUBLIC	CHARITABLE	15,000.
SF PAL-SAN FRANCISCO POLICE ACTIVITIES LEAGUE 350 AMBER DRIVE SAN FRANCISCO, CA 94131	N/A	PUBLIC	CHARITABLE	500.
SF PARKS ALLIANCE P.O. BOX 170160 SAN FRANCISCO, CA 94117	N/A	PUBLIC	CHARITABLE	5,000.
SF PERFORMANCES 500 SUTTER STREET, SUITE 710 SAN FRANCISCO, CA 94102	N/A	PUBLIC	CHARITABLE	1,000.
SF RBI - (SAN FRANCISCO REVIVING BASEBALL FOR INNER-CITY YOUTH) 38 KEYES AVENUE, SUITE 200 SAN FRANCISCO, CA 94129	N/A	PUBLIC	CHARITABLE	5,000.
SF SYMPHONY DAVIES SYMPHONY HALL SAN FRANCISCO, CA 94102	N/A	PUBLIC	CHARITABLE	10,000.
SIGMA ALPHA MU FOUNDATION 9245 N. MERIDIAN, SUITE 105 INDIANAPOLIS, IN 46260	N/A	PUBLIC	CHARITABLE	100.
SILICON VALLEY FACES (SV CONF. FOR COMM. & JUSTICE) 2735 SAND HILL ROAD MENLO PARK, CA 94025	N/A	PUBLIC	CHARITABLE	2,500.
SMITHSONIAN INSTITUTION (JAMES SMITHSON SOCIETY) P.O. BOX 420319 PALM COAST, FL 32142	N/A	PUBLIC	CHARITABLE	10,000.
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVENUE MONTGOMERY, AL 36104	N/A	PUBLIC	CHARITABLE	100.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
SPECIAL OLYMPICS NO. CALIFORNIA 3480 BUSKIRK AVENUE, SUITE 340 PLEASANT HILL, CA 94523	N/A	PUBLIC	CHARITABLE	2,500.
SPUR-S.F. PLANNING & URBAN RESEARCH 312 SUTTER STREET, SUITE 500 SAN FRANCISCO, CA 94108	N/A	PUBLIC	CHARITABLE	2,000.
STEADMAN PHILIPPON RESEARCH INSTITUTE 181 WEST MEADOW DRIVE, SUITE 1000 VAIL, CO 81657	N/A	PUBLIC	CHARITABLE	10,000.
STUDENT CONSERVATION ASSOC. P.O. BOX 550 CHARLESTOWN, NH 03603	N/A	PUBLIC	CHARITABLE	2,500.
STUDENTS RISING ABOVE P.O. BOX 29174 SAN FRANCISCO, CA 94129	N/A	PUBLIC	EDUCATION	5,000.
SUCCESS ACADEMY-FAMILIES FOR EXCELLENT SCHOOLS 95 PINE STREET, FLOOR 6 NEW YORK, NY 10005	N/A	PUBLIC	EDUCATION	250,000.
SYRACUSE UNIVERSITY 820 COMSTOCK AVENUE SYRACUSE, NY 13244	N/A	PUBLIC	CHARITABLE	50,000.
THAT MAN MAY SEE (BECKMAN VISION UCSF) 10 KORET WAY/BOX 0352 SAN FRANCISCO, CA 94143	N/A	PUBLIC	CHARITABLE	10,000.
TNDC - (TENDERLOIN NEIGHBORHOOD DEVELOPMENT CORPORATION) 201 EDDY STREET SAN FRANCISCO, CA 94102	N/A	PUBLIC	CHARITABLE	5,000.
UCSF FOUNDATION (UNIVERSITY OF CALIFORNIA SAN FRANCISCO FOUNDATION) BOX 0248 SAN FRANCISCO, CA 94143	N/A	PUBLIC	EDUCATION	10,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
UNICEF (UNITED STATES FUND FOR UNICEF) 125 MAIDEN LANE NEW YORK, NY 10038	N/A	PUBLIC	CHARITABLE	2,500.
UNIVERSITY OF WASHINGTON LAW SCHOOL BOX 353020 SEATTLE, WA 98195	N/A	PUBLIC	EDUCATION	20,000.
US ENGLISH FOUNDATION 2000 L STREET, NW, SUITE 702 WASHINGTON, DC 20036	N/A	PUBLIC	CHARITABLE	2,000.
US SKI & SNOWBOARD TEAM FOUNDATION (UNITED STATES SKIING FOUNDATION) BOX 100, 1500 KEARNS BLVD. PARK CITY, UT 84060	N/A	PUBLIC	CHARITABLE	2,000.
US TERM LIMITS FOUNDATION 1420 WALNUT STREET, SUITE 1011 PHILADELPHIA, PA 19102	N/A	PUBLIC	CHARITABLE	1,000.
WILDERNESS LAND TRUST P.O. BOX 1420 CARBONDALE, CO 81623	N/A	PUBLIC	CHARITABLE	2,500.
WOODROW WILSON CENTER ONE WOODROW WILSON PLAZA WASHINGTON, DC 20004	N/A	PUBLIC	CHARITABLE	1,000.
WORLD AFFAIRS COUNCIL OF NORTHERN CALIFORNIA 312 SUTTER STREET, SUITE 200 SAN FRANCISCO, CA 94108	N/A	PUBLIC	CHARITABLE	1,000.
WORLD JEWISH CONGRESS FOUNDATION P.O. BOX 90400 WASHINGTON, DC 10090	N/A	PUBLIC	CHARITABLE	2,000.
Z-SPACE 450 FLORIDA STREET SAN FRANCISCO, CA 94110	N/A	PUBLIC	CHARITABLE	500.
Total from continuation sheets				

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	443.	443.	
NORTHERN TRUST (CA CHECKING)	23.	23.	
TOTAL TO PART I, LINE 3	466.	466.	

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	45.	0.	45.	45.	
NORTHERN TRUST	225,489.	109,293.	116,196.	116,196.	
OCM OPPORTUNITIES FUND VI AIF (DELAWARE)	1.	0.	1.	1.	
OCM OPPORTUNITIES FUND VI, L.P.	49,560.	0.	49,560.	49,560.	
TO PART I, LINE 4	275,095.	109,293.	165,802.	165,802.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM MEADOWBROOK RE FUND - ORDINARY	245.	245.	
FROM MEADOWBROOK RE FUND - RENTAL	-163.	-163.	
FROM MEADOWBROOK RE FUND - OTHER INCOME	167.	167.	
FROM MEADOWBROOK RE FUND - OTHER DEDUCTIONS	-8.	-8.	
FROM OCM OPPORTUNITIES FUND VI - OTHER INCOME	513.	513.	
MEADOWBROOK - ORD	-253.	0.	
OCM OPP VI - ORD	-1,010.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-509.	754.	

FORM 990-PF

ACCOUNTING FEES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	46,850.	0.		46,850.
TO FORM 990-PF, PG 1, LN 16B	46,850.	0.		46,850.

FORM 990-PF

TAXES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FROM K-1 - MEADOWBROOK REAL ESTATE FUND	4.	4.		0.
FORM 990-PF FEDERAL TAXES	152,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	152,004.	4.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEE EXPENSE	180.	0.		180.
INVESTMENT EXPENSES - MEADOWBROOK RE FUND LLC	578.	578.		0.
OTHER EXPENSE - MEADOWBROOK RE FUND LLC	1.	0.		0.
INVESTMENT EXPENSE - NORTHERN TRUST	2,617.	2,617.		0.
INVESTMENT FEES - OCM OPPORTUNITIES FUND VI, L.P.	4,512.	4,512.		0.
INVESTMENT FEES - OCM OPPORTUNITIES FUND VI AIF (DELAWARE), L.P.	309.	309.		0.
INVESTMENT EXPENSE - OCM OPPORTUNITIES FUND VI AIF (CAYMAN)	6.	6.		0.
INVESTMENT EXPENSE - MEADOWBROOK RE FUND	278.	278.		0.
TO FORM 990-PF, PG 1, LN 23	8,481.	8,300.		180.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
KINDER MORGAN MGMT LLC	0.	0.
KINDER MORGAN INC.	182,997.	1,345,953.
TOTAL TO FORM 990-PF, PART II, LINE 10B	182,997.	1,345,953.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ISHARES TRUST S&P MIDCAP 400	COST	556,842.	1,086,555.
ISHARES TRUST S&P SMALLCAP 600	COST	533,164.	1,037,872.
DFA US TARGETED VALUE FUND	COST	2,135,880.	2,628,055.
VANGUARD TOTAL STOCK MARKET INDEX FUND	COST	10,055,220.	10,454,071.
MEADOWBROOK REAL ESTATE FUND LLC	COST	17,160.	14,808.
OCM OPPORTUNITIES FUND II LP	COST	0.	0.
OCM OPPORTUNITIES FUND VI LP	COST	67,268.	66,026.
OCM OPPORTUNITIES FUND VI AIF (DELAWARE), LP	COST	7,629.	3,788.
OCM OPPORTUNITIES FUND VI AIF (CAYMAN) L.P.	COST	85,367.	2.
PRIME FINANCE PARTNERS IV LP	COST	500,000.	480,339.
OMEGA OVERSAS PARTNERS, LTD.	COST	1,000,000.	6,617,461.
CONVEXITY CAPITAL OFFSHORE CLASS B	COST	3,675,667.	8,466,317.
CONVEXITY CAPITAL OFFSHORE CLASS G	COST	3,291,300.	8,121,906.
TOTAL TO FORM 990-PF, PART II, LINE 13		21,925,497.	38,977,200.

FORM 990-PF	OTHER ASSETS	STATEMENT	9
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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	3.	25.	25.
INSTALLMENT SALES PROCEEDS RECEIVABLE	1,000,000.	0.	0.
TO FORM 990-PF, PART II, LINE 15	1,030,116.	30,138.	25.

FORM 990-PF

OTHER LIABILITIES

STATEMENT 10

DESCRIPTION

BOY AMOUNT

EOY AMOUNT

DEFERRED GAIN - INSTALLMENT SALE

540,255.

0.

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

540,255.

0.