

Form 990-PF

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

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

For calendar year 2012 or tax year beginning 01/01, 2013, and ending 01/31, 2013

Name of foundation: THE SHIFTING FOUNDATION. Address: 136 EAST SOUTH TEMPLE STREET, SALT LAKE CITY, UT 84111. Telephone: (801) 683-8987. Section 501(c)(3) exempt private foundation. Fair market value: \$20,191,368. Accounting method: Cash.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (Total 600,007) and Operating and Administrative Expenses (Total 433,000). Net investment income is 0.

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Handwritten signature or initials.

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing	453,846.	20,479.	20,479.	
	2	Savings and temporary cash investments				
	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 schedule) ▶ Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule)				
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶ ATCH 2)	19,173,660.	20,170,889.	20,170,889.		
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	19,627,506.	20,191,368.	20,191,368.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)	0	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	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. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds	19,627,506.	20,191,368.			
30	Total net assets or fund balances (see instructions)	19,627,506.	20,191,368.			
31	Total liabilities and net assets/fund balances (see instructions)	19,627,506.	20,191,368.			

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	19,627,506.
2	Enter amount from Part I, line 27a	2	167,007.
3	Other increases not included in line 2 (itemize) ▶ ATCH 3	3	396,855.
4	Add lines 1, 2, and 3	4	20,191,368.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	20,191,368.

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				
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				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
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) (see instructions) If (loss), enter -0- in Part I, line 8			3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	647,000.	19,785,368.	0.032701
2011	679,000.	14,067,736.	0.048266
2010	591,458.	11,727,665.	0.050433
2009	551,500.	10,442,826.	0.052811
2008	584,484.	11,369,514.	0.051408
2 Total of line 1, column (d)			2 0.235619
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 0.047124
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 1,634,233.
5 Multiply line 4 by line 3			5 77,012.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7 77,012.
8 Enter qualifying distributions from Part XII, line 4 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			8 413,000.

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', and 'Total credits and payments'. Total tax due is 9,200.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political influence, spending for political purposes, filing Form 1120-POL, and tax on political expenditures. Includes checkboxes for 'Yes' and 'No'.

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? 13 X
Website address N/A
14 The books are in care of ZEPHYR ACCOUNTING LLC Telephone no 8016838987
Located at ATTACHMENT 5 ZIP+4 84111
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No 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.

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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 X 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 X 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)? 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 2012? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? Yes X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b X
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 X No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? 4b X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)? Yes No
 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? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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
ATCH 6		20,000.	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

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

3 Five highest-paid independent contractors for professional services (see instructions). 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 ▶

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 (see instructions)

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

Amount
1 NONE
2
3 NONE

All other program-related investments See instructions

Total. Add lines 1 through 3 ▶

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 Adjusted for 1/12 of tax year	1a	1,639,356.
b	Average of monthly cash balances Adjusted for 1/12 of tax year	1b	19,764.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,659,120.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,659,120.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	24,887.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,634,233.
6	Minimum investment return. Enter 5% of line 5	6	81,712.

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	81,712.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	
2b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	81,712.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	81,712.
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	81,712.

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	413,000.
b	Program-related investments - total from Part IX-B	1b	
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	413,000.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	413,000.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				81,712.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			277,475.	
b Total for prior years 20 10, 20 09, 20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 413,000.				
a Applied to 2011, but not more than line 2a			277,475.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				81,712.
e Remaining amount distributed out of corpus	53,813.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	53,813.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	53,813.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012	53,813.			

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

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

Table with 5 columns: (a) 2012, (b) 2011, (c) 2010, (d) 2009, (e) Total. Rows include 2a-e (Qualifying distributions) and 3a-c (Alternative tests).

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

1 Information Regarding Foundation Managers:

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

ATTACHMENT 7

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

N/A

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

Check here [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds.

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a <i>Paid during the year</i></p> <p>ATCH 8</p>				
Total				▶ 3a 413,000.
<p>b <i>Approved for future payment</i></p>				
Total				▶ 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-f), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate (a-b), 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a-e), 12 Subtotal, 13 Total.

(See worksheet in line 13 instructions to verify calculations)

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions).

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

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A' for both amount and description.

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 [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. All rows are empty.

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 it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: [Signature] Date: 12/12/12

Paid Preparer Use Only Print/Type preparer's name Preparer's signature Firm's name Firm's address

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

2012

Name of the organization

THE SHIFTING FOUNDATION

Employer identification number

36-6108560

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE SHIFTING FOUNDATION

Employer identification number
36-6108560

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DAVID A. BRESKIN 136 EAST SOUTH TEMPLE, STE 1600 SALT LAKE CITY, UT 84111	\$ 300,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	JULIE BRESKIN 136 EAST SOUTH TEMPLE, STE 1600 SALT LAKE CITY, UT 84111	\$ 300,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization THE SHIFTING FOUNDATION

Employer identification number

36-6108560

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- -----	\$ -----	-----

Name of organization THE SHIFTING FOUNDATION

Employer identification number

36-6108560

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
---	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
---	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
---	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	

Application To Adopt, Change, or Retain a Tax Year

OMB No. 1545-0134

▶ See separate instructions.

Attachment
 Sequence No. **148**

Part I General Information

Important: All filers must complete Part I and sign below. See instructions.

Type or Print	Name of filer (if a joint return is filed, also enter spouse's name) (see instructions)	Filer's identifying number
	The Shifting Foundation	36-6108560
	Number, street, and room or suite no. (if a P.O. box, see instructions)	Service Center where income tax return will be filed
	136 E South Temple, Suite 1525	Ogden, UT
	City or town, state, and ZIP code	Filer's area code and telephone number/Fax number
Salt Lake City, UT 84111	(801) 683-8987 / (801) 214-7719	
Name of applicant, if different than the filer (see instructions)	Applicant's identifying number (see instructions)	
Name of person to contact (if not the applicant or filer, attach a power of attorney)	Contact person's area code and telephone number/Fax number	
Samuel M Seaman	(801) 683-8987 / (801) 214-7719	

- 1 Check the appropriate box(es) to indicate the type of applicant (see instructions).
- | | | |
|---|--|--|
| <input type="checkbox"/> Individual | <input type="checkbox"/> Cooperative (sec. 1381(a)) | <input type="checkbox"/> Passive foreign investment company (PFIC) (sec. 1297) |
| <input type="checkbox"/> Partnership | <input type="checkbox"/> Controlled foreign corporation (CFC) (sec. 957) | <input type="checkbox"/> Other foreign corporation |
| <input type="checkbox"/> Estate | <input type="checkbox"/> Foreign sales corporation (FSC) or interest-charge domestic international sales corporation (IC-DISC) | <input checked="" type="checkbox"/> Tax-exempt organization |
| <input type="checkbox"/> Domestic corporation | <input type="checkbox"/> S corporation | <input type="checkbox"/> Homeowners Association (sec. 528) |
| <input type="checkbox"/> S corporation | <input type="checkbox"/> Specified foreign corporation (SFC) (sec. 898) | <input type="checkbox"/> Other
(Specify entity and applicable Code section) |
| <input type="checkbox"/> Personal service corporation (PSC) | <input type="checkbox"/> 10/50 corporation (sec. 904(d)(2)(E)) | |
| <input type="checkbox"/> Trust | | |

2a Approval is requested to (check one) (see instructions):

- Adopt a tax year ending ▶ (Partnerships and PSCs: Go to Part III after completing Part I.)
 Change to a tax year ending ▶ **January 31** Retain a tax year ending ▶

b If changing a tax year, indicate the date the present tax year ends. ▶ **December 31**

c If adopting or changing a tax year, the first return or short period return will be filed for the tax year beginning ▶ **January 1**, 20 **13**, and ending ▶ **January 31**, 20 **13**

3 Is the applicant's present tax year, as stated on line 2b above, also its current financial reporting year? ▶ **Yes** **No**

If "No," attach an explanation.

4 Indicate the applicant's present overall method of accounting.

- Cash receipts and disbursements method Accrual method
 Other method (specify) ▶

5 State the nature of the applicant's business or principal source of income.

The Shifting Foundation is a Utah-based not-for-profit 501(c)(3) organization. The Shifting Foundation's principal source of income is from portfolio investments.

Signature—All Filers (See Who Must Sign in the instructions.)

Under penalties of perjury, I declare that I have examined this application, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than filer) is based on all information of which preparer has any knowledge.



Filer*

3/29/13

Signature and date

Preparer (other than filer)

Signature of individual preparing the application and date

Samuel M Seaman, Treasurer

Name and title (print or type)

Name of individual preparing the application

*If the application is filed on behalf of a controlled foreign corporation or a 10/50 corporation by a controlling domestic shareholder, see instructions.

Name of firm preparing the application

Part II Automatic Approval Request (see instructions)

• Identify the revenue procedure under which this automatic approval request is filed ▶ Rev Proc 85-58

Section A—Corporations (Other Than S Corporations or Personal Service Corporations) (Rev. Proc. 2006-45, or its successor)

	Yes	No
1 Is the applicant a corporation (including a homeowners association (section 528)) that is requesting a change in tax year and is not precluded from using the automatic approval rules under section 4 of Rev. Proc. 2006-45 (or its successor)? (see instructions) ▶		
2 Does the corporation intend to elect to be an S corporation for the tax year immediately following the short period? If "Yes" and the corporation is electing to change to a permitted tax year, file Form 1128 as an attachment to Form 2553		
3 Is the applicant a corporation requesting a concurrent change for a CFC, FSC or IC-DISC? (see instructions) ▶		

Section B—Partnerships, S Corporations, Personal Service Corporations (PSCs), and Trusts (Rev. Proc. 2006-46, or its successor)

4 Is the applicant a partnership, S corporation, PSC, or trust that is requesting a tax year and is not precluded from using the automatic approval rules under section 4 of Rev. Proc. 2006-46 (or its successor)? (see instructions) ▶		
5 Is the partnership, S corporation, PSC, or trust requesting to change to its required tax year or a partnership, S corporation, or PSC that wants to change to a 52-53 week tax year ending with reference to such tax year? ▶		
6 Is the partnership, S corporation, or PSC (other than a member of a tiered structure) requesting a tax year that coincides with its natural business year described in section 4.01(2) of Rev. Proc. 2006-46 (or its successor)? Attach a statement showing gross receipts for the most recent 47 months. (See instructions for information required to be submitted) ▶		
7 Is the S corporation requesting an ownership tax year? (see instructions) ▶		
8 Is the applicant a partnership requesting a concurrent change pursuant to section 6.09 of Rev. Proc. 2006-45 (or its successor) or section 5.04(8) of Rev. Proc. 2002-39 (or its successor)? (see instructions) ▶		

Section C—Individuals (Rev. Proc. 2003-62, or its successor) (see instructions)

9 Is the applicant an individual requesting a change from a fiscal year to a calendar year? ▶		
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Section D—Tax-Exempt Organizations (Rev. Proc. 76-10 or 85-58) (see instructions)

10 Is the applicant a tax-exempt organization requesting a change? ▶	✓	
--	---	--

Part III Ruling Request (All applicants requesting a ruling must complete Section A and any other section that applies to the entity. See instructions.) (Rev. Proc. 2002-39, or its successor)

Section A—General Information

	Yes	No
1 Is the applicant a partnership, S corporation, personal service corporation, or trust that is under examination by the IRS, before an appeals office, or a Federal court? ▶ If "Yes," see the instructions for information that must be included on an attached explanation.		
2 Has the applicant changed its annual accounting period at any time within the most recent 48-month period ending with the last month of the requested tax year? ▶ If "Yes" and a letter ruling was issued granting approval to make the change, attach a copy of the letter ruling, or if not available, an explanation including the date approval was granted. If a letter ruling was not issued, indicate when and explain how the change was implemented.		
3 Within the most recent 48-month period, has any accounting period application been withdrawn, not perfected, denied, or not implemented? ▶ If "Yes," attach an explanation.		
4a Is the applicant requesting to establish a business purpose under section 5.02(1) of Rev. Proc. 2002-39 (or its successor)? ▶ If "Yes," attach an explanation of the legal basis supporting the requested tax year (see instructions).		
b If your business purpose is based on one of the natural business year tests under section 5.03, check the applicable box. <input type="checkbox"/> Annual business cycle test <input type="checkbox"/> Seasonal business test <input type="checkbox"/> 25-percent gross receipts test Attach a statement showing gross receipts from sales and services (and inventory cost if applicable) for the test period. (see instructions)		
5 Enter the taxable income or (loss) for the 3 tax years immediately preceding the year of change and for the short period. If necessary, estimate the amount for the short period. Short period \$ First preceding year \$ Second preceding year \$ Third preceding year \$ <i>Note: Individuals, enter adjusted gross income. Partnerships and S corporations, enter ordinary income. Section 501(c) organizations, enter unrelated business taxable income. Estates, enter adjusted total income. All other applicants, enter taxable income before net operating loss deduction and special deductions.</i>		

6 Corporations only, enter the losses or credits, if any, that were generated or that expired in the short period:			Yes	No
	Generated	Expiring		
Net operating loss	\$ _____	\$ _____		
Capital loss	\$ _____	\$ _____		
Unused credits	\$ _____	\$ _____		
7 Enter the amount of deferral, if any, resulting from the change (see section 5.05(1), (2), (3) and 6.01(7) of Rev. Proc. 2002-39, or its successor) ▶ \$ _____				
8a Is the applicant a U.S. shareholder in a CFC? ▶				
If "Yes," attach a statement for each CFC providing the name, address, identifying number, tax year, the percentage of total combined voting power of the applicant, and the amount of income included in the gross income of the applicant under section 951 for the 3 tax years immediately before the short period and for the short period.				
b Will each CFC concurrently change its tax year? ▶				
If "Yes" to line 8b, go to Part II, line 3.				
If "No," attach a statement explaining why the CFC will not be conforming to the tax year requested by the U.S. shareholder.				
9a Is the applicant a U.S. shareholder in a PFIC as defined in section 1297? ▶				
If "Yes," attach a statement providing the name, address, identifying number, and tax year of the PFIC, the percentage of interest owned by the applicant, and the amount of distributions or ordinary earnings and net capital gain from the PFIC included in the income of the applicant.				
b Did the applicant elect under section 1295 to treat the PFIC as a qualified electing fund? ▶				
10a Is the applicant a member of a partnership, a beneficiary of a trust or estate, a shareholder of an S corporation, a shareholder of an IC-DISC, or a shareholder of an FSC? ▶				
If "Yes," attach a statement providing the name, address, identifying number, type of entity (partnership, trust, estate, S corporation, IC-DISC, or FSC), tax year, percentage of interest in capital and profits, or percentage of interest of each IC-DISC or FSC and the amount of income received from each entity for the first preceding year and for the short period. Indicate the percentage of gross income of the applicant represented by each amount.				
b Will any partnership concurrently change its tax year to conform with the tax year requested? ▶				
c If "Yes" to line 10b, has any Form 1128 been filed for such partnership? ▶				
11 Does the applicant or any related entity currently have any accounting method, tax year, ruling, or technical advice request pending with the IRS National Office? ▶				
If "Yes," attach a statement explaining the type of request (method, tax year, etc.) and the specific issues involved in each request.				
12 Is Form 2848, Power of Attorney and Declaration of Representative, attached to this application? ▶				
13 Does the applicant request a conference of right (in person or by telephone) with the IRS National Office, if the IRS proposes to disapprove the application? ▶				
14 Enter amount of user fee attached to this application (see instructions) ▶ \$ _____				

Section B—Corporations (other than S corporations and controlled foreign corporations) (see instructions)

15 Enter the date of incorporation. ▶				
16a Does the corporation intend to elect to be an S corporation for the tax year immediately following the short period? ▶			Yes	No
b If "Yes," will the corporation be going to a permitted S corporation tax year? ▶				
If "No" to line 16b, attach an explanation.				
17 Is the corporation a member of an affiliated group filing a consolidated return? ▶				
If "Yes," attach a statement providing (a) the name, address, identifying number used on the consolidated return, tax year, and Service Center where the applicant files the return; (b) the name, address, and identifying number of each member of the affiliated group; (c) the taxable income (loss) of each member for the 3 years immediately before the short period and for the short period; and (d) the name of the parent corporation.				
18a Personal service corporations (PSCs): Attach a statement providing each shareholder's name, type of entity (individual, partnership, corporation, etc.), address, identifying number, tax year, percentage of ownership, and amount of income received from the PSC for the first preceding year and the short period.				
b If the PSC is using a tax year other than the required tax year, indicate how it obtained its tax year.				
<input type="checkbox"/> Grandfathered (attach copy of letter ruling) <input type="checkbox"/> Section 444 election (date of election _____)				
<input type="checkbox"/> Letter ruling (date of letter ruling _____ (attach copy))				

Section C—S Corporations (see instructions)

	Yes	No
19 Enter the date of the S corporation election. ▶		
20 Is any shareholder applying for a corresponding change in tax year? ▶ If "Yes," each shareholder requesting a corresponding change in tax year must file a separate Form 1128 to get advance approval to change its tax year.		
21 If the corporation is using a tax year other than the required tax year, indicate how it obtained its tax year. <input type="checkbox"/> Grandfathered (attach copy of letter ruling) <input type="checkbox"/> Section 444 election (date of election _____) <input type="checkbox"/> Letter ruling (date of letter ruling _____ (attach copy))		
22 Attach a statement providing each shareholder's name, type of shareholder (individual, estate, qualified subchapter S Trust, electing small business trust, other trust, or exempt organization), address, identifying number, tax year, percentage of ownership, and the amount of income each shareholder received from the S corporation for the first preceding year and for the short period.		

Section D—Partnerships (see instructions)

	Yes	No
23 Enter the date the partnership's business began. ▶		
24 Is any partner applying for a corresponding change in tax year? ▶		
25 Attach a statement providing each partner's name, type of partner (individual, partnership, estate, trust, corporation, S corporation, IC-DISC, etc.), address, identifying number, tax year, and the percentage of interest in capital and profits.		
26 Is any partner a shareholder of a PSC as defined in Regulations section 1.441-3(c)? ▶ If "Yes," attach a statement providing the name, address, identifying number, tax year, percentage of interest in capital and profits, and the amount of income received from each PSC for the first preceding year and for the short period.		
27 If the partnership is using a tax year other than the required tax year, indicate how it obtained its tax year. <input type="checkbox"/> Grandfathered (attach copy of letter ruling) <input type="checkbox"/> Section 444 election (date of election _____) <input type="checkbox"/> Letter ruling (date of letter ruling _____ (attach copy))		

Section E—Controlled Foreign Corporations (CFC)

28 Attach a statement for each U.S. shareholder (as defined in section 951(b)) providing the name, address, identifying number, tax year, percentage of total value and percentage of total voting power, and the amount of income included in gross income under section 951 for the 3 tax years immediately before the short period and for the short period.		
---	--	--

Section F—Tax-Exempt Organizations

	Yes	No
29 Type of organization: <input type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Other (specify) ▶		
30 Date of organization. ▶		
31 Code section under which the organization is exempt. ▶		
32 Is the organization required to file an annual return on Form 990, 1120-C, 990-PF, 990-T, 1120-H, or 1120-POL? ▶		
33 Enter the date the tax exemption was granted. ▶ Attach a copy of the letter ruling granting exemption. If a copy of the letter ruling is not available, attach an explanation.		
34 If the organization is a private foundation, is the foundation terminating its status under section 507? . . . ▶		

Section G—Estates

35 Enter the date the estate was created. ▶	
36a Attach a statement providing the name, identifying number, address, and tax year of each beneficiary and each person who is an interested party of any portion of the estate.	
b Based on the adjusted total income of the estate entered in Part III, Section A, line 5, attach a statement showing the distribution deduction and the taxable amounts distributed to each beneficiary for the 2 tax years immediately before the short period and for the short period.	

Section H—Passive Foreign Investment Companies

37 If the applicant is a passive foreign investment company, attach a statement providing each U.S. shareholder's name, address, identifying number, and percentage of interest owned.	
--	--

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FROM BOFA	7.	7.
TOTAL	<u>7.</u>	<u>7.</u>

ATTACHMENT 2

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
POETIC LICENSE PARTNERS LP CONTRIBUTIONS IN TRANSIT	20,170,889.	20,170,889.
TOTALS	<u>20,170,889.</u>	<u>20,170,889.</u>

ATTACHMENT 3

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAIN	396,855.
TOTAL	<u>396,855.</u>

ATTACHMENT 4

FORM 990PF, PART VII-A, LINE 8B - EXPLANATION OF NON-FILING

N/A

FORM 990PF, PART VII-A, LINE 14 - LOCATION OF BOOKS

136 EAST SOUTH TEMPLE STREET, SUITE 1600 SALT LAKE CITY, UT

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 6

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
DAVID A. BRESKIN 136 EAST SOUTH TEMPLE, SUITE 1600 SALT LAKE CITY, UT 84111	PRESIDENT 10.00	0	0	0
JULIE G. BRESKIN 136 EAST SOUTH TEMPLE, SUITE 1600 SALT LAKE CITY, UT 84111	VICE PRESIDENT 1.00	0	0	0
CHELSEA HADLEY 136 EAST SOUTH TEMPLE, SUITE 1600 SALT LAKE CITY, UT 84010	SECRETARY 20.00	20,000.	0	0
SAMUEL M. SEAMAN 136 EAST SOUTH TEMPLE, SUITE 1600 SALT LAKE CITY, UT 84111	TREASURER 1.00	0	0	0
	GRAND TOTALS	<u>20,000.</u>	<u>0</u>	<u>0</u>

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

DAVID A. BRESKIN
JULIE G. BRESKIN

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 8

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
ACTION AGAINST HUNGER - USA DONATIONS 247 WEST 37TH STREET, 10TH FLOOR NEW YORK, NY 10018	NO RELATIONSHIP TO DONOR OPERATING FOUNDATION	NO RESTRICTION	1,000.
CHINATI FOUNDATION 1 CAVALRY ROW MARFA, TX 79843	NO RELATIONSHIP TO DONOR OPERATING FOUNDATION	NO RESTRICTION	1,000
GUIDE DOG FOUNDATION FOR THE BLIND 371 EAST JERICHO TURNPIKE SMITHTOWN, NY 11787-2976	NO RELATIONSHIP TO DONOR OPERATING FOUNDATION	NO RESTRICTION	1,000.
HAMMER MUSEUM 10899 WILSHIRE BLVD LOS ANGELES, CA 90024	NO RELATIONSHIP TO DONOR OPERATING FOUNDATION	NO RESTRICTION	1,000
HELEN KELLER INTERNATIONAL / CHILDSIGHT 352 PARK AVENUE SOUTH, 12TH FLOOR NEW YORK, NY 10010	NO RELATIONSHIP TO DONOR OPERATING FOUNDATION	NO RESTRICTION	1,000
HUMANE SOCIETY OF UTAH 4242 SOUTH 300 WEST MURRY, UT 84107	NO RELATIONSHIP TO DONOR OPERATING FOUNDATION	NO RESTRICTION	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 8 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
INNER-CITY ARTS 720 KOHLER STREET LOS ANGELES, CA 90021	NO RELATIONSHIP TO DONOR OPERATING FOUNDATION	NO RESTRICTION	1,000.
89 3 KPCC, SOUTHERN CALIFORNIA PUBLIC RADIO 474 SOUTH RAYMOND AVENUE PASADENA, CA 91105	NO RELATIONSHIP TO DONOR OPERATING FOUNDATION	NO RESTRICTION	1,000.
SHARON CORE PO BOX 92 ESOPUS, NY 12429	NO RELATIONSHIP INDIVIDUAL	PLEASE SEE ATTACHED SCHEDULE A	32,000.
WILLIAM LAMSON 251 PACIFIC STREET, #21 BROOKLYN, NY 11201	NO RELATIONSHIP INDIVIDUAL	PLEASE SEE ATTACHED SCHEDULE A	33,000.
DAVID NYZIO 74 KRIPPLEBUSH ROAD STONE RIDGE, NY 12484	NO RELATIONSHIP INDIVIDUAL	PLEASE SEE ATTACHED SCHEDULE A	40,000.
MIMI CHAKAROVA 1463 CURTIS STREET BERKELEY, CA 94702	NO RELATIONSHIP INDIVIDUAL	PLEASE SEE ATTACHED SCHEDULE A	40,000

FORM 990PF, PART XV -- GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 8 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
KRIS DAVIS 645 49TH STREET BROOKLYN, NY 11220	NO RELATIONSHIP INDIVIDUAL	PLEASE SEE ATTACHED SCHEDULE A	50,000
BEN GOLDBERG 1619 BLAKE STREET BERKELEY, CA 94703	NO RELATIONSHIP INDIVIDUAL	PLEASE SEE ATTACHED SCHEDULE A	50,000
MATT HART 3127 MANNING AVENUE CINCINNATI, OH 45211	NO RELATIONSHIP INDIVIDUAL	PLEASE SEE ATTACHED SCHEDULE A	20,000.
JULIAN LAGE 30 WEST 69TH STREET, #13 NEW YORK, NY 10023	NO RELATIONSHIP INDIVIDUAL	PLEASE SEE ATTACHED SCHEDULE A	38,000
ZEENA PARKINS 56 NORMAN AVENUE, #1 BROOKLYN, NY 11222	NO RELATIONSHIP INDIVIDUAL	PLEASE SEE ATTACHED SCHEDULE A	40,000.
CRAIG TABORN 200 STERLING PLACE, #3B BROOKLYN, NY 11238	NO RELATIONSHIP INDIVIDUAL	PLEASE SEE ATTACHED SCHEDULE A	20,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 8 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
LACMA 5905 WILSHIRE BLVD LOS ANGELES, CA 90036	NO RELATIONSHIP TO DONOR OPERATING FOUNDATION	NO RESTRICTION	40,000
TEACH FOR AMERICA 315 W 36TH STREET, 7TH FLOOR NEW YORK, NY 10018	NO RELATIONSHIP TO DONOR OPERATING FOUNDATION	NO RESTRICTION	1,000.
TREE PEOPLE 12601 MULHOLLAND DRIVE BEVERLY HILLS, CA 90210	NO RELATIONSHIP OPERATING FOUNDATION	NO RESTRICTION	1,000.
TOTAL CONTRIBUTIONS PAID			<u>413,000</u>

Mimi Chakarova

Photographer, journalist, and filmmaker Mimi Chakarova was born in 1976 in Kunstendil, Bulgaria. In 1989, she and her mother emigrated to Baltimore. In 1994, she moved to the San Francisco Bay Area. Chakarova received her BFA in Photography from the San Francisco Art Institute and her MA in Visual Studies from UC Berkeley. Her first full-length film, *The Price of Sex*, a documentary on the sex trafficking of Eastern European girls and young women, was released in 2011. For this work, Chakarova was awarded the Nestor Almendros Award (for "courage in filmmaking") at the Human Rights Watch Film Festival in New York City. She also won the prestigious Daniel Pearl Award for Outstanding International Investigative Reporting and a 2012 Dart Awards Finalist for Excellence in Coverage of Trauma. She is the recipient of the Dorothea Lange Fellowship for outstanding work in documentary photography and the Magnum Photos Inge Morath Award for her work on sex trafficking. Other awards include a People's Voice Webby, as well as a nomination for a News & Documentary Emmy Award. Chakarova's print work has appeared broadly, in such publications as *National Geographic*, *The New York Times Sunday Magazine*, *The Atlantic Monthly*, *Ms.*, and *The London Times Sunday Magazine*. Her electronic work has appeared on CBS News' "60 Minutes," CNN "World," BBC "World," and PBS' "FRONTLINE/World." In 2007, Chakarova became the series curator of FRONTLINE/World's "FlashPoint," featuring the work of photojournalists from around the world. She has also served as a correspondent at the Center for Investigative Reporting, and has had numerous solo exhibitions of her photographs, stemming from her investigative and artistic explorations of diverse locales, such as South Africa, Jamaica, Cuba, and Kashmir. The Shifting Foundation awarded Chakarova a grant to support the development of her second feature-length documentary, *Men: A Love Story*.

Sharon Core

Born in New Orleans in 1965, Sharon Core received a BFA in Painting from The University of Georgia in 1987 and an MFA in Photography from the Yale University School of Art in 1998. Her early series *Drunk* (1998-2000) featured classically photographed portraits of inebriated subjects. Her series *Thiebauds* (2003-2004) received significant attention from art critics. Employing her training as a painter and food-stylist, Core created photographic simulacra of famed-artist Wayne Thiebaud's iconic paintings of cakes, candies, hot dogs, and other American popular foods. In her subsequent series *Early American* (2007-2010), Core drew her inspiration from the work of the colonial American still-life painter Raphaele Peale. Core used her affinity for Peale's work to examine the relationship of illusionism and trompe l'oeil to contemporary photography. Core studied Peale's paintings intensively and replicated his lighting, subject matter, and compositions. The differences in time, place, and technology between Peale's work and Core's raise questions about our perception of the American past and explore the themes of cultural memory, nostalgia and loss. The first monograph of her work, *Sharon Core: Early American*, was published by Radius Books in 2012. Her most recent body of photographs, entitled *1685 - 1891*, expands upon her fascination with the historical still-life tradition, focussing on floral still-lives. Core's work has been exhibited widely in solo shows at White Columns, New York (2000), Bellwether Gallery, Brooklyn (2004), James Kelly Contemporary, Santa Fe (2009), The Hermes Foundation (2009) and the Yancey Richardson Gallery, New York (2008, 2011, 2012). Her work is held in numerous public collections including The J. Paul Getty Museum, Los Angeles, The Guggenheim Museum, New York, Princeton University Art Museum, and the Amon Carter Museum, Fort Worth. Core's Shifting Foundation grant is in support of her next body of work, which investigates the little-known subgenre called "sottobosco," or forest-floor painting.

Kris Davis

Born in 1980 and raised in Calgary, Canada, pianist-composer Kris Davis started playing piano at age six. She studied classical music at the Royal Conservatory in Canada and played in the school jazz band at age twelve. She earned a bachelor's degree in Jazz Piano from the University of Toronto and attended the Banff Centre for the Arts jazz program in 1997 and 2000. She received two Canada Council grants -- the first to relocate to New York City and study composition with Jim McNeely, and the second to study extended piano techniques with Benoit Delbecq in Paris. In the dozen years since her arrival in New York in 2001, she has become a seminal talent on the new music scene, a deeply thoughtful, resolutely individual artist who offers "uncommon creative adventure," according to *JazzTimes*. She made her recording debut as a leader with *Lifespan* (2003), followed by two quartet discs, *The Slightest Shift* (2006) and *Rye Eclipse*.

(2008), then the trio set *Good Citizen* in 2010. Her 2011 solo piano album, *Aerial Piano*, appeared on Best-of-the-Year lists in *The New York Times*, *JazzTimes* and *Art Forum*, and was widely regarded as one of the most audacious solo piano debuts of the past decade. Davis also wrote the arrangements for saxophonist-composer Tony Malaby's nonet album *Novela* (2011), which also made a number of prominent "Best" lists. Davis is also part of the collaborative trio *Paradoxical Frog* with saxophonist Ingrid Laubrock and drummer Tyshawn Sorey. *Union*, the trio's 2011 album, received kudos from National Public Radio, *The New York Times* and *All About Jazz* as one of the best records of that year. Her newest album as a leader is the quintet set *Capricorn Climber* (2013). In addition to her work as a leader, Davis has performed with such prominent musicians as Paul Motian, Bill Frisell, Tim Berne, John Hollenbeck, Michael Formanek and Mary Halvorson. She earned a Master's degree in Classical Composition from the City College of New York in 2011 and teaches at the School for Improvised Music. New York City's Jazz Gallery has given Davis a 2013 commissioning residency to write for her trio with Tom Rainey and John Hébert. The Shifting Foundation awarded her a grant to compose music for a large ensemble, and to record and perform this new body of work, *Infrasound*.

Ben Goldberg

Born in 1959, clarinetist / composer Ben Goldberg grew up in Denver, Colorado. He received his undergraduate degree in Music from the University of California, Santa Cruz, and a Master of Arts in Composition from Mills College. He was a pupil of the eminent clarinetist Rosario Mazzeo, and studied with Steve Lacy and Joe Lovano. In addition to composing for and playing in the Ben Goldberg Quintet, he performs in such notable groups as Tin Hat, Myra Melford's Be Bread, Unfold Ordinary Mind (with Nels Cline, Ellery Eskelin, Rob Sudduth, and Ches Smith), and Go Home, a quartet with Charlie Hunter, Ron Miles, and Scott Amendola. Twenty years ago, Goldberg's group New Klezmer Trio was a trailblazer in roots music, its album *Masks and Faces* was listed as one of the ten best recordings of 1992 by *Cadence*. Goldberg's numerous other recordings include *the doo*, *the hat*, *the chair*, *the fact* (compositions dedicated to Steve Lacy), *The rain is a handsome animal* with Tin Hat (based on the poetry of e e cummings), and *What Comes Before* (reflections on post-tonal harmonic structures with John Schott and Michael Sarin). Goldberg's most recent releases as a leader are *Subatomic Particle Homesick Blues* (2013), featuring Joshua Redman, Ron Miles, Ches Smith and Devin Hoff, and *Unfold Ordinary Mind* (2013), with Cline, Eskelin, Sudduth and Smith. In 1993, he received a grant from the National Endowment for the Arts to present a series featuring the work of important American composers such as Steve Lacy, Herbie Nichols, and Thelonious Monk. In 1996 the NEA funded a concert series of Goldberg's music. In 2007, he was awarded a grant from the Aaron Copland Fund for Music, as well as a commission from the de Young Museum of Art in San Francisco to write a composition inspired by the work of Marsden Hartley. The 2011 *Downbeat* Critics' Poll named Goldberg the #1 Rising Star Clarinetist. Goldberg's Shifting Foundation grant is in support of his proposal to record an original ten-part song cycle, *Orphic Machine*, inspired by Allen Grossman's book *Summa Lyrica*, which is an aphoristic philosophy of poetics. Scored for nine musicians and a singer, this work reflects Goldberg's newfound interest in vocal music.

Matt Hart

Matt Hart was born in the city of Evansville, Indiana in 1969. He earned a degree in Philosophy at Ball State University and Ohio University before going on to receive his MFA in Poetry from Warren Wilson College. His chapbook, *Revelated*, was released in 2005 by Hollyridge Press, and his first full-length book, *Who's Who Vivid*, was published by Slope Editions in 2006. Hart has since published numerous books and chapbooks of poetry, including *Debauched Debauched*, *Sermons and Lectures Both Blank and Relentless*, *Light-Headed and Wolf Face*, and has had individual poems published in a myriad of literary journals, including *The Canary*, *Conduit*, *Ploughshares* and *Salt Hill*. Online his work can be seen in such journals as *Diagram*, *H_NGM_N*, *Octopus*, *Stirring* and *Typo*. In 2003, Hart was a Best American Poetry nominee for "Heracitus," originally published in *The Greensboro Review*. In 2012 Hart was awarded the prestigious Pushcart Prize for "Beyond and Beyond." He has been awarded fellowships from the Bread Loaf Writer's Conference and the Warren Wilson MFA Program for Writers. He is a co-founder and editor of *Forklift, Ohio: A Journal of Poetry, Cooking, & Light Industrial Safety*. He is also managing editor of *Incliner Magazine*, a student-run journal of visual and literary arts of the Art Academy of Cincinnati, where he teaches writing, literature and aesthetics. In 2012, Hart served as Visiting Assistant Professor in Creative

Writing and Poetry at the University of Texas A twenty-year veteran of the punk rock music scene, his music has appeared in a number of motion pictures and on MTV Hart's Shifting Foundation grant was awarded to allow him a hiatus from teaching, in order to give him uninterrupted writing time, with the goal of completing two manuscripts of poems. A significant aspect of Hart's poetic practice depends on public readings of his work, so Hart's grant also allows him to travel to Athens, Georgia to participate in the reading series, *Word of Mouth*, and supports other readings around the country

Julian Lage

Julian Lage is an American jazz guitarist and composer, born in 1987 and raised in Santa Rosa, California A child prodigy, Lage was the subject of the Oscar-nominated 1997 documentary film *Jules at Eight* At thirteen, Lage performed at the 2000 Grammy Awards, where he was noticed by well-known composer and bandleader Gary Burton, with whom he was soon playing He has been a faculty member at the Stanford Jazz Workshop at Stanford University since age fifteen Classically trained at the San Francisco Conservatory of Music, Lage has also studied at Sonoma State University and Alh Akbar College of Music, and graduated from the Berklee College of Music in Boston in 2008. In addition to leading his own group, Lage is a member of Gary Burton's New Quartet and Eric Harland's Voyager Lage has played with such renowned artists as Jim Hall, Mark O'Connor, Ambrose Akinmusire, Dayna Stephens, Walter Smith III, Taylor Eigsti, Larry Grenadier, Fred Hersch, Béla Fleck, Antonio Sanchez, and Nels Cline, among others In 2009 Lage released his debut album, *Sounding Point*, which was nominated for the 2010 Grammy Award Best Contemporary Jazz Album Lage's second album as a leader, *Gladwell*, was released in 2011 to considerable notice Lage moved from Boston to New York City in 2010 to join New York's vibrant community of contemporary musicians He continues to play and perform internationally. Regarded as one of the most fluidly virtuosic of all improvising guitarists, Lage has just begun to scratch the surface of his talent His Shifting Foundation grant was awarded to support him as he composed and recorded a new body of work for solo guitar His grant had the additional purpose of funding live recordings of his current band's final tour, in the spring of 2013

William Lamson

William Lamson was born in Arlington, Virginia in 1977 He received his BA from Dartmouth College in 2000, and his Masters of Fine Art from Bard College in 2006 His videos, photographs and performance pieces explore the ideas of opposition and control, using nature as his medium He interacts with his environment, working with and struggling against forces of nature and time, as in his recent project, *Action for the Delaware*. This work's presentation at the Museum of Fine Arts, Denver, received positive critical attention, as did an earlier major video project presented in New York and Los Angeles in 2010, *A Line Describing the Sun* For that work, Lamson mounted a large Fresnel lens on a wheeled cart and pushed it across the Harper Lake playa in the Mojave Desert As sunlight passed through the lens it was magnified and condensed into a 1600°F ray of light which melted the earth into a darkened line The daylong performance was captured in a video With this work, and with many other poetic interventions into natural and man-made environments, Lamson shows himself to be rooted in the traditions of conceptual, performance and land art At the same time, there is an undercurrent of humor and whimsy in his work, which is not often present in conceptual work or land art Lamson's work is included in the permanent collections of the Brooklyn Museum, New York; the Dallas Museum of Art, Texas, the Houston Museum of Fine Arts, Texas, and the Progressive Art Collection, Cleveland, Ohio, among others His work has been exhibited at institutions in the United States and internationally, including P.S. 1, New York, University Art Museum, SUNY Albany, New York, Museum of Contemporary Art, Denver, Colorado, Storrn King, New York, Kunsthalle Erfurt, Germany, Nieuwe Vide, Harleem, The Netherlands, and Franklin Art Works, Minneapolis Lamson is a recent MacDowell Foundation Fellow His Shifting Foundation grant was awarded in support of his proposal to complete two ambitious video projects in desert environments in North and South America.

David Nyzio

David Nyzio was born in 1958 in Attleboro, Massachusetts. He received a BFA at Southeastern Massachusetts University in North Dartmouth, MA, and a Masters of Fine Art at the Pratt Institute in Brooklyn, New York. A sculptor with a deep attachment to the natural world, his work explores the uneasy balance between culture and nature. He has developed an unusual mix of media and techniques to create two- and three-dimensional art objects that reveal (and level in) the irrepressible spirit of scientific inquiry. Working over the past twenty-five years to explore the richness of natural materials, processes and phenomena, Nyzio's media have included algae, moss, milkweed bugs, butterfly wings, smoke, Anthracite coal and charcoal. His strikingly beautiful objects enrich our perceptions of what already exists on earth, examining concepts of time and transformation with a sense of both wonder and pathos. His work also challenges perception of what is "art" versus "nature," and what is "art" versus "craft." Nyzio's work has been exhibited widely at institutions including the DIA Foundation, NY; The Contemporary Museum, Hawaii, P S 1 Museum, NY, the Mattress Factory, Pittsburgh, The Brooklyn Museum, NY, the Huntington Beach Art Center, California, the Whitney Museum, NY, and the Asbaek Gallery, Copenhagen, Denmark. Nyzio received the Art Matters Grant in both 1989 and 1990, and received The Pollack-Krasner Foundation Grant in 1989. More recently, in 2008, he was an Alpert Award nominee. His Shifting Foundation grant is for general support and material costs over a year-long period, so that he may complete several large-scale ongoing projects.

Zeena Parkins

Born in 1956 in Detroit, Michigan, and educated at the University of Michigan and Bard College, Zeena Parkins is a prominent avant-garde composer. Having built her one-of-a-kind electric harp and extended the language of the acoustic harp with the use of unusual playing techniques, preparations, and layers of electronic processing, she is considered a pioneer of contemporary harp practice and performance. Through the blending and morphing, crafting, recombining, and layering sounds, Parkins engages with sound as material and music. She draws from a variety of varying sources for unusual scoring and formal constructions. She also composes music for dance, and explores the nature of the body's imprint on sound and sound/music's imprint on movement. Parkins has released a dozen albums as a leader, most recently *The Adorables* (2013), *Double Dupe Down* (2012), *Between The Whiles* (2010) and *Necklace* (2006). She has also collaborated with some of the most respected members of the avant-garde of the past three decades: Fred Frith, Bjork, Ikue Mori, Dame Evelyn Glennie, Maja Ratkje, Hild Sofie Tafjord, John Zorn, Butch Morris, Elliott Sharp, Anthony Braxton, Pauline Oliveros, Yoko Ono, Christian Marclay, Bobby Previte, Carla Kihlstedt, Kim Gordon, Lee Renaldo and Thurston Moore. Parkins's compositions have been commissioned by NeXtWorks Ensemble, Merce Cunningham Dance Company, Roulette Intermedium, The Eclipse Quartet, Bang on a Can, The Whitney Museum, The Tate Modern, Montalvo Arts Center, The Donaueschinger Musiktage and Sudwestrundfunk/SWR. She has received numerous awards and fellowships, including those from The Foundation for Contemporary Arts, the American Music Center, Meet the Composer Commission, and the NYFA Music Fellowship. She has lectured at Oxford and Princeton Universities, and taught at the Museum of Fine Arts, Boston, Bard College and Mills College. Her Shifting Foundation grant was awarded in support of the production and recording of several new projects, including the *Phantom Orchard Orchestra II*, *Lace Piece*, *Trio for Harps*, and *Harp Index*.

Craig Taborn

Pianist, electric keyboardist and composer Craig Taborn was born in 1970 in Minneapolis, Minnesota. Taborn studied piano, composition, and music theory with local university professors in the Twin Cities prior to attending the University of Michigan. Before leaving school, Taborn had already performed on three recordings as a member of the James Carter Quartet. After graduating with a BA degree in 1995, Taborn recorded his first album as a leader, *The Craig Taborn Trio*. He moved to New York City, and by the close of the '90s had performed on two more Carter releases, as well as on Roscoe Mitchell's *Nine to Get Ready*, Carl Craig's techno-jazz project, *Innervision Orchestra*, and Hugh Ragin's *Afternoon in Harlem*. His second album, *Light Made Lighter*, a traditional acoustic trio, was released in 2001. Over the next decade, Taborn became one of the most in-demand musicians in New York, continuing to work with Roscoe Mitchell and Hugh Ragin and forming another longstanding collaboration with Tim Berne. He also played in ensembles for Drew Gress, Chris Potter, Dave Douglas, Mat Maneri, and Bill Laswell. In 2004,

he issued the critically-acclaimed *Junk Magic*, turning away from the traditional piano trio and incorporating a multitude of electronic elements. The late aughts saw continued work with Berne in a number of groups (including with David Torn) and albums for David Binney, Eivind Opsvik, and Gerald Cleaver. In 2007, he recorded an album with Dave King (Bad Plus, Happy Apple) and Greg Norton (Husker Du) as *Gang Font*. His involvement on a number of ECM releases (David Torn, Roscoe Mitchell, Evan Parker, and Michael Formanek) led to his first album of solo piano, *Avenging Angel*, released on that label to widespread critical acclaim in 2011. *Chants*, his next album as leader, was released in 2013. He was a finalist for the Alpert Award in the Arts in 2006, and *Down Beat* critics chose Taborn as the 2011 winner in the electronic keyboard category. In 2012, he received the Alpert/Ragdale Prize as well as the North Sea Jazz Festival's Paul Acket Award. Taborn's Shifting Foundation grant was awarded to support the writing and recording of a new project of original compositions, *Junk Magic II*.