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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 01-01-2011 , and ending 12-31-2011

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation
WILLIAM G GILMORE FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)
1660 BUSH STREET NO 300

City or town, state, and ZIP code
SAN FRANCISCO, CA 94109

A Employer identification number
94-6079493

B Telephone number (see page 10 of the instructions)
(415) 561-6540

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 ☐

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, col. (c), line 16)
\$ 21,489,288

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 page 11 of the instructions))		(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 (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	19,656	19,656		
	4 Dividends and interest from securities.	457,976	457,976		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	903,146			
	b Gross sales price for all assets on line 6a _____ 5,211,569				
	7 Capital gain net income (from Part IV, line 2)		903,146		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	26,592	192		
	12 Total. Add lines 1 through 11	1,407,370	1,380,970		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	20,150	8,583		6,483
	c Other professional fees (attach schedule)	83,404	8,340		66,723
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	12,940	0		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	70,044	70,044		0
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	8,229	0		0
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	194,767	86,967		73,206
	25 Contributions, gifts, grants paid	1,598,500			1,598,500
	26 Total expenses and disbursements. Add lines 24 and 25	1,793,267	86,967		1,671,706
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-385,897			
	b Net investment income (if negative, enter -0-)		1,294,003		
	c Adjusted net income (if negative, enter -0-)				

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	33,172	39,687	39,687
	2	Savings and temporary cash investments	1,886,648	453,037	453,037
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	21,139,696	20,981,700	20,981,700
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	9,409	14,864	14,864	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	23,068,925	21,489,288	21,489,288	
Liabilities	17	Accounts payable and accrued expenses	8,395	8,395	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	56,000	45,000	
	23	Total liabilities (add lines 17 through 22)	64,395	53,395	
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	23,004,530	21,435,893	
	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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	23,004,530	21,435,893	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	23,068,925	21,489,288		

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	23,004,530
2	Enter amount from Part I, line 27a	2	-385,897
3	Other increases not included in line 2 (itemize) ▶ _____	3	8,307
4	Add lines 1, 2, and 3	4	22,626,940
5	Decreases not included in line 2 (itemize) ▶ _____	5	1,191,047
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	21,435,893

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)
1 a	PUBLICLY TRADED SECURITIES	P		
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 5,211,569		4,308,423	903,146
b			
c			
d			
e			

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			903,146
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	903,146
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	1,341,873	21,685,930	0 061878
2009	1,310,047	19,849,297	0 066000
2008	1,515,473	24,837,312	0 061016
2007	1,598,162	30,317,444	0 052714
2006	1,379,920	28,884,789	0 047773

2 Total of line 1, column (d).	2	0 289381
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 057876
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	22,707,224
5 Multiply line 4 by line 3.	5	1,314,203
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	12,940
7 Add lines 5 and 6.	7	1,327,143
8 Enter qualifying distributions from Part XII, line 4.	8	1,671,706

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	12,940
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3		Add lines 1 and 2.		3	12,940
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	12,940
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	23,800	
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	23,800
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	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	10,860
11		Enter the amount of line 10 to be Credited to 2012 estimated tax	10,860	Refunded	0

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0 (2) On foundation managers \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		No
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address WWW PFS-LLC NET/GILMORE				
14	The books are in care of PACIFIC FOUNDATION SERVICES LLC Telephone no (415) 561-6536 Located at 1660 BUSH STREET SUITE 300 SAN FRANCISCO CA ZIP +4 94109			
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			
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	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country 				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ☐	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?. ☐ Yes ☒ No If "Yes," list the years 20__ , 20__ , 20__ , 20__			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20__ , 20__ , 20__ , 20__			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ 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 page 22 of the 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	☐	5b	
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	☐ Yes ☐ No		
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? <i>If "Yes" to 6b, file Form 8870.</i>		6b	No
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?		7b	

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WILLIAM MACKEY 1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109	SECRETARY 1 00	0	0	0
DAVID JUBB 1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109	VICE PRESIDENT 1 00	0	0	0
BOB BORTON 1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109	PRESIDENT 1 00	0	0	0
MARY LEE BOKLUND 1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109	TREASURER/CFO 1 00	0	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
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 page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
PACIFIC FOUNDATION SERVICES LLC	FOUNDATION MANAGEMENT	83,404
1660 BUSH STREET SUITE 300 SAN FRANCISCO,CA 94109		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

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

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

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	21,522,900
b	Average of monthly cash balances.	1b	1,530,119
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	23,053,019
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	23,053,019
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	345,795
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	22,707,224
6	Minimum investment return. Enter 5% of line 5.	6	1,135,361

Part XI

Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☒ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	1,135,361
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	12,940
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	12,940
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,122,421
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,122,421
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,122,421

Part XII

Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	1,671,706
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	1,671,706
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	12,940
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,658,766
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,122,421
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.				
b From 2007.				
c From 2008.				760,399
d From 2009.				333,784
e From 2010.				277,958
f Total of lines 3a through e.	1,372,141			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,671,706				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2011 distributable amount.				1,122,421
e Remaining amount distributed out of corpus	549,285			
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	1,921,426			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,921,426			
10 Analysis of line 9				
a Excess from 2007.				
b Excess from 2008.				760,399
c Excess from 2009.				333,784
d Excess from 2010.				277,958
e Excess from 2011.				549,285

Part XIV

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV

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

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

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

ERIC L SLOAN SENIOR PROGRAM OFFICER
1660 BUSH STREET SUITE 300
SAN FRANCISCO, CA 94109
(415) 561-6540

b

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

FOR GUIDELINES AND MORE INFORMATION ABOUT THIS FOUNDATION, SEE WWW PFS-LLC NET

c

Any submission deadlines

FOR GUIDELINES AND MORE INFORMATION ABOUT THIS FOUNDATION, SEE WWW PFS-LLC NET

d

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

FOR GUIDELINES AND MORE INFORMATION ABOUT THIS FOUNDATION, SEE WWW PFS-LLC NET

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	1,598,500
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments.					
3	Interest on savings and temporary cash investments			14	19,656	
4	Dividends and interest from securities.			14	457,976	
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.			18	192	
8	Gain or (loss) from sales of assets other than inventory			18	903,146	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory.					
11	Other revenue a <u>SUBLEASE RENTAL INCOME</u>			01	26,400	
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e).		0		1,407,370	0
13	Total. Add line 12, columns (b), (d), and (e).			13		1,407,370

[illegible]

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

[illegible]

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

[illegible]

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 or fiduciary) is based on all information of which preparer has any knowledge			
	*****		2012-08-14	*****
	Signature of officer or trustee		Date	Title
	Preparer's Signature NASI RAISSIAN		Date	Check if self-employed ☒ PTIN P01023106
Paid Preparer's Use Only	Firm's name ▶ ROBERT LEE & ASSOCIATES LLP		Firm's EIN ▶ 27-1155496	
	226 AIRPORT PARKWAY SUITE 350		Phone no (408) 855-6770	
	Firm's address ▶ SAN JOSE, CA 95110			

May the IRS discuss this return with the preparer shown above? See instructions ☐ Yes ☐ No

Additional Data

Software ID:

Software Version:

EIN: 94-6079493

Name: WILLIAM G GILMORE FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ACCESS INSTITUTE FOR PSYCHOLOGICAL SERVICES110 GOUGH STREET SUITE 301 SAN FRANCISCO, CA 94102		501(C)(3)	TOWARD CORE OPERATING SUPPORT FOR ACCESS INSTITUTES ELDER PSYCHOTHERAPY PROGRAM	10,000
AIM HIGH FOR HIGH SCHOOLPO BOX 410715 SAN FRANCISCO, CA 94141		501(C)(3)	TO SUSTAIN PROGRAM	20,000
ALAMEDA COUNTY LIBRARY FOUNDATION2450 STEVENSON BLVD FREMONT, CA 94538		501(C)(3)	TO PURCHASE BOOKS FOR START WITH A STORY PROGRAM	5,000
AMBULATORY SURGERY ACCESS COALITION (OPERATION ACCESS)115 SANSOME STREET SUITE 1205 SAN FRANCISCO, CA 94104		501(C)(3)	TO IMPROVE ACCESS TO SURGICAL AND SPECIALTY CARE FOR LOW-INCOME, UNINSURED INDIVIDUALS	10,000
AT THE CROSSROADS333 VALENCIA STREET SUITE 320 SAN FRANCISCO, CA 94103		501(C)(3)	TO SUPPORT WORK WITH HOMELESS YOUTH	20,000
BERKELEY FOOD AND HOUSING PROJECT2362 BANCROFT WAY BERKELEY, CA 94704		501(C)(3)	GENERAL OPERATING SUPPORT	20,000
BERKELEY YOUTH LIVING WITH DISABILITIES2110 7TH STREET BERKELEY, CA 94710		501(C)(3)	GENERAL OPERATING SUPPORT	2,000
BIG BROTHERS BIG SISTERS OF SANTA CLARA CITY INC731 MARKET STREET SUITE 600 SAN FRANCISCO, CA 94103		501(C)(3)	TO HELP SUSTAIN SERVICE TO THE BAY AREA COMMUNITY	3,000
BLANCHET HOUSE OF HOSPITALITY340 NW GLISAN ST PORTLAND, OR 97209		501(C)(3)	SOUP KITCHEN	10,000
BLANCHET HOUSE OF HOSPITALITY340 NW GLISAN ST PORTLAND, OR 97209		501(C)(3)	SOUP KITCHEN	25,000
BOARD OF TRUSTEES OF THE GLIDE FOUNDATION330 ELLIS STREET SAN FRANCISCO, CA 94102		501(C)(3)	GENERAL OPERATING SUPPORT	10,000
BOYS & GIRLS AID SOCIETY OF OREGON018 SW BOUNDRY COURT PORTLAND, OR 97239		501(C)(3)	GENERAL OPERATING SUPPORT	10,000
BOYS & GIRLS CLUBS OF OAKLAND3300 HIGH STREET OAKLAND, CA 94619		501(C)(3)	YOUTH DEVELOPMENT PROGRAM AND ACTIVITIES	5,000
BOYS & GIRLS CLUBS OF SAN FRANCISCO55 HAWTHORNE STREET SUITE 600 SAN FRANCISCO, CA 94105		501(C)(3)	TO SUPPORT THE PROGRAMS THAT PROMOTE ACADEMIC SUCCESS	10,000
BUSINESSES UNITED IN INVESTING LENDING AND DEVELOPMENT (BUILD)3 TWIN DOLPHIN DRIVE SUITE 375 REDWOOD CITY, CA 94065		501(C)(3)	EAST OAKLAND YOUTH BUSINESS AND ACADEMIC INCUBATOR	10,000
CALIFORNIA SUMMER MUSIC236 WEST PORTAL AVE 104 SAN FRANCISCO, CA 94127		501(C)(3)	FOR NEED-BASED SCHOLARSHIPS	5,000
CATLIN GABEL SCHOOL8825 SW BARNES RD PORTLAND, OR 97225		501(C)(3)	FINANCIAL AID SUPPORT	37,500
CATLIN GABEL SCHOOL8825 SW BARNES RD PORTLAND, OR 97225		501(C)(3)	FOR LOWER SCHOOL ROOM	50,000
CAZADERO PERFORMING ARTS CAMPPPO BOX 7908 BERKELEY, CA 94707		501(C)(3)	TO SUPPORT JUMPSTART IN MUSIC PROGRAM	10,000
CHILDREN'S HEALING ART PROJECT25 NW 23RD PLACE SUITE 6 BOX 155 PORTLAND, OR 97210		501(C)(3)	TO SUPPORT CHAP'S ART PROGRAMS IN THE HOSPITALS AND AT THE ART FACTORY FOR CRITICALLY/CHRONICALLY-ILL, DISABLED AND HEALING CHILDREN AND THEIR FAMILIES	10,000
CITY OF OAKLAND (OAKLAND PUBLIC LIBRARY)125 14TH STREET OAKLAND, CA 94612		501(C)(3)	GENERAL SUPPORT OF OAKLAND PUBLIC LIBRARY'S CHILDREN'S SERVICES UNIT	5,000
CITY YOUTH NOW375 WOODSIDE AVENUE SAN FRANCISCO, CA 94127		501(C)(3)	INDIVIDUAL GRANT REQUEST PROGRAM AND THE INTERNSHIP PROGRAM	10,000
CLAUSEN HOUSE INC88 VERNON STREET OAKLAND, CA 94610		501(C)(3)	INDEPENDENT LIVING SERVICES (ILS) FOR 40 ADULTS WITH DEVELOPMENTAL DISABILITIES IN OAKLAND	10,000
COLLEGE TRACK117 BROADWAY OAKLAND, CA 94607		501(C)(3)	TO FUND DIRECT SERVICES IN SAN FRANCISCO TO INCREASE STUDENTS ATTENDING PROGRAM	10,000
COMMUNITY HOUSING PARTNERSHIPADMINISTRATIVE OFFICE 280 TURK ST SAN FRANCISCO, CA 94102		501(C)(3)	TO SUSTAIN AND ADVANCE WORK TO EXPAND HOUSING AND SERVICES TO FORMERLY HOMELESS INDIVIDUALS	10,000
COMMUNITY MUSIC CENTER544 CAPP STREET SAN FRANCISCO, CA 94110		501(C)(3)	GENERAL OPERATING SUPPORT	5,000
COMPASS COMMUNITY SERVICES49 POWELL ST 3RD FLOOR SAN FRANCISCO, CA 94102		501(C)(3)	TO HELP CCC CONTINUE TO PROVIDE EARLY CHILDHOOD CARE AND EDUCATION TO HOMELESS AND VERY LOW-INCOME CHILDREN	10,000
CORO NORTHERN CALIFORNIA INC601 MONTGOMERY STREET SUITE 800 SAN FRANCISCO, CA 94111		501(C)(3)	TO RENEW ITS INVESTMENT IN THE CORO EXPLORING LEADERSHIP YOUTH PROGRAM	5,000
COVENANT HOUSE CALIFORNIA 200 HARRISON ST OAKLAND, CA 94612		501(C)(3)	TO SUSTAIN CONTINUUM OF CARE IN OAKLAND	10,000
THE CRUCIBLE1260 7TH STREET OAKLAND, CA 94607		501(C)(3)	TO SUPPORT YOUTH INDUSTRIAL ARTS EDUCATION PROGRAM	5,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
DIABETIC YOUTH FOUNDATION 5167 CLAYTON ROAD SUITE F CONCORD,CA 94521		501(C)(3)	FOR DIABETES RESIDENTIAL EDUCATION PROGRAM	10,000
DOERNBECHER CHILDREN'S HOSPITAL FOUNDATION 1121 SW SALMON SUITE 101 PORTLAND,OR 97205		501(C)(3)	TO SUPPORT DOERNBECHER'S PEDIATRIC CANCER PHASE 1 AND 2 CLINICAL TRIAL PROGRAM	25,000
THE DOUGY CENTER PO BOX 86852 3909 SE 52ND AVE PORTLAND,OR 97286		501(C)(3)	TO BUILD NEW MAIN FACILITY FOR THE DOUGY CENTER	50,000
EAST OAKLAND COMMUNITY PROJECT 7515 INTERNATIONAL BLVD OAKLAND,CA 94621		501(C)(3)	TO SUPPORT THE EOCP EMERGENCY HOUSING PROGRAM	10,000
EAST PALO ALTO TENNIS AND TUTORING PO BOX 60597 PALO ALTO,CA 94306		501(C)(3)	HELP ITS STRUGGLING READERS WITH THE READING CURRICULUM, JUSTREAD	10,000
EDGEWOOD CENTER FOR CHILDREN AND FAMILIES 1801 VICENTE STREET SAN FRANCISCO,CA 94116		501(C)(3)	GENERAL OPERATING SUPPORT	10,000
EDWARDS CENTER 20250 SW KINNAMAN RD ALOHA,OR 97007		501(C)(3)	FOR THE COMMUNITY CENTER RENOVATION	35,000
EXPLORATORIUM 3601 LYON STREET SAN FRANCISCO,CA 94123		501(C)(3)	TO SUPPORT MUSEUM'S CORE PROGRAMS AND HELP PROVIDE EDUCATIONAL OPPORTUNITIES FOR BAY AREA YOUTH	20,000
FAMILY HOUSE INC 50 IRVING STREET SAN FRANCISCO,CA 94122		501(C)(3)	OPERATING COSTS IN FISCAL YEAR 2012	10,000
FIRST BAPTIST CHURCH 909 SW 11TH AVE PORTLAND,OR 97205		501(C)(3)	TO SUPPORT THE DOWNTOWN SOUP KITCHEN	25,000
FIRST BAPTIST CHURCH 909 SW 11TH AVE PORTLAND,OR 97205		501(C)(3)	FOR THE DOWNTOWN SOUP KITCHEN	15,000
FIRST PLACE FOR YOUTH 519 17TH STREET SUITE 111 OAKLAND,CA 94612		501(C)(3)	TO SUPPORT THE MY FIRST PLACE PROGRAM	10,000
FLUID LIVING - DBA SEVEN TEPEES YOUTH PROGRAM 3177 17TH STREET SAN FRANCISCO,CA 94110		501(C)(3)	IN SUPPORT OF ITS CORE AFTER-SCHOOL PROGRAM	5,000
FOOD RUNNERS 2579 WASHINGTON STREET SAN FRANCISCO,CA 94115		501(C)(3)	TO HELP OFFSET ITS CORE OPERATING COSTS	5,000
THE FOUNDATION CENTER 312 SUTTER STREET SUITE 606 SAN FRANCISCO,CA 94108		501(C)(3)	GENERAL OPERATING SUPPORT	1,000
FRIENDS OF THE CHILDREN - PORTLAND 44 NE MORRIS PORTLAND,OR 97212		501(C)(3)	TO SUPPORT THE ADOLESCENT AND 5TH GRADE PROMOTION PROGRAMS	25,000
GENERAL ASSISTANCE ADVOCACY PROJECT INC 276 GOLDEN GATE AVE SAN FRANCISCO,CA 94102		501(C)(3)	GENERAL OPERATING SUPPORT	15,000
GLENWOOD SCHOOL FOUNDATION 25 WEST CASTLEWOOD DRIVE SAN RAFAEL,CA 94901		501(C)(3)	GENERAL OPERATING SUPPORT	25,000
GUIDE DOGS FOR THE BLIND 32901 SE KELSON ROAD BORING,OR 97009		501(C)(3)	GENERAL OPERATING SUPPORT	10,000
HABITAT FOR HUMANITY SAN FRANCISCO 645 HARRISON STREET SUITE 201 SAN FRANCISCO,CA 94107		501(C)(3)	GENERAL OPERATING SUPPORT	15,000
HEARING AND SPEECH CENTER OF NORTHERN CALIFORNIA 1234 DIVISADERO STREET SAN FRANCISCO,CA 94115		501(C)(3)	THIS GRANT WILL HELP THAT CHILDREN WITH HEARING LOSS AND THEIR FAMILIES HAVE ACCESS TO APPROPRIATE SERVICES FOR THE CHILDS COGNITIVE AND SOCIAL DEVELOPMENT	20,000
HOMELESS PRENATAL PROGRAM INC 2500 18TH STREET SAN FRANCISCO,CA 94110		501(C)(3)	IN SUPPORT OF CASE MANAGEMENT AND SUPPORT SERVICES	10,000
HOSPICE BY THE BAY 17 E SIR FRANCIS DRAKE BLVD SUITE 100 LARKSPUR,CA 94939		501(C)(3)	HOSPICE BY THE BAY'S ART AND GRIEF GROUPS IN THE SCHOOLS PROGRAM	5,000
HUCKLEBERRY YOUTH PROGRAMS 3310 GEARY BLVD SAN FRANCISCO,CA 94118		501(C)(3)	TO SUPPORT HUCKLEBERRY WELLNESS ACADEMY - SAN FRANCISCO, A THREE-YEAR PROGRAM THAT TRAINS YOUTH TO BE HEALTH EDUCATORS AND ASSIST IN CAREER PLANNING	15,000
I HAVE A DREAM FOUNDATION - OREGON 2916 ALBERTA STREET SUITE D PORTLAND,OR 97211		501(C)(3)	TO SUPPORT THE DREAMER CLASS 10 PROGRAM FOR HIGH-SCHOOL STUDENTS	25,000
THE JANET POMEROY CENTER 207 SKYLINE BLVD AT HERBST RD SAN FRANCISCO,CA 94132		501(C)(3)	IN SUPPORT OF THE AFTER-SCHOOL RECREATION PROGRAM FOR CHILDREN AND TEENS WITH DEVELOPMENT DISABILITIES	10,000
KIPP BAY AREA 426 17TH STREET SUITE 200 OAKLAND,CA 94612		501(C)(3)	GENERAL OPERATING SUPPORT	10,000
LARKIN STREET YOUTH SERVICES 701 SUTTER STREET SUITE 2 SAN FRANCISCO,CA 94109		501(C)(3)	TO HELP SUSTAIN PROGRAM	5,000
LAS TRAMPAS 3460 LANA LN LAFAYETTE,CA 94549		501(C)(3)	TO PURCHASE NEW HYDRAULIC PATIENT LIFT	5,000
LEADERSHIP PUBLIC SCHOOLS INC 344 THOMAS L BERKLEY WAY SUITE 340 OAKLAND,CA 94612		501(C)(3)	LPS EXTENDED DAY PROGRAM	10,000

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
LEGAL SERVICES FOR CHILDREN INC1254 MARKET STREET 3RD FLOOR SAN FRANCISCO,CA 94102		501(C)(3)	GENERAL OPERATING SUPPORT	10,000
LINFIELD COLLEGE900 SE BAKER ST MCMINNVILLE,OR 97128		501(C)(3)	TO SUPPORT THE LINFIELD-GOOD SAMARITAN SCHOOL OF NURSING (LGSSON) OF LINFIELD COLLEGE	100,000
LOAVES & FISHES - PORTLAND7710 SW 31ST AVENUE PO BOX 19477 PORTLAND,OR 97280		501(C)(3)	TO PURCHASE FOOD FOR HOMEBOUND SENIORS AND MEAL SITES	25,000
LOAVES & FISHES - PORTLAND7710 SW 31ST AVENUE PO BOX 19477 PORTLAND,OR 97280		501(C)(3)	GENERAL OPERATING SUPPORT	25,000
MARY ELIZABETH INN1040 BUSH STREET SAN FRANCISCO,CA 94109		501(C)(3)	TO SUPPORT THE HOMELESS WOMEN'S CENTER AND SUPPORTIVE HOUSING PROGRAM	10,000
MEALS ON WHEELS OF SAN FRANCISCO INC1375 FAIRFAX AVE SAN FRANCISCO,CA 94124		501(C)(3)	TO PROVIDE FOOD FOR LOW INCOME, HOMEBOUND SAN FRANCISCANS SENIORS	15,000
MID-PENINSULA BOYS AND GIRLS CLUB200 NORTH QUEBEC STREET SAN MATEO,CA 94401		501(C)(3)	TO SUPPORT EDUCATION & CAREER DEVELOPMENT, TECHNOLOGY & INTERNET SAFETY ENRICHMENT PROGRAMS (EDUTECH)	5,000
MISSION GRADUATES3040 16TH STREET SAN FRANCISCO,CA 94103		501(C)(3)	IN SUPPORT OF ITS COLLEGE CONNECT PROGRAM	10,000
MUDD-NICK FOUNDATIONPO BOX 993 MANZANITA,OR 97130		501(C)(3)	GENERAL OPERATING SUPPORT	5,000
NEW DOOR VENTURES3075 21ST STREET SAN FRANCISCO,CA 94110		501(C)(3)	TO HELP OVER 150 AT-RISK YOUTH IN ITS YOUTH DEVELOPMENT PROGRAMS SUCCESSFULLY TRANSITION TO ADULTHOOD	10,000
NORTH OF MARKET SENIOR SERVICES (CURRY SENIOR CENTER)333 TURK STREET SAN FRANCISCO,CA 94102		501(C)(3)	TO BUILD THE CAPACITY OF CURRY SENIOR CENTER'S BREAKFAST PROGRAM THRU VOLUNTEER PARTICIPATION	10,000
NORTHERN LIGHT SCHOOL3710 DORISA AVENUE OAKLAND,CA 94605		501(C)(3)	TO CONTINUE GROWING THE MUSIC PROGRAMS AT NORTHERN LIGHT SCHOOL	5,000
OAKES CHILDREN'S CENTER1550 TREAT AVENUE SAN FRANCISCO,CA 94110		501(C)(3)	SEEKING GENERAL OPERATING FUNDS IN SUPPORT OF OUR THERAPEUTIC-EDUCATIONAL DAY TREATMENT PROGRAM	10,000
OKIZU FOUNDATION16 DIGITAL DRIVE NOVATO,CA 94949		501(C)(3)	ONCOLOGY CAMP PROGRAM	10,000
OMEGA BOYS CLUB1060 TENNESSEE STREET SAN FRANCISCO,CA 94107		501(C)(3)	FOR OMEGA LEADERSHIP ACADEMY TEACHER SALARIES \$5,000 FOR THE OMEGA LEADERSHIP ACADEMY COORDINATOR AND \$5,000 FOR THE MATH/FINANCIAL LITERACY TEACHER	10,000
ON LOK DAY SERVICES225 30TH STREET SAN FRANCISCO,CA 94131		501(C)(3)	CAPITAL CAMPAIGN	7,500
OPTIONS RECOVERY SERVICES1931 CENTER ST BERKELEY,CA 94704		501(C)(3)	TO SUPPORT CLIENT COUNSELING/CASE MANAGEMENT SERVICES	20,000
OREGON FOOD BANKPO BOX 55370 PORTLAND,OR 972385370		501(C)(3)	GENERAL OPERATING SUPPORT	7,500
OREGON FOOD BANKPO BOX 55370 PORTLAND,OR 972385370		501(C)(3)	GENERAL OPERATING SUPPORT	35,000
OUR LADY OF THE LAKE CATHOLIC SCHOOL716 A AVE LAKE OSWEGO,OR 97034		501(C)(3)	TO MEET FUNDRAISING GOAL FOR THE CAPITAL CAMPAIGN	25,000
PACIFIC NORTHWEST COLLEGE OF ART1241 NW JOHNSON ST PORTLAND,OR 97209		501(C)(3)	GENERAL OPERATING SUPPORT	50,000
PEOPLE'S EQUAL ACTION AND COMMUNITY EFFORT INCPO BOX 6161 VAIL,CO 81658		501(C)(3)	GENERAL OPERATING SUPPORT	5,000
PORTLAND RESCUE MISSION34 NW FIRST AVE SUITE 50 PORTLAND,OR 97209		501(C)(3)	GENERAL OPERATING SUPPORT	10,000
PORTLAND RESCUE MISSION34 NW FIRST AVE SUITE 50 PORTLAND,OR 97209		501(C)(3)	GENERAL OPERATING SUPPORT	25,000
PROJECT OPEN HAND730 POLK STREET SAN FRANCISCO,CA 94109		501(C)(3)	TO THE DIRECT COST OF FOOD AND SUPPLIES FOR OUR NUTRITION PROGRAM	25,000
RAISING A READER SAN FRANCISCO AND ALAMEDA COUNTIES470 THIRD STREET SUITE 102 221 MAIN ST SUITE 300 SAN FRANCISCO,CA 94107		501(C)(3)	TO CONTINUE PROGRAM THAT SERVE LOW INCOME POPULATIONS	5,000
RAPHAEL HOUSE OF SAN FRANCISCO INC1065 SUTTER STREET SAN FRANCISCO,CA 94109		501(C)(3)	TO SUPPORT SERVICES FOR CHILDREN WHO HAVE EXPERIENCED HOMELESSNESS	5,000
RAVENSWOOD EDUCATION FOUNDATIONPO BOX 396 MENLO PARK,CA 94026		501(C)(3)	TO PROMOTE STUDENT ACHIEVEMENT IN THE DISTRICT THROUGH THE REF EXTENDED DAY INITIATIVE	10,000
REBUILDING TOGETHER SAN FRANCISCOPIER 28 SAN FRANCISCO,CA 94105		501(C)(3)	HELP PROVIDE HOME SAFETY ASSESSMENTS AND MODIFICATIONS SO THAT 200 SENIORS AND ADULTS IN WITH DISABILITIES IN SAN FRANCISCO CAN SAFELY AGE IN PLACE	5,000
SAN FRANCISCO COURT APPOINTED SPECIAL ADVOCATES100 BUSH STREET SUITE 650 SAN FRANCISCO,CA 94104		501(C)(3)	GENERAL OPERATING SUPPORT	5,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SAN FRANCISCO FOOD BANK900 PENNSYLVANIA AVENUE SAN FRANCISCO,CA 94107		501(C)(3)	GENERAL OPERATING SUPPORT	10,000
SAN FRANCISCO GENERAL HOSPITAL FOUNDATION2789 25TH STREET SUITE 2028 SAN FRANCISCO,CA 94110		501(C)(3)	TO PARTNER WITH THE SAN FRANCISCO MEDICAL-LEGAL PARTNERSHIP TO IMPROVE THE HEALTH AND WELL-BEING OF CHILDREN AND THEIR FAMILIES	20,000
SAN FRANCISCO WOMEN AGAINST RAPE3543 18TH ST 7 SAN FRANCISCO,CA 94110		501(C)(3)	RAPE CRISIS DIRECT SERVICES	5,000
SECOND HARVEST FOOD BANK OF SANTA CLARA AND SAN MATEO COUNTIES750 CURTNER AVE SAN JOSE,CA 95125		501(C)(3)	GENERAL OPERATING SUPPORT INCLUDING FOOD PURCHASE AND DISTRIBUTION	10,000
SELF ENHANCEMENT INC3920 NORTH KERBY AVE PORTLAND,OR 97227		501(C)(3)	TOWARDS EXPANSION PROJECT	25,000
ST MARY'S HOME FOR BOYS16535 SW TUALATIN VALLEY HIGHWAY BEAVERTON,OR 97006		501(C)(3)	TREATMENT NEEDS FOR THE BOYS HOME	25,000
ST ROSE OF LIMA CATHOLIC CHURCH2727 NE 54TH AVE PORTLAND,OR 97213		501(C)(3)	GENERAL OPERATING SUPPORT	50,000
ST ANTHONY FOUNDATION150 GOLDEN GATE AVE SAN FRANCISCO,CA 94102		501(C)(3)	IMPLEMENT OUR GATEWAY STRATEGY	10,000
ST VINCENT DE PAUL SOCIETY 1237 VAN NESS AVE SUITE 200 SAN FRANCISCO,CA 94109		501(C)(3)	TO SUPPORT THE CHILDRENS PROGRAM OF THE RILEY CENTER FOR BATTERED WOMEN AND THEIR CHILDREN	25,000
SWORDS TO PLOWSHARES VETERANS RIGHTS ORGANIZATION1060 HOWARD STREET SAN FRANCISCO,CA 94103		501(C)(3)	TO ASSIST VETERANS IN NEED	15,000
TENDERLOIN NEIGHBORHOOD DEVELOPMENT CORPORATION201 EDDY STREET SAN FRANCISCO,CA 94102		501(C)(3)	TO PROVIDE SUPPORT SERVICES TO LOW-INCOME YOUTH, FAMILIES, AND SENIORS IN NEED	10,000
THE SALVATION ARMY832 FOLSOM STREET SAN FRANCISCO,CA 94107		501(C)(3)	IN SUPPORT OF ITS RAY AND JOAN KROC CORPS COMMUNITY CENTER AFTER-SCHOOL PROGRAM	10,000
TIDES CENTER (HOMELESS YOUTH ALLIANCE)PO BOX 170427 SAN FRANCISCO,CA 94117		501(C)(3)	TO PROVIDE ONE YEAR'S SALARY PLUS BENEFITS FOR AN ADDITIONAL OUTREACH COUNSELOR POSITION	20,000
UP ON TOP1187 FRANKLIN STREET SAN FRANCISCO,CA 94109		501(C)(3)	EXPAND THE CAPACITY OF OUR AFTER SCHOOL PROGRAMS BY 10 TO 15 CHILDREN IN FALL 2011	10,000
VOLUNTEERS IN MEDICINE - SAN FRANCISCO4877 MISSION STREET SAN FRANCISCO,CA 94112		501(C)(3)	TO SUPPORT THE EXPANSION OF PRIMARY AND PREVENTIVE HEALTH CARE SERVICES FOR WORKING UNINSURED ADULTS	15,000
WASHINGTON COUNTY MUSEUM 17677 NW SPRINGVILLE RD PORTLAND,OR 97229		501(C)(3)	TO SUPPORT TWO EDUCATION PROGRAM	10,000
WHITNEY YOUNG CHILD DEVELOPMENT CENTER840 BRODERICK STREET SAN FRANCISCO,CA 94115		501(C)(3)	GENERAL OPERATING SUPPORT	10,000
ZEN HOSPICE PROJECT INC273 PAGE STREET SAN FRANCISCO,CA 94102		501(C)(3)	VOLUNTEER CAREGIVER PROGRAM	10,000
Total  3a				1,598,500

TY 2011 Accounting Fees Schedule

Name: WILLIAM G GILMORE FOUNDATION

EIN: 94-6079493

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	20,150	8,583		6,483

**TY 2011 Investments Corporate
Stock Schedule**

Name: WILLIAM G GILMORE FOUNDATION
EIN: 94-6079493

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INVESTMENTS IN CORPORATE STOCK	20,981,700	20,981,700

TY 2011 Other Assets Schedule**Name:** WILLIAM G GILMORE FOUNDATION**EIN:** 94-6079493

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DIVIDEND/INTEREST RECEIVABLE	4,472	1,154	1,154
EXCISE TAX OVERPAID	2,059	10,832	10,832
SECURITY DEPOSIT	2,878	2,878	2,878

TY 2011 Other Decreases Schedule

Name: WILLIAM G GILMORE FOUNDATION

EIN: 94-6079493

Description	Amount
UNREALIZED LOSS ON INVESTMENTS	1,191,047

TY 2011 Other Expenses Schedule

Name: WILLIAM G GILMORE FOUNDATION

EIN: 94-6079493

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	5,559	0		0
FILING FEE	160	0		0
MISCELLANEOUS	2,510	0		0

TY 2011 Other Income Schedule

Name: WILLIAM G GILMORE FOUNDATION

EIN: 94-6079493

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME	192	192	192
SUBLEASE RENTAL INCOME	26,400		26,400

TY 2011 Other Increases Schedule

Name: WILLIAM G GILMORE FOUNDATION

EIN: 94-6079493

Description	Amount
DEFERRED EXCISE TAX EXPENSE	8,307

TY 2011 Other Liabilities Schedule

Name: WILLIAM G GILMORE FOUNDATION

EIN: 94-6079493

Description	Beginning of Year - Book Value	End of Year - Book Value
DEFERRED EXCISE TAX LIABILITY	56,000	45,000

TY 2011 Other Professional Fees Schedule

Name: WILLIAM G GILMORE FOUNDATION

EIN: 94-6079493

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOUNDATION MANAGEMENT	83,404	8,340		66,723

TY 2011 Taxes Schedule

Name: WILLIAM G GILMORE FOUNDATION

EIN: 94-6079493

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	12,940	0		0