

Form **990-PF****Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

OMB No 1545-0052

2011Department of the Treasury
Internal Revenue Service

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

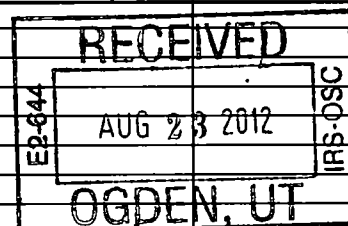
For calendar year 2011, or tax year beginning , 2011, and endingHELEN K. & JAMES S. COPLEY FOUNDATION
P. O. BOX 1530
LA JOLLA, CA 92038**A** Employer identification number
95-6051770**B** Telephone number (see the instructions)
(858) 454-0411**C** If exemption application is pending, check here ☐**D 1** Foreign organizations, check here ☐**2** Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**G** Check all that apply ☐ Initial return ☐ Initial Return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change**H** Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation**I** Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 5,556,920.
J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)**Part I Analysis of Revenue and Expenses**

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

| | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|------------------------------------|---------------------------|-------------------------|---|
| 1 Contributions, gifts, grants, etc., received (att sch) | | | | |
| 2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B | | | | |
| 3 Interest on savings and temporary cash investments | 220. | 220. | 220. | |
| 4 Dividends and interest from securities | 152,982. | 152,982. | 152,982. | |
| 5a Gross rents | | | | |
| b Net rental income or (loss) | | | | |
| 6a Net gain/(loss) from sale of assets not on line 10 | 30,871. | | | |
| b Gross sales price for all assets on line 6a | 1,442,818. | | | |
| 7 Capital gain net income (from Part IV, line 2) | | 30,871. | | |
| 8 Net short-term capital gain | | | 194. | |
| 9 Income modifications | | | | |
| 10a Gross sales less returns and allowances | | | | |
| b Less Cost of goods sold | | | | |
| c Gross profit/(loss) (att sch) | | | | |
| 11 Other income (attach schedule) | | | | |
| 12 Total. Add lines 1 through 11 | 184,073. | 184,073. | 153,396. | |
| 13 Compensation of officers, directors, trustees, etc | 0. | | | |
| 14 Other employee salaries and wages | 5,285. | 5,285. | | |
| 15 Pension plans, employee benefits | | | | |
| 16a Legal fees (attach schedule) | | | | |
| b Accounting fees (attach sch) | | | | |
| c Other prof fees (attach sch) | | | | |
| 17 Interest | | | | |
| 18 Taxes (attach schedule)(see instrs) SEE STM 1 | 1,381. | 1,381. | | |
| 19 Depreciation (attach sch) and depletion | | | | |
| 20 Occupancy | | | | |
| 21 Travel, conferences, and meetings | | | | |
| 22 Printing and publications | | | | |
| 23 Other expenses (attach schedule) SEE STATEMENT 2 | 8,163. | 8,163. | | |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | 14,829. | 14,829. | | |
| 25 Contributions, gifts, grants paid PART XV | 1,853,142. | | | 1,853,142. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 1,867,971. | 14,829. | 0. | 1,853,142. |
| 27 Subtract line 26 from line 12: | | | | |
| a Excess of revenue over expenses and disbursements | -1,683,898. | | | |
| b Net investment income (if negative, enter -0) | | 169,244. | | |
| c Adjusted net income (if negative, enter -0) | | | 153,396. | |

SCANNED AUG 27 2012

REVENUE

ADMINISTRATIVE
OPERATING
AND
EXPENSES

3614

| 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 | | | | |
| | 2 | Savings and temporary cash investments | 502,831. | 71,734. | 71,734. | |
| | 3 | Accounts receivable | | | | |
| | | Less: allowance for doubtful accounts | | | | |
| | 4 | Pledges receivable | | | | |
| | | Less: allowance for doubtful accounts | | | | |
| | 5 | Grants receivable | | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | | |
| | 7 | Other notes and loans receivable (attach sch) | | | | |
| | | Less: allowance for doubtful accounts | | | | |
| | 8 | Inventories for sale or use | | | | |
| | 9 | Prepaid expenses and deferred charges | | | | |
| | 10a | Investments — U.S. and state government obligations (attach schedule) | | | | |
| | b | Investments — corporate stock (attach schedule) | | | | |
| | c | Investments — corporate bonds (attach schedule) | | | | |
| | LIABILITIES | 11 | Investments — land, buildings, and equipment basis | | | |
| | | Less: accumulated depreciation (attach schedule) | | | | |
| 12 | | Investments — mortgage loans | | | | |
| 13 | | Investments — other (attach schedule) | 6,635,543. | 5,382,742. | 5,485,186. | |
| 14 | | Land, buildings, and equipment basis | | | | |
| | | Less: accumulated depreciation (attach schedule) | | | | |
| 15 | | Other assets (describe) | | | | |
| 16 | | Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I) | 7,138,374. | 5,454,476. | 5,556,920. | |
| 17 | | Accounts payable and accrued expenses | | | | |
| 18 | | Grants payable | | | | |
| 19 | Deferred revenue | | | | | |
| 20 | Loans from officers, directors, trustees, & other disqualified persons | | | | | |
| 21 | Mortgages and other notes payable (attach schedule) | | | | | |
| 22 | Other liabilities (describe) | | | | | |
| 23 | Total liabilities (add lines 17 through 22) | 0. | 0. | | | |
| NET ASSETS OR FUND BALANCES | Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/> | | | | | |
| | 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, building, and equipment fund | | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | 7,138,374. | 5,454,476. | | |
| | 30 | Total net assets or fund balances (see instructions) | 7,138,374. | 5,454,476. | | |
| | 31 | Total liabilities and net assets/fund balances (see instructions) | 7,138,374. | 5,454,476. | | |

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 | 7,138,374. |
| 2 | Enter amount from Part I, line 27a | 2 | -1,683,898. |
| 3 | Other increases not included in line 2 (itemize) | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 5,454,476. |
| 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 | 5,454,476. |

Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company) | | (b) How acquired P — Purchase D — Donation | (c) Date acquired (month, day, year) | (d) Date sold (month, day, year) |
|--|--|--|---|-------------------------------------|
| 1 a SEE STATEMENT 4 | | | | |
| 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 (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h)) |
|---|--------------------------------------|---|---|
| (i) Fair Market Value as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of column (i) over column (j), if any | |
| a | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

| | | | | |
|---|---|--|----------|---------|
| 2 Capital gain net income or (net capital loss) | <div style="border: 1px solid black; padding: 2px; display: inline-block;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> | | 2 | 30,871. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) | <div style="border: 1px solid black; padding: 2px; display: inline-block;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div> | | 3 | 194. |

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

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

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

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

☐ Yes☒ No

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

| 1 Enter the appropriate amount in each column for each year, see the instructions before making any entries | | | |
|---|--|---|---|
| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (column (b) divided by column (c)) |
| 2010 | 5,635,920. | 10,491,224. | 0.537203 |
| 2009 | 2,816,624. | 13,171,926. | 0.213835 |
| 2008 | 4,065,609. | 20,298,420. | 0.200292 |
| 2007 | 1,865,652. | 24,797,715. | 0.075235 |
| 2006 | 1,729,730. | 29,367,710. | 0.058899 |
| 2 Total of line 1, column (d) | | | 2 1.085464 |
| 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 0.217093 |
| 4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 | | | 4 |
| 5 Multiply line 4 by line 3 | | | 5 |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | 6 1,692. |
| 7 Add lines 5 and 6 | | | 7 1,692. |
| 8 Enter qualifying distributions from Part XII, line 4 | | | 8 1,853,142. |
| If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions | | | |

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

| | | | |
|---|----|--------|--------|
| 1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs) | | 1 | 1,692. |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | | | |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b) | | | |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 2 | 0. |
| 3 Add lines 1 and 2 | | 3 | 1,692. |
| 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 | 1,692. |
| 6 Credits/Payments | | | |
| a 2011 estimated tax pmts and 2010 overpayment credited to 2011 | 6a | 1,348. | |
| b Exempt foreign organizations – tax withheld at source | 6b | | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c | 1,000. | |
| d Backup withholding erroneously withheld | 6d | | |
| 7 Total credits and payments. Add lines 6a through 6d | 7 | 2,348. | |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached | 8 | 7. | |
| 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 | 649. | |
| 11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 649. Refunded <input type="checkbox"/> | 11 | 0. | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|---|-----|-----|
| 1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i> | | X |
| c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0. | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0. | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i> | | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i> | | X |
| 4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| b If 'Yes,' has it filed a tax return on Form 990-T for this year? | | N/A |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i> | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | X | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i> | X | |
| 8 a Enter the states to which the foundation reports or with which it is registered (see instructions) N/A | | |
| b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i> | X | |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i> | | X |
| 10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i> | | X |

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Part VII-A Statements Regarding Activities (continued)

| | | | | |
|---|--|----|---|-----|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions) | 11 | | X |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions) | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u> | 13 | X | |
| 14 | The books are in care of <u>KIM KOCH</u> Telephone no <u>(858) 454-0411</u> Located at <u>7776 IVANHOE AVENUE LA JOLLA CA</u> ZIP + 4 <u>92037</u> | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u> | 15 | | N/A |
| 16 | At any time during calendar year 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? | 16 | | X |
| See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u> | | | | |

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? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> | 1b | N/A |
| 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 | 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 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 <u>20__ , 20__ , 20__ , 20__</u> | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions) | 2b | N/A |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__ , 20__ , 20__ , 20__</u> | | |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| 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 | N/A |
| 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 2011? | 4b | X |

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to**(1)** Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?☐ Yes ☒ No**(2)** Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?☐ Yes ☒ No**(3)** Provide a grant to an individual for travel, study, or other similar purposes?☐ Yes ☒ No**(4)** Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

6b X

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?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (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 |
|----------------------|---|---|---|---------------------------------------|
| SEE STATEMENT 4 | | 5,285. | 0. | 0. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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

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

0

Part 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 | | 0 |

Part IX-A Summary of Direct Charitable Activities

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

| | Expenses |
|-------|----------|
| 1 N/A | |
| 2 | |
| 3 | |
| 4 | |

Part IX-B Summary of Program-Related Investments (see instructions)

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

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Form 990-PF (2011)

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

| | | |
|---|-----------|------------|
| 1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes | | |
| a Average monthly fair market value of securities | 1a | 6,383,059. |
| b Average of monthly cash balances | 1b | 317,349. |
| c Fair market value of all other assets (see instructions) | 1c | |
| d Total (add lines 1a, b, and c) | 1d | 6,700,408. |
| 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 | 6,700,408. |
| 4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions) | 4 | 100,506. |
| 5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 6,599,902. |
| 6 Minimum investment return. Enter 5% of line 5 | 6 | 329,995. |

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 | 329,995. |
| 2a Tax on investment income for 2011 from Part VI, line 5 | 2a | 1,692. |
| b Income tax for 2011 (This does not include the tax from Part VI.) | 2b | |
| c Add lines 2a and 2b | 2c | 1,692. |
| 3 Distributable amount before adjustments Subtract line 2c from line 1 | 3 | 328,303. |
| 4 Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 Add lines 3 and 4 | 5 | 328,303. |
| 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 | 328,303. |

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 | 1,853,142. |
| 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 | 1,853,142. |
| 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 | 1,692. |
| 6 Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 1,851,450. |

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 2010 | (c) 2010 | (d) 2011 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2011 from Part XI, line 7 | | | | 328,303. |
| 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 | 311,763. | | | |
| b From 2007 | 666,882. | | | |
| c From 2008 | 3,056,930. | | | |
| d From 2009 | 2,161,580. | | | |
| e From 2010 | 5,114,053. | | | |
| f Total of lines 3a through e | 11,311,208. | | | |
| 4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,853,142. | | | | |
| a Applied to 2010, but not more than line 2a | | | 0. | |
| b Applied to undistributed income of prior years (Election required — see instructions) | | 0. | | |
| c Treated as distributions out of corpus (Election required — see instructions) | 0. | | | |
| d Applied to 2011 distributable amount | | | | 328,303. |
| e Remaining amount distributed out of corpus | 1,524,839. | | | |
| 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 | 12,836,047. | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | 0. | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | 0. | | |
| d Subtract line 6c from line 6b Taxable amount — see instructions | | 0. | | |
| e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount — see instructions | | | 0. | |
| f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012 | | | | 0. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | 0. | | | |
| 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) | 311,763. | | | |
| 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a | 12,524,284. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2007 | 666,882. | | | |
| b Excess from 2008 | 3,056,930. | | | |
| c Excess from 2009 | 2,161,580. | | | |
| d Excess from 2010 | 5,114,053. | | | |
| e Excess from 2011 | 1,524,839. | | | |

N/A

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

- b** 85% of line 2a

- e** Qualifying distributions made directly for active conduct of exempt activities
Subtract line 2d from line 2c

- 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.**

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))

NONE

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

NONE

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

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

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

SEE STATEMENT 6

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

SEE STATEMENT FOR LINE 2A

- c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

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

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|--|--------------------------------------|-------------------------------------|------------|
| a Paid during the year SEE STATEMENT- SCHEDULE XV LINE 3 (A) , | | | | 1,853,142. |
| Total | | | 3a | 1,853,142. |
| b Approved for future payment SEE STATEMENT - SCHEDULE XV LINE 3 (B) , | | | | 5,169,666. |
| Total | | | 3b | 5,169,666. |

SCHEDULE D
(Form 1041)Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**

OMB No 1545-0092

2011▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

Name of estate or trust

HELEN K AND JAMES S COPLEY FOUNDATION

Employer identification number

95-6051770

Note: Form 5227 filers need to complete *only* Parts I and II.**Part I Short-Term Capital Gains and Losses – Assets Held One Year or Less**

| 1a | (a) Description of property (Example: 100 shares 7% preferred of 'Z' Co) | (b) Date acquired (mo, day, yr) | (c) Date sold (mo, day, yr) | (d) Sales price | (e) Cost or other basis (see instructions) | (f) Gain or (loss) for the entire year Subtract (e) from (d) |
|----------|---|---------------------------------------|-----------------------------------|--------------------|---|---|
| 4295.081 | JPM SHORT TERM DURATION BOND FD | 1/01/11 | 8/05/11 | 47,375. | 47,172. | 203. |
| 469.429 | JPM SHORT TERM DURATION BOND FD | 9/01/11 | 9/27/11 | 5,164. | 5,173. | -9. |
| | | | | | | |
| | | | | | | |
| | | | | | | |

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b**1b****2** Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824**2****3** Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts.**3****4** Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet**4****Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on page 2

▶

5

194.

Part II Long-Term Capital Gains and Losses – Assets Held More Than One Year

| 6a | (a) Description of property (Example: 100 shares 7% preferred of 'Z' Co) | (b) Date acquired (mo, day, yr) | (c) Date sold (mo, day, yr) | (d) Sales price | (e) Cost or other basis (see instructions) | (f) Gain or (loss) for the entire year Subtract (e) from (d) |
|-----------|---|---------------------------------------|-----------------------------------|--------------------|---|---|
| 26801.927 | JPM SHORT TERM DURATION BOND FD | 6/29/09 | 8/05/11 | 295,625. | 288,389. | 7,236. |
| 58894.207 | JPM SHORT TERM DURATION BOND FD | 6/29/09 | 9/27/11 | 647,836. | 633,702. | 14,134. |
| 19090.909 | JPM SHORT TERM DURATION BOND FD | 6/29/09 | 9/28/11 | 210,000. | 205,418. | 4,582. |
| 16601.841 | SELECTINVEST MULTISTRATEGY LTD | 6/01/07 | 5/01/11 | 165,920. | 166,018. | -98. |
| 6607.53 | SELECT INVEST MULTISTRATEGY LTD | 6/01/07 | 9/01/11 | 64,734. | 66,075. | -1,341. |

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b**6b**

6,164.

7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824**7****8** Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts**8****9** Capital gain distributions**9****10** Gain from Form 4797, Part I**10****11** Long-term capital loss carryover Enter the amount, if any, from line 14, of the 2010 Capital Loss Carryover Worksheet**11****12 Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on page 2

▶

12

30,677.

Part III Summary of Parts I and IICaution: Read the instructions *before* completing this part

| | (1) Beneficiaries' (see instructions) | (2) Estate's or trust's | (3) Total |
|--|--|----------------------------|--------------|
| 13 Net short-term gain or (loss) | 13 | 194. | 194. |
| 4 Net long-term gain or (loss): | | | |
| a Total for year | 14a | 30,677. | 30,677. |
| b Unrecaptured section 1250 gain (see line 18 of the worksheet in the instructions) | 14b | | |
| c 28% rate gain | 14c | | |
| 15 Total net gain or (loss). Combine lines 13 and 14a | 15 | 30,871. | 30,871. |

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

| | |
|---|-----------|
| 16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: | 16 |
| a The loss on line 15, column (3) or b \$3,000 | |

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, column (2) or line 14c, column (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34 is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, column (2) or line 14c, column (2) is more than zero.

| | | | |
|---|-----------|---------|--------|
| 17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) | 17 | 30,271. | |
| 18 Enter the smaller of line 14a or 15 in column (2) but not less than zero | 18 | 30,677. | |
| j Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) | 19 | | |
| 20 Add lines 18 and 19 | 20 | 30,677. | |
| 21 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- | 21 | 0. | |
| 22 Subtract line 21 from line 20. If zero or less, enter -0- | 22 | 30,677. | |
| 23 Subtract line 22 from line 17. If zero or less, enter -0- | 23 | 0. | |
| 24 Enter the smaller of the amount on line 17 or \$2,300 | 24 | 2,300. | |
| 25 Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the 'No' box. <input checked="" type="checkbox"/> No. Enter the amount from line 23 | 25 | 0. | |
| 26 Subtract line 25 from line 24 | 26 | 2,300. | |
| 27 Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 through 30, go to line 31 <input checked="" type="checkbox"/> No. Enter the smaller of line 17 or line 22 | 27 | 30,271. | |
| 28 Enter the amount from line 26 (If line 26 is blank, enter -0-) | 28 | 2,300. | |
| 29 Subtract line 28 from line 27 | 29 | 27,971. | |
| 30 Multiply line 29 by 15% (15) | 30 | | 4,196. |
| 31 Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) | 31 | | |
| 32 Add lines 30 and 31 | 32 | | 4,196. |
| 33 Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) | 33 | | 9,559. |
| 1 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) | 34 | | 4,196. |

Employer identification number

95-6051770

[illegible]

6,164.

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545 1709

► **File a separate application for each return.**

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

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

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

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only ☐*All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns***Enter filer's identifying number, see instructions**

| | | |
|--|---|---|
| Type or print File by the due date for filing your return. See instructions. | Name of exempt organization or other filer, see instructions | Employer identification number (EIN) or |
| | HELEN K. & JAMES S. COPLEY FOUNDATION | <input checked="" type="checkbox"/> 95-6051770 |
| | Number, street, and room or suite number. If a P.O. box, see instructions | Social security number (SSN) |
| | P. O. BOX 1530 | <input type="checkbox"/> |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions | |
| | LA JOLLA, CA 92038 | |

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

04

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

- The books are in the care of ► KIM KOCH -----

Telephone No ► (858) 454-0411 ----- FAX No ► -----

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for

- ☒ calendar year 20 11 or
- ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____

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

| | | | |
|---|-----------|----|--------|
| 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions | 3a | \$ | 2,348. |
| b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit | 3b | \$ | 1,348. |
| c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions | 3c | \$ | 1,000. |

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

CLIENT COPLEY

HELEN K. & JAMES S. COPLEY FOUNDATION

95-6051770

7/18/12

09 27PM

STATEMENT 1
FORM 990-PF, PART I, LINE 18
TAXES

| | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|--------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| TAXES & MISC | \$ 1,381. | \$ 1,381. | | |
| TOTAL | \$ 1,381. | \$ 1,381. | \$ 0. | \$ 0. |

STATEMENT 2
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

| | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|--------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| ACCOUNTING | \$ 4,250. | \$ 4,250. | | |
| INSURANCE | 3,298. | 3,298. | | |
| PAYROLL PROCESSING | 615. | 615. | | |
| TOTAL | \$ 8,163. | \$ 8,163. | \$ 0. | \$ 0. |

STATEMENT 3
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

| ITEM | (A) DESCRIPTION | (B) HOW ACQUIRED | (C) DATE ACQUIRED | (D) DATE SOLD |
|------|--|---------------------|----------------------|------------------|
| 1 | 26801.927 JPM SHORT DURATION BOND FD | PURCHASED | 6/29/2009 | 8/05/2011 |
| 2 | 58894.207 JPM SHORT DURATION BOND FD | PURCHASED | 6/29/2009 | 9/27/2011 |
| 3 | 19090.909 JPM SHORT DURATION BOND FD | PURCHASED | 6/29/2009 | 9/28/2011 |
| 4 | 4295.081 JPM SHORT DURATION BOND FD | PURCHASED | 1/01/2011 | 8/05/2011 |
| 5 | 469.429 JPM SHORT DURATION BOND FD | PURCHASED | 9/01/2011 | 9/27/2011 |
| 6 | 16601.841 SELECTINVEST MULTISTRATEGY LTD | PURCHASED | 6/01/2007 | 5/01/2011 |
| 7 | 6607.530 SELECTINVEST MULTISTRATEGY LTD | PURCHASED | 6/01/2007 | 9/01/2011 |
| 8 | MORGAN STANLEY LONG TERM CAP GAIN DISTRI | PURCHASED | VARIOUS | VARIOUS |

| ITEM | (E) GROSS SALES | (F) DEPREC. ALLOWED | (G) COST BASIS | (H) GAIN (LOSS) | (I) FMV 12/31/69 | (J) ADJ. BAS. 12/31/69 | (K) EXCESS (I) - (J) | (L) GAIN (LOSS) |
|------|-----------------------|---------------------------|----------------------|-----------------------|------------------------|------------------------------|----------------------------|-----------------------|
| 1 | 295,625. | | 288,389. | 7,236. | | | | \$ 7,236. |
| 2 | 647,836. | | 633,702. | 14,134. | | | | 14,134. |
| 3 | 210,000. | | 205,418. | 4,582. | | | | 4,582. |
| 4 | 47,375. | | 47,172. | 203. | | | | 203. |
| 5 | 5,164. | | 5,173. | -9. | | | | -9. |
| 6 | 165,920. | | 166,018. | -98. | | | | -98. |
| 7 | 64,734. | | 66,075. | -1,341. | | | | -1,341. |
| 8 | 6,164. | | 0. | 6,164. | | | | 6,164. |
| | | | | | | | TOTAL | \$ 30,871. |

CLIENT COPLEY

HELEN K. & JAMES S. COPLEY FOUNDATION

95-6051770

7/19/12

12 13PM

STATEMENT 4
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

| NAME AND ADDRESS | TITLE AND AVERAGE HOURS PER WEEK DEVOTED | COMPEN- SATION | CONTRI- BUTION TO EBP & DC | EXPENSE ACCOUNT/ OTHER |
|---|--|-------------------|----------------------------------|------------------------------|
| DAVID C. COPLEY PO BOX 1530 LA JOLLA, CA 92038 | PRESIDENT 0 | \$ 0. | \$ 0. | \$ 0. |
| ROBERT CROUCH PO BOX 1530 LA JOLLA, CA 92038 | VICE PRESIDENT 0 | 0. | 0. | 0. |
| CHARLES F. PATRICK PO BOX 1530 LA JOLLA, CA 92038 | VICE PRESIDENT 0 | 0. | 0. | 0. |
| DEAN DWYER PO BOX 1530 LA JOLLA, CA 92038 | TREASURER 0 | 0. | 0. | 0. |
| KIM KOCH PO BOX 1530 LA JOLLA, CA 92038 | SECRETARY 0 | 5,285. | 0. | 0. |
| TOTAL | | \$ 5,285. | \$ 0. | \$ 0. |

STATEMENT 5
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM: HELEN K AND JAMES S COPLEY GRANTS
NAME: KIM KOCH
CARE OF:
STREET ADDRESS: PO BOX 1530
CITY, STATE, ZIP CODE: LA JOLLA, CA 92038
TELEPHONE: (858) 454-0411
FORM AND CONTENT: LETTER OUTLINING SPECIFIC NEED WITH COPY OF TAX EXEMPT
CERTIFICATE, LIST OF BOARD/TRUSTEE MEMBERS, FINACIAL
BUDGETARY INFORMATION.
SUBMISSION DEADLINES: IS GENERALLY JAN 2, THE ANNUAL MEETING IS GENERALLY IN MAY
RESTRICTIONS ON AWARDS: FORMER RESTRICTIONS BASED ON CIRCULATION AREAS OF COPLEY
NEWSPAPERS ARE NO LONGER APPLICABLE DUE TO THE SALES OF
ALL COPLEY NEWSPAPERS. THUS, NO CURRENT RESTRICTIONS EXIST
FOR GRANT AWARDS.

**HELEN K. & JAMES S. COPLEY FOUNDATION
STATEMENT OF CHARITABLE CONTRIBUTIONS
FOR TWELVE MONTHS ENDED DECEMBER 31, 2011**

| <u>Payee Organization</u> | <u>Payment</u> |
|---|------------------------------|
| <u>Arts and Culture</u> | |
| Museum of Contemporary Art, San Diego | \$428,600.00 |
| Old Globe Theatre | \$10,000.00 |
| Playwrights Project | \$1,000.00 |
| San Diego History Center | \$5,000.00 |
| San Diego Opera | \$50,000.00 |
| San Diego Symphony | \$50,000.00 |
| Timken Museum of Art | \$10,000.00 |
| <i>Total Arts and Culture</i> | <u>\$554,600.00</u> |
| <u>Civic and Community</u> | |
| San Diego Crew Classic | \$75,000.00 |
| San Diego Public Library Foundation | \$666,667.00 |
| San Diego Rescue Mission Inc. | \$1,000.00 |
| The Zoological Society of San Diego | \$25,000.00 |
| <i>Total Civic and Community</i> | <u>\$767,667.00</u> |
| <u>Education</u> | |
| California Lutheran University | \$125.00 |
| Canterbury School Incorporated | \$1,000.00 |
| Menlo College | \$1,000.00 |
| Monarch School | \$10,000.00 |
| Reading Literacy Learning, Inc. | \$16,000.00 |
| <i>Total Arts and Culture</i> | <u>\$28,125.00</u> |
| <u>Human Services</u> | |
| ElderHelp of San Diego | \$1,000.00 |
| <i>Total Human Services</i> | <u>\$1,000.00</u> |
| <u>Medical and Health</u> | |
| Emilio Nares Foundation | \$1,000.00 |
| Sharp HealthCare Foundation | \$500,000.00 |
| <i>Total Medical and Health</i> | <u>\$501,000.00</u> |
| <u>Other</u> | |
| Aurora Cemetery Co. | \$750.00 |
| <i>Total Other</i> | <u>\$750.00</u> |
| <i>GRAND TOTAL</i> | <u>\$1,853,142.00</u> |

EXHIBIT XV(a)
Detail

Statement of Charitable Contributions

12/31/2011

Fiscal Year 2011

| <u>Recipient and/or Purpose</u> | <u>Tax Status</u> | <u>Amount Paid 2011</u> |
|--|----------------------------|-------------------------|
| Aurora Cemetery Company Spring Lake Cemetery 745 South Lincoln Avenue Aurora, IL 60505 <i>Improvement Fund Trust #157</i> \$7,500.00 2006 | Non-profit organization | \$750.00 |
| California Lutheran University 60 West Olsen Road Thousand Oaks, CA 91360 <i>m/g - D.Dwyer</i> \$ 125.00 2011 | 501c(3) | \$ 125.00 |
| Canterbury School Incorporated 101 Aspetuck Avenue New Milford, CT 06776-2825 <i>m/g - D.Copley</i> \$ 1,000.00 2011 | 501c(3) | \$ 1,000.00 |
| ElderHelp of San Diego 4069 30th Street San Diego, CA 92104 <i>Geriatric Member Care Manager</i> \$1,000.00 2011 | 501c(3) | \$ 1,000.00 |
| Emilio Nares Foundation P.O. Box 86165 | 501c(3) | \$ 1,000.00 |

| | | |
|--|---------|--------------|
| San Diego, CA 92138-6165 | | |
| <i>Healing T-Shirt Project</i> | | |
| \$1000.00 | | |
| 2011 | | |
| Menlo College | 501c(3) | \$ 1,000.00 |
| 1000 El Camino Real | | |
| Atherton, CA 94027-4301 | | |
| <i>m/g - D. Copley</i> | | |
| \$ 1,000.00 | | |
| 2011 | | |
| Monarch High School Project | 501c(3) | \$10,000.00 |
| 808 West Cedar Street | | |
| San Diego, CA 92101 | | |
| <i>After School Program</i> | | |
| \$10,000.00 | | |
| 2011 | | |
| Museum Of Contemporary Art, San Diego | 501c(3) | \$428,600.00 |
| 700 Prospect Street | | |
| La Jolla, CA 92037 | | |
| <i>21st Century Campaign-Downtown</i> | | |
| <i>Facility</i> | | |
| \$3,000,200.00 | | |
| 2004 | | |
| Old Globe Theatre | 501c(3) | \$ 10,000.00 |
| P. O. Box 122171 | | |
| San Diego, CA 92112 | | |
| <i>2011 Copley Directors' Fund</i> | | |
| \$ 10,000.00 | | |
| 2011 | | |
| Playwrights Project | 501c(3) | \$1,000.00 |
| 2590 Truxtun Road | | |
| Suite 202 | | |
| San Diego, CA 92106 | | |
| <i>Plays by Young Writers</i> | | |
| \$1,000.00 | | |

| | | | |
|------|---------|--------------|---|
| 2011 | 501c(3) | \$16,000.00 | Reading Literacy Learning, Inc. 4455 Federal Blvd., Suite #64 San Diego, CA 92102 <i>Annual Book Party - 2011</i> \$16,000.00 2011 |
| 2011 | 501c(3) | \$75,000.00 | San Diego Crew Classic 1875 Quivira Way, C-6 San Diego, CA 92109 <i>2011 Crew Classic</i> \$75,000.00 2011 |
| 2011 | 501c(3) | \$5,000.00 | San Diego History Center 1649 El Prado San Diego, CA 92101 <i>K-12 Education Programs</i> \$ 5,000.00 2011 |
| 2011 | 501c(3) | \$50,000.00 | San Diego Opera Association 1200 Third Avenue 18th Floor San Diego, CA 92101-4112 <i>2011-12 Student Night at the Opera</i> \$50,000.00 2011 |
| 2011 | 501c(3) | \$666,667.00 | San Diego Public Library Foundation 820 E Street San Diego, CA 92101-6478 <i>Central Library Building Project</i> \$2,000,000.00 2010 |
| 2010 | 501c(3) | \$1,000.00 | San Diego Rescue Mission Inc. P.O. Box 80427 San Diego, CA 92138-0427 |

| | | |
|---|---------|-----------------------|
| <i>Recovery Programs</i> | | |
| \$ 1,000.00 | | |
| 2011 | | |
| San Diego Symphony Orchestra | 501c(3) | \$50,000.00 |
| Association | | |
| Copley Symphony Hall | | |
| 1245 Seventh Avenue | | |
| San Diego, CA 92101 | | |
| <i>Underwrite Recital by Violinist Itzhak Perlman</i> | | |
| \$10,000.00 | | |
| 2011 | | |
| SHARP HealthCare San Diego, Inc. | 501c(3) | \$500,000.00 |
| 8695 Spectrum Center Boulevard | | |
| San Diego, CA 92123 | | |
| <i>The Campaign for Sharp HealthCare</i> | | |
| \$5,000,000.00 | | |
| 2005 | | |
| The Putnam Foundation | 509a(1) | \$10,000.00 |
| 1500 El Prado | | |
| Balboa Park | | |
| San Diego, CA 92101 | | |
| <i>Robert Wilson Video Portraits</i> | | |
| \$10,000.00 | | |
| 2011 | | |
| The Zoological Society of San Diego | 501c(3) | \$25,000.00 |
| P. O. Box 120551 | | |
| San Diego, CA 92112-0551 | | |
| <i>Tiger Trail</i> | | |
| \$25,000.00 | | |
| 2011 | | |
| Grand Totals (20 items) | | \$1,853,142.00 |

HELEN K. & JAMES S. COPLEY FOUNDATION
December 31, 2011
Schedule of Unpaid Charitable Pledges

| | TOTAL PLEDGE | BALANCE DUE | PAYABLE 2012 | PAYABLE 2013 | PAYABLE 2014 | PAYABLE 2015 |
|---|-----------------|----------------|-----------------|-----------------|-----------------|-----------------|
| Copley Family YMCA (Quarterly)* | 3,200,000 | 3,000,000 | 1,000,000 | 2,000,000 | - | - |
| SHARP Healthcare Foundation | 5,000,000 | 1,500,000 | 500,000 | 500,000 | 500,000 | - |
| San Diego Public Library Foundation** (pd in Aug) | 2,000,000 | 666,666 | 666,666 | - | - | - |
| Aurora Cemetery (Paid annually in Dec) | - | 3,000 | 750 | 750 | 750 | 750 |
| Grand Totals | \$10,200,000 | \$5,169,666 | \$2,167,416 | \$2,500,750 | \$500,750 | \$750 |

* Must start construction no later than August 2012.

** Second payment due one year from construction start date of August 2010. Last payment due at project completion.