

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. Cat No 11289X Form **990-PF** (2011)

Part II

Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Assets	1	Cash—non-interest-bearing	3,454,879	2,211,087	2,211,087
	2	Savings and temporary cash investments	3,001,341	7,922	7,922
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____	45,569		
	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 page 15 of the 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			
	10a	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 ▶ _____ 6,939 Less accumulated depreciation (attach schedule) ▶ 417	65,448	6,522	6,522
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	6,567,237	2,225,531	2,225,531	
Liabilities	17	Accounts payable and accrued expenses	238,516	341,559	
	18	Grants payable	799,535	2,586,109	
	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)	1,038,051	2,927,668	
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	5,529,186	-702,137	
	30	Total net assets or fund balances (see page 17 of the instructions)	5,529,186	-702,137	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	6,567,237	2,225,531	

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	5,529,186
2	Enter amount from Part I, line 27a	2	-6,237,588
3	Other increases not included in line 2 (itemize) ▶ _____	3	6,265
4	Add lines 1, 2, and 3	4	-702,137
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	-702,137

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				
(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 pages 13 and 17 of the 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 page 18 of 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))
2010	5,205,651	5,669,411	0 918200
2009	2,338,891	1,076,700	2 172277
2008	3,255,044	700,244	4 648443
2007	647,049	254,388	2 543552
2006	299,221	124,513	2 403131
2 Total of line 1, column (d).			2 12 685603
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 2 537121
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.			4 3,245,418
5 Multiply line 4 by line 3.			5 8,234,018
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 232
7 Add lines 5 and 6.			7 8,234,250
8 Enter qualifying distributions from Part XII, line 4.			8 5,731,259
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 on page 18			

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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		1	464
c		All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3		Add lines 1 and 2.		3	464
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	464
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a		
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	464	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments. Add lines 6a through 6d.		7	464
8		Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached.		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	0
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2012 estimated tax ☐	Refunded ☐	11	

Part VII-AStatements 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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	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?	1c		No
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.	2		No
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	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
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?	6	Yes	
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	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the 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 .	8b	Yes	
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of JULIA ROGERS Telephone no (415) 376-0356 Located at 1 LETTERMAN DRIVE BLDG C STE 400 SAN FRANCISCO CA ZIP+4 94129			
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.			
16	At any time during calendar year 2011, 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?	15		
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country	16	Yes	No

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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		No
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 2011?	1c		No
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years 20 , 20 , 20 , 20			
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 page 20 of the instructions).	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 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
b	If "Yes," did it have excess business holdings in 2011 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 2011.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2011?	4b		No

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))?

YesNo

(2)

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

YesNo

(3)

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

YesNo

(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 page 22 of the instructions).

YesNo

(5)

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

YesNo

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 page 22 of the instructions)?

5b

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?

YesNo

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?

YesNo

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

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?

YesNo

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

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 (see page 22 of the 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
See Additional Data Table				

2

Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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
JULIA ROGERS 1 LETTERMAN DRIVE BLDG C SUITE 400 SAN FRANCISCO,CA 94129	VP OF OPERATIONS 32 00	57,640	0	0

Total

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

0

Form 990-PF (2011)

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 page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
TORCH COMMUNICATIONS 9 LAFAYETTE ST 9 SAN FRANCISCO,CA 94103	PR CONSULTING	234,981
COBLENTZ PATCH DUFFY & BASS LLP ONE FERRY BLDG SUITE 200 SAN FRANCISCO,CA 94111	LEGAL COUNSELING & SERVICES	193,303
DOGPATCH FILMS PIER 70 NOONAN BLDG SUITE 218/220 SAN FRANCISCO,CA 94107	DOCUMENTARY SERVICES	175,587
DANIELLE LYNN STRACHMAN 840 WILLIAMS WAY 1 MOUNTAIN VIEW,CA 94040	CONSULTING - 20UNDER20 PROGRAM MANAGMENT	116,363
MALCOLM DEBEVOISE 724 FOUCHER ST NEW ORLEANS,LA 701151311	TRANSLATION SERVICES	52,240
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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	1,635,273
b	Average of monthly cash balances.	1b	1,659,568
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,294,841
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	3,294,841
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	49,423
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,245,418
6	Minimum investment return. Enter 5% of line 5.	6	162,271

Part XI

Distributable Amount (see page 25 of the 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	162,271
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	464
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	464
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	161,807
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	161,807
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	161,807

Part XII

Qualifying Distributions (see page 25 of the 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	5,731,259
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	5,731,259
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 page 26 of the instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	5,731,259
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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				161,807
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.				252,092
b From 2007.				653,936
c From 2008.				3,255,044
d From 2009.				2,285,225
e From 2010.				5,113,448
f Total of lines 3a through e.	11,559,745			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 5,731,259				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2011 distributable amount.				161,807
e Remaining amount distributed out of corpus	5,569,452			
5 Excess distributions carryover applied to 2011 (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	17,129,197			
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 page 27 of the instructions . . .		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	252,092			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.	16,877,105			
10 Analysis of line 9				
a Excess from 2007. . . .				653,936
b Excess from 2008. . . .				3,255,044
c Excess from 2009. . . .				2,285,225
d Excess from 2010. . . .				5,113,448
e Excess from 2011. . . .				5,569,452

Part XIVPrivate Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1

Information Regarding Foundation Managers:

a

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

PETER THIEL

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

2

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

The name, address, and telephone number of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data TableSee Additional Data Table				
Total			3a	4,207,390
b Approved for future payment See Additional Data TableSee Additional Data Table				
Total			3b	2,607,686

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion 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	1,349	
4	Dividends and interest from securities. . . .			14	21,866	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.					
8	Gain or (loss) from sales of assets other than inventory					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a PROGRAM FEES			03	5,470	
b	MISCELLANEOUS INCOME			03	11,002	
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e). .		0		39,687	0
13	Total. Add line 12, columns (b), (d), and (e).			13		39,687

[illegible]

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?			Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of				
(1) Cash.		1a(1)		No
(2) Other assets.		1a(2)		No
b Other transactions				
(1) Sales of assets to a noncharitable exempt organization.		1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.		1b(2)		No
(3) Rental of facilities, equipment, or other assets.		1b(3)		No
(4) Reimbursement arrangements.		1b(4)		No
(5) Loans or loan guarantees.		1b(5)		No
(6) Performance of services or membership or fundraising solicitations.		1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.		1c		No
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

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 or fiduciary) is based on all information of which preparer has any knowledge.

*****	2012-07-10	*****
Signature of officer or trustee	Date	Title

Sign Here Paid Preparer's Use Only	Preparer's Signature  NASI RAISSIAN
	Firm's name  ROBERT LEE & ASSOCIATES LLP 226 AIRPORT PARKWAY SUITE 350
	Firm's address  SAN JOSE, CA 95110

May the IRS discuss this return with the preparer shown above? See instruction

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of organization THE THIEL FOUNDATION	Employer identification number 20-3846597
---	---

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 33¹/₃% 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, aggregate 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 aggregate 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 in the heading of its Form 990-EZ, or on 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 THIEL FOUNDATION	Employer identification number 20-3846597
---	---

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u>1</u>	PETER THIEL 1 LETTERMAN DRIVE BLDG C SUITE 400 SAN FRANCISCO, CA 94129	\$ 2,050,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization THE THIEL FOUNDATION	Employer identification number 20-3846597
--	--

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 THIEL FOUNDATION	Employer identification number 20-3846597
--	--

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating 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

Additional Data

Software ID:
Software Version:
EIN: 20-3846597
Name: THE THIEL FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part VIII Line 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
JONATHAN CAIN	PRESIDENT 20 00	0	0	0
1 LETTERMAN DRIVE BLDG C SUITE 400 SAN FRANCISCO,CA 94129				
JAMES O'NEILL	DIRECTOR/ACTING CEO 20 00	50,000	0	0
1 LETTERMAN DRIVE BLDG C SUITE 400 SAN FRANCISCO,CA 94129				
NATE LINN	TREASURER/SECRETARY 1 00	0	0	0
1 LETTERMAN DRIVE BLDG C SUITE 400 SAN FRANCISCO,CA 94129				
PETER THIEL	CHAIRMAN OF THE BOARD 2 00	0	0	0
1 LETTERMAN DRIVE BLDG C SUITE 400 SAN FRANCISCO,CA 94129				
LYNN FISHBURNE	EXECUTIVE DIRECTOR 40 00	150,000	0	0
1 LETTERMAN DRIVE BLDG C SUITE 400 SAN FRANCISCO,CA 94129				
AJAY ROYAN	DIRECTOR 1 00	0	0	0
1 LETTERMAN DRIVE BLDG C SUITE 400 SAN FRANCISCO,CA 94129				

Form 990PF Part XV Line 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				
THE SEASTEADING INSTITUTE 440 N WOLFE RD MS-132 SUNNYVALE,CA 94085		501(C)3	2011 THIEL FOUNDATION GRANT - TSI	500,000
SENS FOUNDATION111 PIONEER WAY SUITE J MOUNTAIN VIEW,CA 94041		501(C)3	2011 THIEL GRANT - 2ND INSTALLMENT	340,000
COMMITTEE TO PROTECT JOURNALISTS330 SEVENTH AVE 11TH FLOOR NEWYORK,NY 10001		501(C)3	2011 GRANT SUPPORT	250,000
HUMAN RIGHTS FOUNDATION 350 FIFTH AVENUE 4515 NEWYORK,NY 10118		501(C)3	2011 TF GRANT - OSLO FREEDOM FORUM	250,000
MIT77 MASSACHUSETTS AVENUE CAMBRIDGE,MA 02139		501(C)3	THIEL 2011 GRANT - MIT CONCOURSE PROGRAM	200,000
SENS FOUNDATION111 PIONEER WAY SUITE J MOUNTAIN VIEW,CA 94041		501(C)3	2011 THIEL GRANT - SENS	200,000
UCSF FOUNDATION600 16TH STREET ROOM S312AX CAMBRIDGE,MA 02139		501(C)3	2011 SUPPORT OF RESEARCH EFFORTS	175,000
CLAREMONT MCKENNA COLLEGE 400 NORTH CLAREMONT BOULEVARD CLAREMONT,CA 917114015		501(C)3	2011 SUPPORT FOR LEO STRAUSS CENTER	125,000
THE SEASTEADING INSTITUTE 440 N WOLFE RD MS-132 SUNNYVALE,CA 94085		501(C)3	GRANT MATCH FOR 2010 CONTRIBUTIONS	114,866
STANFORD UNIVERSITYLELAND STANFORD JUNIOR UNIVERSITY 326 GALVEZ STREET STANFORD,CA 94305		501(C)3	2011 GRANT IN SUPPORT OF THE STANFORD LAW CENTER	110,000
AYN RAND INSTITUTE2121 ALTON PKWY SUITE 250 IRVINE,CA 92606		501(C)3	2011 GRANT - AYN RAND INSTITUTE	100,000
HUDSON INSTITUTE1015 15TH STREET NW SUITE 600 WASHINGTON,DC 20005		501(C)3	2011 GRANT SUPPORT	100,000
STANFORD UNIVERSITYLELAND STANFORD JUNIOR UNIVERSITY 326 GALVEZ STREET STANFORD,CA 94305		501(C)3	2011 TF GRANT - HOOVER INSTITUTION	100,000
JAMES ALISONAV DR VIERA DE CARVALHO 141 01210-010 SAO PAULO BR		INDIVIDUAL	2011 GRANT IN SUPPORT OF IMITATIO EDUCATION EFFORTS	85,000
ASSOC RECHERCHES42 RUE DIDEROT 93100 MONTREUIL FR		FOREIGN ORGANIZATION	2011 GRANT SUPPORT OF EDUCATION & PUBLICATION EFFORTS	80,000
BENOIT CHANTRE42 RUE DIDEROT 93100 MONTREUIL FR		INDIVIDUAL	2011 IMITATIO GRANT - BENOIT CHANTRE	75,000
MARK ANSPACHINTERNO 6 VIA GOITO 8 BOLOGNA IT		INDIVIDUAL	2011 IMITATIO GRANT IN SUPPORT OF PUBLICATION & EDUCATION EFFORTS	55,000
ARIGOS BIOMEDICAL INC428 S FRANCES ST SUNNYVALE,CA 94068		C-CORP	BREAKOUT LABS 2011 GRANT	50,000
BENJAMIN YU12952 STOCKTON AVENUE PLAINFIELD,IL 60585		INDIVIDUAL	20UNDER20 FELLOWSHIP GRANT	50,000
DALE STEPHENS514 ABBEY ST WINTERS,CA 95694		INDIVIDUAL	20UNDER20 FELLOWSHIP GRANT	50,000
E REALIZACOES EDITORARUA FRANCA PINTO 498 - VILA MARIANA SAO PAULO/SP - CEP 04016-002 SAO PAULO BR		FOREIGN ORGANIZATION	IMITATIO GRANT TO SUPPORT THE LAUNCH OF THE RENE GIRARD LIBRARY & 50TH ANNIVERSARY CELEBRATION OF DECEIT, DESIRE & THE NOVEL	50,000
E REALIZACOES EDITORARUA FRANCA PINTO 498 - VILA MARIANA SAO PAULO/SP - CEP 04016-002 SAO PAULO BR		FOREIGN ORGANIZATION	BALANCE OF 2011 IMITATIO PUBLISHING SUPPORT GRANT	50,000
JAMES GEORGE DANIELSON1205 N GRANT ST WEST LAFAYETTE,IN 47906		INDIVIDUAL	20UNDER20 FELLOWSHIP GRANT	50,000
JOHN BURNHAM118 PARKER STREET NEWTON,MA 02549		INDIVIDUAL	20UNDER20 FELLOWSHIP GRANT	50,000
SENS FOUNDATION111 PIONEER WAY SUITE J MOUNTAIN VIEW,CA 94041		501(C)3	2011 GRANT	50,000
TOM CURRIER19 SELBY LN ATHERTON,CA 94027		INDIVIDUAL	20UNDER20 FELLOWSHIP GRANT	50,000
UNIVERSITY OF CHICAGO1427 EAST 60TH STREET SUITE 120 CHICAGO,IL 60637		501(C)3	2011 GRANT IN SUPPORT OF THE LEO STRAUSS CENTER	50,000
ALEXANDER KISELEV179 ST GERMAIN AVENUE SAN FRANCISCO,CA 94114		INDIVIDUAL	20UNDER20 FELLOWSHIP GRANT	41,807
CORNERSTONE FORUMPO BOX 9249 SANTA ROSA,CA 954051249		501(C)3	ANNUAL SUPPORT OF EDUCATION EFFORTS	40,000
PREACHING PEACE21 CAMBRIDGE VILLAGE LANCASTER,PA 176021155		501(C)3	2011 IMITATIO GRANT - PREACHING PEACE	40,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
THE RAVEN FOUNDATION2624 PATRIOT BOULEVARD GLENVIEW,IL 60026		501(C)3 PF	IMITATIO GRANT - FILMING & PRODUCTION FORGIVING VICTIM CONTENT	40,000
JAMES PROUD74 OSIER WAY BANSTEAD SM7 1LL BANSTEAD UK		INDIVIDUAL	20UNDER20 FELLOWSHIP GRANT	39,901
ANDREW HSU530 SHOWERS DRIVE 7-234 MOUNTAIN VIEW,CA 94040		INDIVIDUAL	20UNDER20 FELLOWSHIP GRANT	37,500
STANFORD UNIVERSITYLELAND STANFORD JUNIOR UNIVERSITY 326 GALVEZ STREET STANFORD,CA 94305		501(C)3	2011 IMITATIO GRANT SUPPORTING JANA BORG'S IMI-EMPATHY RESEARCH	35,000
WILLIAM JOHNSEN1042 LAKESIDE DRIVE SE EAST GRAND RAPIDS,MI 49506		INDIVIDUAL	2011 IMITATIO GRANT - WILLIAM JOHNSEN	30,000
DAVID MERFIELD490 SANTA RITA AVENUE PALO ALTO,CA 94301		INDIVIDUAL	20UNDER20 FELLOWSHIP GRANT	29,167
CHRISTOPHER RUETH1042 WOODGROVE DRIVE CARDIFF,CA 92007		INDIVIDUAL	20UNDER20 FELLOWSHIP GRANT	25,000
DANIEL FRIEDMAN25 NORTH MOORE APT 12C NEWYORK,NY 10013		INDIVIDUAL	20UNDER20 FELLOWSHIP GRANT	25,000
DARREN ZHU4020 GREENBRIER FARM ROAD WINSTONSALEM,NC 27106		INDIVIDUAL	20UNDER20 FELLOWSHIP GRANT	25,000
ERIC MCKAY4195 W DUBLIN CT CHANDLER,AZ 85226		INDIVIDUAL	20UNDER20 FELLOWSHIP GRANT	25,000
JIAGENG LUAN49 MEOLA AVE WORCESTER,MA 01606		INDIVIDUAL	20UNDER20 FELLOWSHIP GRANT	25,000
JOHN MARBACH51 POLING FARM COURT BELLE MEAD,NJ 08502		INDIVIDUAL	20UNDER20 FELLOWSHIP GRANT	25,000
LAURA DEMING1 HUNTINGTON AVE 1801 BOSTON,MA 02116		INDIVIDUAL	20UNDER20 FELLOWSHIP GRANT	25,000
NICHOLAS CAMMARATA22 FERRY RD NEWBURGPORT,MA 01950		INDIVIDUAL	20UNDER20 FELLOWSHIP GRANT	25,000
PAUL GU4890 W FLINT ST CHANDLER,AZ 85226		INDIVIDUAL	20UNDER20 FELLOWSHIP GRANT	25,000
SEBASTIEN ZANY8101 E DEL TIBURON DR SCOTTSDALE,AZ 85258		INDIVIDUAL	20UNDER20 FELLOWSHIP GRANT	25,000
SUJAY TYLE130 BOULEVARD MOUNTAIN LAKES,NJ 07046		INDIVIDUAL	20UNDER20 FELLOWSHIP GRANT	25,000
EDEN FULL708 PANORAMA HILLS DRIVE NW CALGARY ALBERTA CA		INDIVIDUAL	20UNDER20 FELLOWSHIP GRANT	25,000
GARY STANLEY KUREK45120-TWP RD 615 FORT KENT ALBERTA T0A 1H0 ALBERTA CA		INDIVIDUAL	20UNDER20 FELLOWSHIP GRANT	23,106
JEFFREY LIM170 ST GERMAIN AVENUE SAN FRANCISCO,CA 94114		INDIVIDUAL	20UNDER20 FELLOWSHIP GRANT	20,833
FRIENDS OF UFM INC11950 PEBBLEPOINTE PASS CARMEL,IN 46033		501(C)3	2011 GRANT TO SUPPORT THE FREE CITIES INSTITUTE	15,000
THEOLOGY & PEACE18 GOLFVIEW PLACE DEKALB,IL 601151855		501(C)3	2011 IMITATIO GRANT - THEOLOGY & PEACE	15,000
TRISTAN ABBEY550 14TH ROAD SOUTH APT 211 ARTLINGTON,VA 22202		INDIVIDUAL	2011 WRITING GRANT - WORLD OF EXCEPTIONS	15,000
STICHTING GIRARD STUDIEKRING VAN REIGERSBERGENSTRAAT 66 1052 WJ AMSTERDAM NL		FOREIGN ORGANIZATION	SUPPORTING PUBLICATION OF DUTCH MT BOOK & 2011 IMITATIO GRANT TO THE DUTCH GIRARD STUDY GROUP TO SUPPORT EDUCATION EFFORTS	12,177
HUMAN RIGHTS FOUNDATION350 FIFTH AVENUE 4515 NEWYORK,NY 10118		501(C)3	GRANT SUPPORTING KASHA N JACQUELINE	10,000
JOEL PRICKETT402 BAYSIDE ROAD BELLINGHAM,WA 98225		INDIVIDUAL	IMITATIO 2011 GRANT TO SUPPORT OXYTOCIN RESEARCH	10,000
LIBERTY HARBOR ACADEMYPPO BOX 3246 MANCHESTER,NH 03105		501(C)3	2011 IMITATIO GRANT	10,000
COLLOQUIUM ON VIOLENCE & RELIGION2624 PATRIOT BOULEVARD GLENVIEW,IL 60026		501(C)3	2011 SUPPORT OF EDUCATION EFFORTS	5,000
EMANUELE ANTONELLILUNGO PO CADORNA 5 10124 TORINO IT		INDIVIDUAL	2011 GRANT FOR IMITATIO RESEARCH SUPPORT	5,000
EWA DOMANSKAUL KILINSKIEGO 9/22 61-531 POZNAN PL		FOREIGN INDIVIDUAL	2011 IMITATIO GRANT TO SUPPORT GIRARD SPEAKER SERIES COURSE	5,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
MICHAEL ROLLAND6507 S HARDY DRIVE APT 263 TEMPE,AZ 85283		INDIVIDUAL	2011 GRANT TO SUPPORT MIMETIC THEORY RESEARCH AND EDUCATION	5,000
FRIENDS OF ST ANDREW'S BIBLICAL THEOLOGICAL INSTITUTE15618 NE 95TH WAY REDMOND,WA 98052		501(C)(3)	GRANT SUPPORT FOR RUSSIAN TRANSLATION OF GIRARD'S "DOSTOYEVSKY" - ST ANDREWS BIBLICAL THEOLOGICAL INSTITUTE	4,583
THE SEASTEADING INSTITUTE440 N WOLFE RD MS-132 SUNNYVALE,CA 94085		501(C)3	GRANT MATCH FOR 2010 CONTRIBUTIONS	3,200
SENS FOUNDATION111 PIONEER WAY SUITE J MOUNTAIN VIEW,CA 94041		501(C)3	GRANT MATCH FOR 2010 CONTRIBUTIONS	3,000
HUMANITY5042 WILSHIRE BOULEVARD 14334 LOS ANGELES,CA 90036		501(C)3	GRANT MATCH FOR 2010 CONTRIBUTIONS	2,000
SANTA FE INSTITUTE1399 HYDE PARK RD SANTA FE,NM 87501		501(C)3	GRANT MATCH FOR 2010 CONTRIBUTIONS	3,250
FORESIGHT INSTITUTEBOX 61058 PALO ALTO,CA 94306		501(C)3	GRANT MATCH FOR 2010 CONTRIBUTIONS	3,000
SINGULARITY INSTITUTEPO BOX 4702079 SAN FRANCISCO,CA 94147		501(C)3	GRANT MATCH FOR 2010 CONTRIBUTIONS	4,000
JEAN PIERRE DUPUY2 SQUARE DE PORT ROYAL 7501 PARIS FR		INDIVIDUAL	2011 IMITATIO GRANT	40,000
Total				4,207,390

Form 990PF Part XV Line 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)				
b <i>Approved for future payment</i>				
JOHN BURNHAM118 PARKER STREET NEWTON,MA 02549		INDIVIDUAL	20UNDER20 FELLOWSHIP GRANT	50,000
BENJAMIN YU12952 STOCKTON AVENUE PLAINFIELD,IL 60585		INDIVIDUAL	20UNDER20 FELLOWSHIP GRANT	50,000
ANDREW HSU530 SHOWERS DRIVE 7-234 MOUNTAIN VIEW,CA 94040		INDIVIDUAL	20UNDER20 FELLOWSHIP GRANT	62,500
ALEXANDER KISELEV179 ST GERMAIN AVENUE SAN FRANCISCO,CA 94114		INDIVIDUAL	20UNDER20 FELLOWSHIP GRANT	58,193
SEBASTIEN ZANY8101 E DEL TIBURON DR SCOTTSDALE,AZ 85258		INDIVIDUAL	20UNDER20 FELLOWSHIP GRANT	75,000
GARY STANLEY KUREK45120-TWP RD 615 FORT KENT ALBERTA T0A 1H0 ALBERTA CA		INDIVIDUAL	20UNDER20 FELLOWSHIP GRANT	76,894
JAMES GEORGE DANIELSON1205 N GRANT ST WEST LAFAYETTE,IN 47906		INDIVIDUAL	20UNDER20 FELLOWSHIP GRANT	50,000
NICHOLAS CAMMARATA22 FERRY RD NEWBURGPORT,MA 01950		INDIVIDUAL	20UNDER20 FELLOWSHIP GRANT	75,000
PAUL GU4890 W FLINT ST CHANDLER,AZ 85226		INDIVIDUAL	20UNDER20 FELLOWSHIP GRANT	75,000
JEFFREY LIM170 ST GERMAIN AVENUE SAN FRANCISCO,CA 94114		INDIVIDUAL	20UNDER20 FELLOWSHIP GRANT	79,167
CHRISTOPHER RUETH1042 WOODGROVE DRIVE CARDIFF,CA 92007		INDIVIDUAL	20UNDER20 FELLOWSHIP GRANT	75,000
JIAGENG LUAN49 MEOLA AVE WORCESTER,MA 01606		INDIVIDUAL	20UNDER20 FELLOWSHIP GRANT	75,000
DARREN ZHU4020 GREENBRIER FARM ROAD WINSTONSALEM,NC 27106		INDIVIDUAL	20UNDER20 FELLOWSHIP GRANT	75,000
DALE STEPHENS514 ABBEY ST WINTERS,CA 95694		INDIVIDUAL	20UNDER20 FELLOWSHIP GRANT	50,000
ERIC MCKAY4195 W DUBLIN CT CHANDLER,AZ 85226		INDIVIDUAL	20UNDER20 FELLOWSHIP GRANT	75,000
SUJAY TYLE130 BOULEVARD MOUNTAIN LAKES,NJ 07046		INDIVIDUAL	20UNDER20 FELLOWSHIP GRANT	75,000
EDEN FULL708 PANORAMA HILLS DRIVE NW CALGARY ALBERTA CA		INDIVIDUAL	20UNDER20 FELLOWSHIP GRANT	75,000
FAHEEM ZAMAN3706 81ST ST APT 2B JACKSON HEIGHTS,NY 11372		INDIVIDUAL	20UNDER20 FELLOWSHIP GRANT	100,000
DAVID MERFIELD490 SANTA RITA AVENUE PALO ALTO,CA 94301		INDIVIDUAL	20UNDER20 FELLOWSHIP GRANT	70,833
LAURA DEMING1 HUNTINGTON AVE 1801 BOSTON,MA 02116		INDIVIDUAL	20UNDER20 FELLOWSHIP GRANT	75,000
DANIEL FRIEDMAN25 NORTH MOORE APT 12C NEW YORK,NY 10013		INDIVIDUAL	20UNDER20 FELLOWSHIP GRANT	75,000
JOHN MARBACH51 POLING FARM COURT BELLE MEAD,NJ 08502		INDIVIDUAL	20UNDER20 FELLOWSHIP GRANT	75,000
TOM CURRIER19 SELBY LN ATHERTON,CA 94027		INDIVIDUAL	20UNDER20 FELLOWSHIP GRANT	50,000
UCSF600 16TH STREET ROOM S312AX CAMBRIDGE,MA 02139		501(C)3	2011 SUPPORT OF RESEARCH EFFORTS	350,000
AYN RAND INSTITUTE2121 ALTON PKWY SUITE 250 IRVINE,CA 92606		501(C)3	2011 GRANT - AYN RAND INSTITUTE	400,000
STANFORD UNIVERSITYLELAND STANFORD JUNIOR UNIVERSITY 326 GALVEZ STREET STANFORD,CA 94305		501(C)3	2011 TF GRANT - HOOVER INSTITUTION	100,000
UNIVERSITY OF CHICAGO1427 EAST 60TH STREET SUITE 120 CHICAGO,IL 60637		501(C)3	2011 GRANT IN SUPPORT OF THE LEO STRAUSS CENTER	100,000
JAMES PROUD74 OSIER WAY BANSTEAD SM7 1LL BANSTEAD UK		INDIVIDUAL	20UNDER20 FELLOWSHIP GRANT	60,099
Total  3b				2,607,686

Form

4562

Depreciation and Amortization
(Including Information on Listed Property)

OMB No 1545-0172

2011

Attachment
Sequence No 179

Department of the Treasury
Internal Revenue Service (99)

See separate instructions.

Attach to your tax return.

Name(s) shown on return THE THIEL FOUNDATION	Business or activity to which this form relates FORM 990-PF PAGE 1	Identifying number 20-3846597
---	---	--------------------------------------

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1 Maximum amount (see instructions)	1	500,000
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4 Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5 Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost	
7 Listed property Enter the amount from line 29	7		
8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8		
9 Tentative deduction Enter the smaller of line 5 or line 8	9		
10 Carryover of disallowed deduction from line 13 of your 2010 Form 4562	10		
11 Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11		
12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12		
13 Carryover of disallowed deduction to 2012 Add lines 9 and 10, less line 12	13		

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	26,596

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A		
17 MACRS deductions for assets placed in service in tax years beginning before 2011	17	
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B—Assets Placed in Service During 2011 Tax Year Using the General Depreciation System						
(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System					
20a Class life				S/L	
b 12-year			12 yrs	S/L	
c 40-year			40 yrs	MM	S/L

Part IV Summary (see instructions)

21 Listed property Enter amount from line 28	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	26,596
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V

Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)
Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A—Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No						24b If "Yes," is the evidence written? ☐ Yes ☐ No			
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation/ deduction	(i) Elected section 179 cost	
25Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)							25		
26 Property used more than 50% in a qualified business use									
		%							
		%							
		%							
27 Property used 50% or less in a qualified business use									
		%				S/L -			
		%				S/L -			
		%				S/L -			
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1						28			
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							29		

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year (do not include commuting miles)	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
31 Total commuting miles driven during the year												
32 Total other personal(noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		
Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles		

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2011 tax year (see instructions)					
43 Amortization of costs that began before your 2011 tax year				43	
44 Total. Add amounts in column (f) See the instructions for where to report				44	

TY 2011 Accounting Fees Schedule

Name: THE THIEL FOUNDATION

EIN: 20-3846597

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	11,785	0		5,893

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2011 Depreciation Schedule

Name: THE THIEL FOUNDATION

EIN: 20-3846597

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
COMPUTER EQUIPMENT	1988-09-08	31,636	15,817	SL	5 0000000000000	6,328	0		
COMPUTER EQUIPMENT	2008-10-03	42,038	21,020	SL	5 0000000000000	8,407	0		
COMPUTER EQUIPMENT	2008-11-18	57,221	28,610	SL	5 0000000000000	11,444	0		
REPLACEMENT LAPTOPS	2011-08-04	3,651		SL	5 0000000000000	304	0		
KEYBOARD	2011-09-13	99		SL	5 0000000000000	7	0		
LASER PRINTER	2011-11-16	130		SL	5 0000000000000	4	0		
IMITATIO NEW LAPTOP	2011-11-16	3,059		SL	5 0000000000000	102	0		

TY 2011 Land, Etc. Schedule**Name:** THE THIEL FOUNDATION**EIN:** 20-3846597

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
REPLACEMENT LAPTOPS	3,651	304	3,347	0
KEYBOARD	99	7	92	0
LASER PRINTER	130	4	126	0
IMITATIO NEW LAPTOP	3,059	102	2,957	0

TY 2011 Legal Fees Schedule

Name: THE THIEL FOUNDATION

EIN: 20-3846597

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	193,853	0		96,927

TY 2011 Other Expenses Schedule

Name: THE THIEL FOUNDATION

EIN: 20-3846597

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LOSS ON DISPOSALS	39,268	0		0
MEMBERSHIP DUES	406	0		0
ADVERTISING	41,406	0		20,703
AUTO EXPENSES	44	0		0
BANK SERVICE CHARGES	2,255	0		0
COMPUTER EQUIPMENT	708	0		0
CONTRACT LABOR	637	0		637
DUES AND SUBSCRIPTION	869	0		0
EQUIPMENT RENTAL	1,792	0		896
FEES AND LICENSES	10,065	0		0
HONORARIUM	7,500	0		7,500
HOSTED EVENTS	132,714	0		132,714
INTERNET EXPENSES	25,923	0		6,481
MISCELLANEOUS	5,341	0		0
OFFICE SUPPLIES	14,384	0		0
POSTAGE AND DELIVERY	5,791	0		0
MISC PROGRAM EXPENSES	12,093	0		12,093
TELEPHONE	12,110	0		0
PAYROLL FEES	8,443	0		0

TY 2011 Other Income Schedule

Name: THE THIEL FOUNDATION

EIN: 20-3846597

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PROGRAM FEES	5,470		5,470
MISCELLANEOUS INCOME	11,002		11,002

TY 2011 Other Increases Schedule

Name: THE THIEL FOUNDATION

EIN: 20-3846597

Description	Amount
UNREALIZED GAINS/LOSSES	6,265

TY 2011 Other Professional Fees Schedule**Name:** THE THIEL FOUNDATION**EIN:** 20-3846597

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTING FEES	865,941	0		649,456
TRANSLATION FEES	91,947	0		91,947

TY 2011 Taxes Schedule

Name: THE THIEL FOUNDATION

EIN: 20-3846597

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAXES	605	0		0