Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation
PORTER E. & HELENMAE THOMPSON FOUNDATION

A Employer identification number
94-2831112

Number and street (or P O box number if mail is not delivered to street address)
P.O. BOX 417

Room/suite

B Telephone number
(925)284-1653

City or town, state, and ZIP code
LAFAYETTE, CA 94549

C If exemption application is pending, check here ▶☐

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

D 1. Foreign organizations, check here ▶☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 2,826,977.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

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

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue 1 Contributions, gifts, grants, etc., received			N/A	
2 Check ▶ ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	97,565.	97,565.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	18,616.			
b Gross sales price for all assets on line 6a 397,515.				
7 Capital gain net income (from Part IV, line 2)		18,616.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	18,966.	18,966.		STATEMENT 2
12 **Total.** Add lines 1 through 11	135,147.	135,147.		
Operating and Administrative Expenses 13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 3	6,500.	0.		0.
c Other professional fees				
17 Interest				
18 Taxes STMT 4	2,341.	2,341.		0.
19 Depreciation and depletion	622.	622.		
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 5	1,434.	1,374.		0.
24 **Total operating and administrative expenses.** Add lines 13 through 23	10,897.	4,337.		0.
25 Contributions, gifts, grants paid	187,000.			187,000.
26 **Total expenses and disbursements.** Add lines 24 and 25	197,897.	4,337.		187,000.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-62,750.			
b **Net investment income** (if negative, enter -0-)		130,810.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

			Beginning of year	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	964,413.	687,468.	687,468.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations STMT 6	124,229.	104,127.	104,126.
	b	Investments - corporate stock STMT 7	609,015.	701,604.	739,406.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 8	1,154,269.	1,295,977.	1,295,977.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	2,851,926.	2,789,176.	2,826,977.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	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.**			
	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	1,782,289.	1,782,289.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	1,069,637.	1,006,887.	
	30	**Total net assets or fund balances**	2,851,926.	2,789,176.	
	31	**Total liabilities and net assets/fund balances**	2,851,926.	2,789,176.	

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	2,851,926.
2	Enter amount from Part I, line 27a	2	-62,750.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,789,176.
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	2,789,176.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
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	397,515.		378,899.	18,616.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				18,616.

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	18,616.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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	192,309.	3,299,384.	.058286
2009	193,712.	3,291,390.	.058854
2008	207,764.	3,887,640.	.053442
2007	209,000.	3,965,869.	.052700
2006	199,000.	3,765,580.	.052847

2 **Total** of line 1, column (d)	2	.276129
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	.055226
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	3,373,110.
5 Multiply line 4 by line 3	5	186,283.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,308.
7 Add lines 5 and 6	7	187,591.
8 Enter qualifying distributions from Part XII, line 4	8	187,000.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ **(attach copy of letter if necessary-see instructions)** **b** Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b **c** All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			1	2,616.
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	2,616.
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	2,616.
6 Credits/Payments:				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,000.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	2,000.
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	616.
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-A Statements Regarding Activities

		Yes	No
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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
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		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	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		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?	6	X	
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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ BURR PILGER MAYER, INC Telephone no ▶(650) 855-6800

Located at ▶2000 UNIVERSITY AVENUE, SUITE 201, EAST PALO ALTO ZIP+4 ▶94303

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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 ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶☐			
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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

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

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

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

(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
BARBARA J. CADLE 4500 CANYON ROAD LAFAYETTE, CA 94549	PRESIDENT 0.40	0.	0.	0.
CAROLYN CADLE 1027 CURTIS STREET ALBANY, CA 94706	TREASURER 0.10	0.	0.	0.
SUZANNE CADLE GLAUBITZ 727 ALTA VISTA MILL VALLEY, CA 94941	SECRETARY 0.10	0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	2,700,558.
b	Average of monthly cash balances		1b	723,919.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	3,424,477.
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	3,424,477.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	51,367.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	3,373,110.
6	**Minimum investment return.** Enter 5% of line 5		6	168,656.

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	168,656.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 2,616.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	2,616.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	166,040.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	166,040.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	166,040.

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	187,000.
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	187,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	187,000.

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

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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					166,040.
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only				0.	
b Total for prior years: ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2011:					
a From 2006	14,067.				
b From 2007	19,475.				
c From 2008	19,854.				
d From 2009	31,718.				
e From 2010	30,722.				
f Total of lines 3a through e		115,836.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 187,000.					
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					166,040.
e Remaining amount distributed out of corpus		20,960.			
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		136,796.			
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 instr.				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)		0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7		14,067.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		122,729.			
10 Analysis of line 9:					
a Excess from 2007	19,475.				
b Excess from 2008	19,854.				
c Excess from 2009	31,718.				
d Excess from 2010	30,722.				
e Excess from 2011	20,960.				

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

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

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 XV **Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)**

1 **Information Regarding Foundation Managers:**

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

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 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 ATTACHMENT A				187,000.
Total			▶ 3a	187,000.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Form **990-PF** (2011)

123611 12-02-11

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) 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					
4 Dividends and interest from securities			14	97,565.	
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			15	18,966.	
8 Gain or (loss) from sales of assets other than inventory			18	18,616.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		135,147.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 135,147.

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

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

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

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

▶ Barbara ▶ 15 MAY 2012 ▶ PRESIDENT

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CAROLYN R. AMSTER	Carolyn R. Amster	5/14/12		P00189994

Firm's name ▶ BURR PILGER MAYER, INC.

Firm's EIN ▶ 26-3839190

Firm's address ▶ 2000 UNIVERSITY AVENUE, SUITE 201
EAST PALO ALTO, CA 94303

Phone no. (650) 855-6800

CONTINUATION FOR 990-PF, PART IV

PORTER E. & HELENMAE THOMPSON FOUNDATION 94-2831112 PAGE 1 OF 1

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	97,000 SHS BANK OF AMERICA	P	06/01/10	12/16/11
b	300 SHS BANK OF AMERICA	P	10/30/09	12/21/11
c	500 SHS HEWLETT PACKARD CO	P	03/30/11	12/21/11
d	3,102 SHS AMERICAN CAP WLD	P	VARIOUS	12/21/11
e	95,000 SHS GE CAPITAL FINANCIAL	P	10/30/08	11/07/11
f	200 SHS KROGER CO	P	11/20/09	09/01/11
g	20,000 SHS US TREASURY	P	05/04/06	05/02/11
h	2,000 SHS ARCHER DANIELS MIDLD	P	07/02/04	05/10/11
i	CAPITAL GAINS DIVIDENDS			
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	97,000.		97,000.	0.
b	1,471.		4,546.	-3,075.
c	12,453.		20,878.	-8,425.
d	97,448.		103,731.	-6,283.
e	95,000.		95,000.	0.
f	4,583.		4,657.	-74.
g	20,000.		19,882.	118.
h	65,757.		33,205.	32,552.
i	3,803.			3,803.
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				0.
b				-3,075.
c				-8,425.
d				-6,283.
e				0.
f				-74.
g				118.
h				32,552.
i				3,803.
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	18,616.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ACCRUED INTEREST	113.	0.	113.
ADAMS EXPRESS CAPITAL GAIN	48.	48.	0.
DELAWARE DIVERSIFIED CAPITAL GAIN	1,500.	1,500.	0.
ENERGY TRANSFER PARTNERS, LP DIVIDENDS	1,820.	0.	1,820.
ENERGY TRANSFER PARTNERS, LP INTEREST	16.	0.	16.
FIRST EAGLE CAPITAL GAIN	1,675.	1,675.	0.
FOREIGN DIVIDENDS	5,071.	0.	5,071.
MERRILL LYNCH DIVIDENDS	74,179.	0.	74,179.
MERRILL LYNCH INTEREST	8,466.	0.	8,466.
MERRILL LYNCH US BOND INTEREST	7,898.	0.	7,898.
SABINE GAS ROYALTY TRUST INTEREST	2.	0.	2.
TEMPLETON CAPITAL GAIN	580.	580.	0.
TOTAL TO FM 990-PF, PART I, LN 4	101,368.	3,803.	97,565.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
SABINE GAS ROYALTY INCOME	22,179.	22,179.	
ENERGY TRANSFER PARTNERS, LP	-3,213.	-3,213.	
TOTAL TO FORM 990-PF, PART I, LINE 11	18,966.	18,966.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	6,500.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	6,500.	0.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES ON DIVIDENDS	713.	713.		0.
SEVERANCE TAX ON ROYALTIES	1,628.	1,628.		0.
TO FORM 990-PF, PG 1, LN 18	2,341.	2,341.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WCMA ANNUAL SERVICE CHARGE	300.	300.		0.
FILING FEES	60.	0.		0.
OTHER ADMINISTRATION EXPENSE	350.	350.		0.
ADMINISTRATION EXPENSE ON ROYALTIES	724.	724.		0.
TO FORM 990-PF, PG 1, LN 23	1,434.	1,374.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
FNMA P100042/P250004	X		260.	259.
GNM P247744	X		1,241.	1,241.
GNM P296513	X		70.	70.
GNM P518088	X		1,311.	1,311.
US TREASURY BONDS	X		101,245.	101,245.
TOTAL U.S. GOVERNMENT OBLIGATIONS			104,127.	104,126.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			104,127.	104,126.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ABBOTT LABS	20,302.	20,302.
BOEING	13,752.	13,752.
BRISTOL MEYERS	21,175.	21,175.
CHEVRON	31,335.	31,335.
CONAGRA	14,692.	0.
DU PONT	11,640.	11,640.
DUKE ENERGY/SPECTRA ENERGY	8,845.	8,845.
ENERGY TRANSFERS PARTNERS	14,383.	19,694.
FORTUNE BRANDS	3,905.	3,905.
FPL GROUP/NEXTERA ENERGY	11,849.	11,849.
HOME DEPOT	13,834.	13,834.
INTEL	9,555.	9,555.
JOHNSON & JOHNSON	24,631.	24,631.
LOWES	12,305.	12,305.
MONSANTO	14,271.	14,271.
NEW JERSEY RESOURCE	12,361.	12,361.
NOVARTIS	27,577.	27,577.
PAYCHEX	9,628.	9,628.
PEPSICO	26,130.	26,130.
PROCTER GAMBLE	54,085.	54,085.
PROGRESS ENERGY	12,850.	12,850.
PUBLIC SERVICE ENTERPRISE	63,984.	63,984.
REPUBLIC SERVICES	26,792.	26,792.
ROYAL DUTCH	29,788.	29,788.
SABINE ROYALTY	13,304.	60,487.
SANOFI AVENTIS	11,020.	11,020.
WALGREEN	30,589.	30,589.
WALMART STORES	9,813.	9,813.
WELLS FARGO	8,425.	8,425.
DOW CHEMICAL CO	22,251.	22,251.
EMERSON ELEC CO	29,167.	29,167.
ILLINOIS TOOL WORKS	20,945.	20,945.
MC CORMICK	22,523.	22,523.
TARGET CORP	15,331.	15,331.
UNITED TECHS CORP	28,567.	28,567.
TOTAL TO FORM 990-PF, PART II, LINE 10B	701,604.	739,406.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ADAMS EXPRESS	COST	1,153.	1,153.
AMERICAN WASHINGTON	COST	131,631.	131,631.
BLACK ROCK	COST	108,471.	108,471.
CLOUGH	COST	95,633.	95,633.
DELAWARE DIVERSIFIED	COST	111,397.	111,397.
FIDELITY FLOATING	COST	102,555.	102,555.
FIRST EAGLE	COST	113,779.	113,779.
FIRST TR	COST	109,263.	109,263.
LOOMIS SAYLES	COST	107,933.	107,933.
PIMCO	COST	109,276.	109,276.
NFJ DIV	COST	100,900.	100,900.
TEMPLETON GLOBAL	COST	104,359.	104,359.
VANGUARD DIV	COST	99,627.	99,627.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,295,977.	1,295,977.

PORTER E. AND HELENMAE THOMPSON FOUNDATION

DONATIONS: 2011

Aldea, Inc. P.O. Box 841, Napa, CA 94559	*Children and Family Services	$7,000
Alzheimer's Association Northern California & Northern Nevada 1060 La Avenida Street, Mountain View, CA 94043	*Research and Support Services for Alzheimer's Disease	$9,000
American Cancer Society 601 Montgomery Street, Suite 650, San Francisco, CA 94111	*Research and Education for Cancer	$4,000
American Heart Association 100 Montgomery Street, Suite 650, San Francisco, CA 94111	*Education and Research for Heart Disease	$4,000
Army Emergency Relief 200 Stovall Street, Alexandria, VA 22332	*Emergency Funding to Military Personnel	$3,000
Blue Cloud Mission c/o Blue Cloud Abbey, P.O. Box 98, Marvin SD 57251-0098	*Monastery with an active community ministry	$3,000
Boston College Office of University Advancement 140 Commonwealth Avenue, Chestnut Hill, MA 02467-3819	*Newton College Alumnae Professorship in Western Culture	$3,000
California Pacific Medical Center 2015 Steiner Street, San Francisco, CA 94115	* Community Healthcare Services	$4,000
Disabled American Veterans Charitable Service Trust 3725 Alexandria Pike, Cold Springs, KY 41076	*Supports those injured in military service	$3,000
Doctors Without Borders P.O. Box 5023, Hagerstown, MD 21741-5023	*Medical Relief Organization	$5,000
Epiphany Center 100 Masonic Avenue, San Francisco, CA 94118	*Mental Health Care for Children and Families	$3,000
First Graduate Presidio of San Francisco, P O. Box 29415, San Francisco, CA94129	*Mentors Low Income Students during High School	$4,000
Galapagos Conservancy 11150 Fairfax Blvd, Suite 408 Fairfax, VA 22030	*Conservation of the Ecosystem of the Galapagos Islands	$4,000
Glide Memorial Foundation 330 Ellis Street, San Francisco, CA 94102	*Community Service	$5,000
Greenbelt Alliance 631 Howard Street, Suite 510, San Francisco, CA 94105	*Protection of Open Spaces in the San Francisco Bay Area	$4,000

Guide Dogs for the Blind, Inc. P. O. Box 151200, San Rafael, CA 94915-1200	*Free service and guide dogs for those with vision loss	$3,000
Habitat for Humanity - East Bay 2619 Broadway, Oakland, CA 94612	*Builds houses for those in need	$5,000
The High Desert Museum 59800 S. Highway 97, Bend, OR 977702-7963	*Regional Museum	$3,000
Learning Ally (formerly Recording for the Blind & Dyslexic) 20 Roszel Road, Princeton, NJ 08540	*Provides textbooks to the blind & dyslexic	$2,000
Lita of Contra Costa County c/o Director, V. Ryan, P O. Box 121 Port Costa, CA 94569	*Provides volunteers for the elderly and disabled	$2,000
Little Sisters of the Poor 300 Lake Street, San Francisco, CA 94124	*Provides housing for the elderly	$3,000
Meals on Wheels of San Francisco 1375 Fairfax Avenue, San Francisco, CA 94124	*Provides meals for isolated seniors	$9,000
The Myelin Project Headquarters 1400 Wallace Blvd., Suite 258, Amarillo TX 79106	*Research for Multiple Sclerosis	$7,000
The Nature Conservancy 201 Mission Street, 4th Floor, San Francisco, CA 94105	*Environmental Conservation	$3,000
The Foundation for Neurologic Diseases Montel Williams MS Research Fund, 10 State St., Newburyport, MA 01950	*Research for Multiple Sclerosis	$7,000
Queen of the Valley Hospital Foundation 1000 Trancas Street, P. O. Box 2069, Napa, CA 94102	*Community healthcare services	$4,000
Regions Hospital - Alzheimer's Research Center 640 Jackson Street, St. Paul, MN 55101-2595		$9,000
St. Anthony's Foundation 150 Golden Gate Avenue, San Francisco, CA 94102	*Provides food, clothing and healthcare to poor	$15,000
St. Elisabeth Seton School 1095 Channing Avenue, Palo Alto, CA 94301	*Provides elementary education to underprivileged children	$2,000
St. Mary's Medical Foundation 450 Stanyan Street, San Francisco, CA94117-1079	*Community healthcare services	$4,000
Salvation Army - Golden State Division 832 Folsom Street, San Francisco, CA 94107	*Provides food, clothing and shelter to the needy	$9,000
San Francisco Food Bank 900 Pennsylvania Avenue, San Francisco, CA 94109	*Distributes food to individuals and families in need	$9,000
San Francisco Senior Center 890 Beach Street, San Francisco, CA 94109	*Programs and services for Seniors	$3,000

Second Start Adult Literacy Program Oakland Public Library, 1801 Adeline Street Oakland, CA 94607	*tutors functionally illiterate adults	$3,000
Services for Seniors, Inc. 1525 Post Street, San Francisco, CA 94109	*Programs and Services for Seniors	$3,000
Special Olympics - Northern California 3480 Buskirk Avenue, Suite 340, Pleasant Hill, CA 94523	*sports training and competitions for the developmentally handicapped	$3,000
Sutter VNA & Hospice 1900 Powell Street, Suite 300, Emeryville, CA 94720-1722	*Provides home care for the terminally ill	$5,000
University of California Engineering Fund College of Engineering, University of California, Mc Laughlin Hall #1722, Berkeley, CA 94720-1722	*Provides Engineering Scholarships	$9,000
Total Donations		$187,000