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

2011

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

For calendar year 2011 or tax year beginning OCT 1, 2011, and ending SEP 30, 2012

Name of foundation WAYNE AND GLADYS VALLEY FOUNDATION		A Employer identification number 95-3203014
Number and street (or P.O. box number if mail is not delivered to street address) 1939 HARRISON STREET	Room/suite 510	B Telephone number 510-466-6060
City or town, state, and ZIP code OAKLAND, CA 94612-3532		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) \$ 464,279,499.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B interest on savings and temporary cash investments		7,159.	7,159.		
3 Dividends and interest from securities		14,621,841.	14,621,841.		STATEMENT 1 STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-65,768.			
b Gross sales price for all assets on line 6a 265000809.					
7 Capital gain net income (from Part IV, line 2)			0.		
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		15,141.	0.		STATEMENT 3
12 Total. Add lines 1 through 11		14,578,373.	14,629,000.		
13 Compensation of officers, directors, trustees, etc		844,663.	422,332.		422,331.
14 Other employee salaries and wages		60,331.	30,165.		30,166.
15 Pension plans, employee benefits		294,502.	147,251.		147,251.
16a Legal fees STMT 4		3,595.	1,798.		1,797.
b Accounting fees STMT 5		44,700.	22,350.		22,350.
c Other professional fees STMT 6		31,104.	15,552.		15,552.
17 Interest					
18 Taxes STMT 7		250,000.	0.		0.
19 Depreciation and depletion		8,944.	0.		
20 Occupancy		112,130.	56,065.		56,065.
21 Travel, conferences, and meetings		15,465.	7,733.		7,732.
22 Printing and publications		1,848.	924.		924.
23 Other expenses STMT 8		957,041.	907,518.		49,523.
24 Total operating and administrative expenses. Add lines 13 through 23		2,624,323.	1,611,688.		753,691.
25 Contributions, gifts, grants paid		38,325,346.			38,325,346.
26 Total expenses and disbursements. Add lines 24 and 25		40,949,669.	1,611,688.		39,079,037.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-26371296.			
b Net investment income (if negative, enter -0-)			13,017,312.		
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	1.		
	2 Savings and temporary cash investments	66,974,231.	12,690,913.	12,690,913.
	3 Accounts receivable ▶ 536,172.			
	Less: allowance for doubtful accounts ▶	570,369.	536,172.	536,172.
	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 12	211,341,377.	196,255,126.	202,018,343.
	b Investments - corporate stock STMT 13	83,958,740.	86,467,614.	99,071,235.
	c Investments - corporate bonds STMT 14	139,157,232.	141,672,080.	147,194,644.
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶ 328,877.				
Less: accumulated depreciation STMT 11 ▶ 292,152.		29,124.	36,725.	36,725.
15 Other assets (describe ▶ STATEMENT 15)		2,669,060.	2,731,467.	2,731,467.
16 Total assets (to be completed by all filers)		504,700,134.	440,390,097.	464,279,499.
17 Accounts payable and accrued expenses		1,250,714.	1,483,813.	
18 Grants payable		78,573,619.	39,198,623.	
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶ STATEMENT 16)	38,074,114.	511,577.		
23 Total liabilities (add lines 17 through 22)	117,898,447.	41,194,013.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	386,801,687.	399,196,084.		
30 Total net assets or fund balances	386,801,687.	399,196,084.		
31 Total liabilities and net assets/fund balances	504,700,134.	440,390,097.		

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	386,801,687.
2 Enter amount from Part I, line 27a	2	-26,371,296.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	39,497,796.
4 Add lines 1, 2, and 3	4	399,928,187.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	732,103.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	399,196,084.

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 TEMPORARY INVESTMENTS		P	VARIOUS	VARIOUS
b STOCKS		P	VARIOUS	VARIOUS
c BONDS		P	VARIOUS	VARIOUS
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 141,587,933.		141,587,933.	0.
b 115,267,815.		118,059,027.	-2,791,212.
c 8,145,061.		5,419,617.	2,725,444.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			0.
b			-2,791,212.
c			2,725,444.
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	-65,768.
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	41,440,892.	480,532,018.	.086240
2009	37,699,775.	496,460,008.	.075937
2008	36,601,212.	495,712,493.	.073836
2007	45,418,776.	561,305,700.	.080916
2006	55,812,755.	594,178,099.	.093933

2 Total of line 1, column (d)	2	.410862
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	.082172
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	458,454,689.
5 Multiply line 4 by line 3	5	37,672,139.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	130,173.
7 Add lines 5 and 6	7	37,802,312.
8 Enter qualifying distributions from Part XII, line 4	8	39,079,037.

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		1	130,173.
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	130,173.
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	130,173.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	325,980.	
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	325,980.	
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	195,807.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☐ 195,807. Refunded ☒	11	0.	

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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 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.		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	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► RICHARD KINGSLAND Located at ► 1939 HARRISON STREET, OAKLAND, CA	Telephone no. ► (510) 466-6060 ZIP+4 ► 94612-3532		
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			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	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?		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?		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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

6b

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

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

7b

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

N/A

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
SEE STATEMENT 17		844,663.	213112.	6,754.

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
ELYCE B. CURTIS - 1939 HARRISON ST. STE #510, OAKLAND, CA 94612	OFFICE MANAGER 40.00	60,331.	36,105.	1,398.

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
DODGE & COX, INCORPORATED - 555 CALIFORNIA STREET 40TH FLOOR, SAN FRANCISCO, CA 94104	INVESTMENT MANAGER	576,895.
KESTREL INVESTMENT MANAGEMENT - 411 BOREL AVENUE SUITE 403, SAN MATEO, CA 94402	INVESTMENT MANAGER	134,755.
CAMBRIDGE ASSOCIATES	INVESTMENT	
P.O. BOX 10317, UNIONDALE, NY 11555	ADVISOR/CONSULTANT	88,061.
BLACKROCK INSTITUTIONAL TRUST CO.		
P.O. BOX 905973, CHARLOTTE, NC 28290	INVESTMENT MANAGER	58,283.

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	
3 All other program-related investments. See instructions.	

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	461,005,087.
b	Average of monthly cash balances	1b	4,431,145.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	465,436,232.
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	465,436,232.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	6,981,543.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	458,454,689.
6	Minimum investment return. Enter 5% of line 5	6	22,922,734.

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	22,922,734.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	130,173.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	130,173.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	22,792,561.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	22,792,561.
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	22,792,561.

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	39,079,037.
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	39,079,037.
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	130,173.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	38,948,864.

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				22,792,561.
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	15605249.			
b From 2007	17816215.			
c From 2008	12074901.			
d From 2009	13153675.			
e From 2010	17777071.			
f Total of lines 3a through e	76,427,111.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 39,079,037.				
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				22,792,561.
e Remaining amount distributed out of corpus	16,286,476.			
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	92,713,587.			
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	15,605,249.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	77,108,338.			
10 Analysis of line 9:				
a Excess from 2007	17816215.			
b Excess from 2008	12074901.			
c Excess from 2009	13153675.			
d Excess from 2010	17777071.			
e Excess from 2011	16286476.			

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)

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

Tax year

(a) 2011

(b) 2010

Prior 3 years

(c) 2009

(d) 2008

(e) Total

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:

SEE STATEMENT 18

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

- | | | | |
|---|--------------|------------|-----------|
| 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (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
(2) Other assets

b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. 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. | | Yes | No |
| | | | |
| | 1a(1) | | X |
| | 1a(2) | | X |
| | | | |
| | 1b(1) | | X |
| | 1b(2) | | X |
| | 1b(3) | | X |
| | 1b(4) | | X |
| | 1b(5) | | X |
| | 1b(6) | | X |
| | 1c | | X |

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
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.

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 ☐ self-employed

PTIN

SANDRA VAN KEUREN

Firm's name ► **MARCUM LLP**

Firm's address ► 101 MONTGOMERY STREET #1900
SAN FRANCISCO, CA 94104

Firm's EIN ▶	11-1986323
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Phone no. (415) 981-9400

Form **990-PF** (2011)

2011 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Convention	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	LEXUS ES 330 2005	05/01/05	150DB	15.00		HXL7	34,522.				34,522.	19,185.		1,775.	20,960.
2	FURNITURE	VARIOUS	200DB	7.00		HXL7	86,226.				86,226.	86,226.		0.	86,226.
3	FURNITURE	VARIOUS	200DB	7.00		HXL7	46,254.				46,254.	46,254.		0.	46,254.
4	FURNITURE	VARIOUS	200DB	7.00		HXL7	3,117.				3,117.	3,117.		0.	3,117.
5	LEASEHOLD IMPROVEMENTS	VARIOUS	200DB	10.00		HXL7	58,692.				58,692.	58,692.		0.	58,692.
6	PROPERTY, PLANT, AND EQUIPMENT	VARIOUS	200DB	5.00		HXL7	2,498.				2,498.	2,498.		0.	2,498.
7	PROPERTY, PLANT, AND EQUIPMENT	VARIOUS	200DB	5.00		HXL7	330.				330.	330.		0.	330.
8	PROPERTY, PLANT, AND EQUIPMENT	VARIOUS	200DB	5.00		HXL7	11,511.				11,511.	11,511.		0.	11,511.
9	PROPERTY, PLANT, AND EQUIPMENT	VARIOUS	200DB	5.00		HXL7	1,006.				1,006.	1,006.		0.	1,006.
10	PROPERTY, PLANT, AND EQUIPMENT	VARIOUS	200DB	5.00		HXL7	27,573.				27,573.	13,786.		5,514.	19,300.
11	WALL HANGINGS/ART WORK	VARIOUS	200DB	5.00		HXL7	38,828.				38,828.	38,828.		0.	38,828.
12	WALL HANGINGS/ART WORK	VARIOUS	200DB	5.00		HXL7	1,775.				1,775.	1,775.		0.	1,775.
23	PROPERTY, PLANT, AND EQUIPMENT	VARIOUS	200DB	5.00		HXL7	16,545.				16,545.			1,655.	1,655.
	* TOTAL 990-PF PG 1 DEPR						328,877.				328,877.	283,208.		8,944.	292,152.

128111
05-01-11

(D) Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST INCOME	7,159.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	7,159.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	14,621,841.	0.	14,621,841.
TOTAL TO FM 990-PF, PART I, LN 4	14,621,841.	0.	14,621,841.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LEGAL SETTLEMENT	15,141.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	15,141.	0.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	3,595.	1,798.		1,797.
TO FM 990-PF, PG 1, LN 16A	3,595.	1,798.		1,797.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT FEES	41,000.	20,500.		20,500.
TAX PREPARATION FEES	3,700.	1,850.		1,850.
TO FORM 990-PF, PG 1, LN 16B	44,700.	22,350.		22,350.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CUSTODIAL FEES	31,104.	15,552.		15,552.
TO FORM 990-PF, PG 1, LN 16C	31,104.	15,552.		15,552.

FORM 990-PF	TAXES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX PAID 3/15/2012	150,000.	0.		0.
FEDERAL EXCISE TAX PAID 9/13/2012	100,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	250,000.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGER FEES	857,994.	857,994.		0.	
OFFICE EXPENSE	27,422.	13,711.		13,711.	
INSURANCE	52,961.	26,481.		26,480.	
DUES	12,980.	6,490.		6,490.	
AUTOMOBILE EXPENSE	4,766.	2,383.		2,383.	
BANK CHARGES	918.	459.		459.	
TO FORM 990-PF, PG 1, LN 23	957,041.	907,518.		49,523.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	9
DESCRIPTION	AMOUNT				
DECREASE IN GRANTS PAYABLE	39,374,996.				
INCREASE IN DIVIDENDS RECEIVABLE	122,800.				
TOTAL TO FORM 990-PF, PART III, LINE 3	39,497,796.				

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	10
DESCRIPTION	AMOUNT				
INCREASE IN EXCISE TAX PAYABLE	438,610.				
INCREASE IN RETENTION/INCENTIVE PAYABLE	227,755.				
DECREASE IN INTEREST RECEIVABLE	60,394.				
INCREASE IN ACCOUNTS PAYABLE	5,344.				
TOTAL TO FORM 990-PF, PART III, LINE 5	732,103.				

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
LEXUS ES 330 2005	34,522.	20,960.	13,562.	13,562.
FURNITURE	86,226.	86,226.	0.	0.
FURNITURE	46,254.	46,254.	0.	0.
FURNITURE	3,117.	3,117.	0.	0.
LEASEHOLD IMPROVEMENTS	58,692.	58,692.	0.	0.
PROPERTY, PLANT, AND EQUIPMENT	2,498.	2,498.	0.	0.
PROPERTY, PLANT, AND EQUIPMENT	330.	330.	0.	0.
PROPERTY, PLANT, AND EQUIPMENT	11,511.	11,511.	0.	0.
PROPERTY, PLANT, AND EQUIPMENT	1,006.	1,006.	0.	0.
PROPERTY, PLANT, AND EQUIPMENT	27,573.	19,300.	8,273.	8,273.
WALL HANGINGS/ART WORK	38,828.	38,828.	0.	0.
WALL HANGINGS/ART WORK	1,775.	1,775.	0.	0.
PROPERTY, PLANT, AND EQUIPMENT	16,545.	1,655.	14,890.	14,890.
TO 990-PF, PART II, LN 14	328,877.	292,152.	36,725.	36,725.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 12

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVERNMENT AND MUNI BONDS	X		196,255,126.	202,018,343.
TOTAL U.S. GOVERNMENT OBLIGATIONS			196,255,126.	202,018,343.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			196,255,126.	202,018,343.

FORM 990-PF	CORPORATE STOCK	STATEMENT	13
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	86,467,614.	99,071,235.
TOTAL TO FORM 990-PF, PART II, LINE 10B	86,467,614.	99,071,235.

FORM 990-PF	CORPORATE BONDS	STATEMENT	14
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	141,672,080.	147,194,644.
TOTAL TO FORM 990-PF, PART II, LINE 10C	141,672,080.	147,194,644.

FORM 990-PF	OTHER ASSETS	STATEMENT	15
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS RECEIVABLE	12,373.	13,771.	13,771.
INTEREST RECEIVABLE	2,580,472.	2,520,078.	2,520,078.
OTHER RECEIVABLES	76,215.	197,618.	197,618.
TO FORM 990-PF, PART II, LINE 15	2,669,060.	2,731,467.	2,731,467.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	16
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
FEDERAL EXCISE TAX PAYABLE	72,967.	511,577.
PAYABLE FOR PURCHASE OF INVESTMENTS	38,001,147.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	38,074,114.	511,577.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 17
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
TAMARA A. VALLEY 1939 HARRISON STREET #510 OAKLAND, CA 94612	CHAIRWOMAN, PRESIDENT 10.00	37,000.	0.	0.
STEPHEN M. CHANDLER 1939 HARRISON STREET #510 OAKLAND, CA 94612	DIRECTOR 10.00	37,000.	0.	0.
JOHN V. STOCK 1939 HARRISON STREET #510 OAKLAND, CA 94612	DIRECTOR 10.00	37,000.	0.	0.
MICHAEL D. DESLER 1939 HARRISON STREET #510 OAKLAND, CA 94612	EXECUTIVE DIRECTOR 40.00	304,039.	74,674.	3,958.
RICHARD M. KINGSLAND 1939 HARRISON STREET #510 OAKLAND, CA 94612	CFO/VP/DIRECTOR 40.00	261,018.	77,303.	1,398.
CAROLYN A. WORTH 1939 HARRISON STREET #510 OAKLAND, CA 94612	SECRETARY/ASSISTANT VP 40.00	131,606.	61,135.	1,398.
BARBARA L. LASALLE 1939 HARRISON STREET #510 OAKLAND, CA 94612	DIRECTOR 10.00	37,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		844,663.	213,112.	6,754.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 18

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MR. MICHAEL DESLER, EXECUTIVE DIRECTOR
1939 HARRISON STREET, SUITE 510
OAKLAND, CA 94612-3532

TELEPHONE NUMBER

510-466-6060

FORM AND CONTENT OF APPLICATIONS

APPLICATION SHOULD INDICATE THE HISTORY OF THE ORGANIZATION'S EDUCATIONAL, RELIGIOUS, OR CHARITABLE PURPOSE AND INCLUDE THE PRIMARY AND/OR PURPOSE FOR WHICH THE GRANTS WILL BE USED.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE - PRIMARY CONSIDERATION IS GIVEN TO ORGANIZATIONS PRINCIPALLY SERVING THE EAST BAY AREA OF SAN FRANCISCO.

UNANIMOUS WRITTEN CONSENT
OF THE MEMBER OF
WAYNE AND GLADYS VALLEY FOUNDATION

The undersigned, being the sole member ("*Member*") of the WAYNE AND GLADYS VALLEY FOUNDATION ("*Foundation*"), a California nonprofit corporation hereby consents to the adoption of the following resolution:

WHEREAS, pursuant to Section 5516 of the California Corporations Code and Section 3.4 of the Revised and Restated By-Laws of the Foundation ("*By-Laws*"), the Member may take any action required or permitted to be taken without a meeting if the sole Member consents in writing:

WHEREAS, pursuant to Section 9.1 of the By-Laws, the By-Laws may be amended by written assent of the Member entitled to exercise a majority of the voting power of the Foundation; and

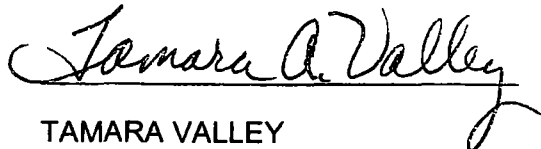
WHEREAS, the Member has determined that it is in the best interest of the Foundation to take the actions set forth below.

NOW, THEREFORE, BE IT RESOLVED, that the Member does hereby amend Section 2.1 of the By-Laws to read as follows:

"2.1 Membership. The Foundation shall have one (1) class of Member only, and the rights and privileges of each Member shall be equal. The Foundation shall have no more than two (2) Members. Each Member shall be a life Member.

The Board may establish such other classes of non-voting, honorary memberships and determine the rights, interests and privileges of such classes, if any, as it shall deem appropriate. No Member shall hold more than one membership in the Foundation."

EFFECTIVE as of the seventeenth day of October, 2011


TAMARA VALLEY

REVISED AND RESTATED
BY-LAWS
OF
WAYNE AND GLADYS VALLEY
FOUNDATION

Revised and
of Oct 12, 2011

(June 26, 1987)

1. **OFFICES**

The principal office for the transaction of business of the Wayne and Gladys Valley Foundation ("Foundation") is hereby fixed and located at 2777 Alvarado Street, San Leandro, California 94577. The Board of Directors ("Board") is hereby granted full power and authority to change said principal office from one location to another in the State of California.

2. **MEMBERS**

2.1 **Membership.** The Foundation shall have one (1) class of members only, and the rights and privileges of each member shall be equal. The Foundation shall have no more than two (2) members. Each member shall be a life member.

The Board may establish such other classes of non-voting, honorary memberships and determine the rights, interests and privileges of such classes, if any, as it shall deem appropriate. No member shall hold more than one membership in the Foundation.

2.2 **Vacancies; Admission of New Members.** A vacancy in a membership shall be deemed to exist in the case of the death, resignation or incapacity of any member. Only the remaining member shall be entitled to fill a vacancy in one of the memberships. At any time, a majority of the current members may appoint a successor member or members in order to succeed to any future vacancy or vacancies immediately upon the occurrence thereof. A majority of the members shall retain the power to revoke any such appointment of a successor member prior to the occurrence of the vacancy.

2.3 **Place Of Meeting.** All meetings of the members shall be held at the principal office of the Foundation or at such other place as may be specified in any notice of a meeting of members.

2.4 **Voting.** Except as otherwise provided in the Articles of Incorporation or by statute, each member shall be entitled to one (1) vote; provided, however, that at any election for directors each member may cumulate his vote and give

one candidate a number of votes equal to the total number of directors to be elected, or distribute his vote on the same principle among as many candidates as he thinks fit.

2.5 Transfer Of Membership. A membership in the Foundation is not transferable or assignable.

2.6 Dues And Assessments. No member shall be subject to assessment by the Foundation for dues, membership fees or otherwise.

2.7 Liabilities Of Members. No present or future member of the Foundation shall be personally liable to the Foundation's creditors for any liability, obligation or indebtedness of the Foundation, and any and all creditors shall look only to the assets of the Foundation for payment.

2.8 Suspension And Expulsion Of Members. The Board shall have the power by a good faith vote of a majority of its members to suspend or to expel and terminate the membership of any member for conduct which in its opinion disturbs the order, dignity, business or harmony, or impairs the good name, popularity or prosperity of the organization, or which is likely, in its opinion, to endanger the welfare, interest or character of the organization, or for any conduct in violation of these By-Laws or of the rules and regulations of the Foundation, which may be made from time to time. Such action by the Board may be taken at any meeting of such Board upon the initiative of any member or members of the Board after first complying with the procedures for expulsion, suspension or termination set forth in Section 5341 of the California Corporations Code ("Code"). The proceedings of the Board in such matter shall be final and conclusive.

3. MEMBERS' MEETINGS

3.1 Annual Meeting. The annual meeting of the members shall be held on the second Wednesday of November.

3.2 Special Meetings. Special meetings of the members, for any purpose or purposes whatsoever, may be called at any time by the Chairman of the Board, the President or by the Board, or as otherwise provided by California law.

3.3 Notice of Meeting. Notices of meetings shall be given in writing to members entitled to vote by the Secretary or the Assistant Secretary or by any director.

Such notices shall be sent to the member's address appearing on the books of the Foundation or supplied by him to the Foundation for the purpose of notice, not less than ten days before such meeting.

Notice of any meeting of members shall specify the place, day and the hour of meeting and the general nature of the business to be transacted and otherwise comply with Code Section 5511.

3.4 Consent To Members Meetings. The transactions at any meeting of members, however called and noticed, shall be valid as though had at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy and if, either before or after the meeting, each of the members entitled to vote but not present in person or by proxy signs a written waiver of notice or a consent to the holding of such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the Foundation records or made a part of the minutes of the meeting.

Any action which may be taken at a meeting of the members may be taken without a meeting if authorized by a writing signed by all of the members who would be entitled to vote at a meeting for such purpose and filed with the Secretary of the Foundation.

3.5 Quorum. The presence of both members shall be required in order to constitute a quorum at all meetings of the members. If there is a vacancy in a membership, only the remaining member shall be necessary to constitute a quorum for the transaction of business. If a quorum is not present at any meeting, the present member may adjourn the meeting until the other member shall be present.

4. DIRECTORS AND MANAGEMENT

4.1 Powers. Subject to the limitations of the Articles of Incorporation, or the By-Laws, and of the laws of the State of California as to action to be authorized or approved by the members, all corporate powers shall be exercised by or under authority of, and the business and affairs of this Foundation shall be controlled by, the Board elected by the members.

Should this Foundation, at any time, have no members, the persons who are directors of this Foundation shall be its members and shall exercise all the rights and powers of members. On ceasing to be a director of this Foundation, any such person shall cease to be a member.

4.2 Number And Qualification Of Directors. The affairs of the Foundation shall be managed by a Board of not less than three (3) nor more than seven (7) directors.

The number of directors may be fixed or changed from time to time by amendment of the Articles of Incorporation of this Foundation, or by amendment of the By-Laws of this Foundation adopted by the vote or written assent of the members of the Foundation entitled to exercise a majority of the voting power, or the vote of a majority of a quorum at a meeting of members entitled to vote called pursuant to the By-Laws of this Foundation.

For purposes of determining a quorum of the Board the number of directors last elected by the members shall be the authorized number of directors until the next election of directors notwithstanding that a vacancy may exist on the Board for some period of time subsequent to such last election.

4.3 Election And Terms Of Office. The directors shall be elected at the annual meeting of the members, but if such annual meeting is not held or the directors are not elected thereat, the directors may be elected at any special meeting of the members held for that purpose. The term of office for the directors shall be one (1) year.

4.4 Vacancies. Vacancies on the Board may be filled by a majority of the remaining directors, though less than a quorum, and each director so elected shall hold office until his successor is elected at an annual meeting of members or at a special meeting called for that purpose.

The members may at any time elect a director to fill any vacancy not filled by the directors.

A vacancy or vacancies shall be deemed to exist in case of the death, resignation or removal of any director, or if the members shall increase the authorized number of directors but shall fail at the meeting at which such increase is authorized or at an adjournment thereof to elect the additional director so provided for, or in case the members fail at any time to elect the full number of authorized directors.

If the Board accepts the resignation of a director tendered to take effect at a future time, the Board shall have the power to elect a successor to take office when the resignation shall become effective.

No reduction of the number of directors shall have the effect of removing any director prior to the expiration of his term of office.

4.5 Removal Of Directors. The entire Board or any individual director may be removed from office by a majority vote of the members, providing there are sufficient members present to constitute a quorum.

4.6 Liabilities Of Directors. No director of this Foundation shall be subject to assessment by the Foundation, nor shall any such director be personally liable for any of the debts, liabilities or obligations of the Foundation, nor shall personal liability in any event attach to any member of this Foundation in connection with any of its undertakings; all of its liabilities shall be limited to its common funds and assets.

4.7 Place Of Meetings. Meetings of the Board shall be held at the principal office of the Foundation in the State of California, as designated for that purpose from time to time by resolution of the Board or written consent of all of the members of the Board, or at such other place as may be specified in any notice of a meeting of directors. Any meeting shall be valid, wherever held, if held by the written consent of all members of the Board given either before or after the meeting and filed with the Secretary of the Foundation.

4.8 Annual Meetings. The Board shall hold an annual meeting for the purpose of organization, selection of officers, and the transaction of other business. Annual meetings of the Board shall be held without call or notice immediately following the annual meeting of members.

4.9 Regular Meetings. Regular meetings of the Board shall be held without call or notice on the second Thursday of each February, May and September of each year at ten o'clock a.m. local time; provided, however, should said day fall upon a holiday observed by the Foundation at its principal office, then said meeting shall be held at the same time on the next day thereafter ensuing which is a full business day.

4.10 Special Meetings - Notices. Special meetings of the Board for any purpose or purposes shall be called at any time by the Chairman of the Board, the President or by any Vice President or by any two directors.

Special meetings of the Board shall be held upon forty-eight hours' notice by first-class mail or twenty-four hours' notice given personally or by telephone, telegraph, telex, or other similar means of communication. Any such notice shall be addressed or delivered to each director at such director's address as it is shown upon the records of the Foundation or as may have been given to the Foundation by the director for purposes of notice or, if such address is not so shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held.

4.11 Participation in Meetings by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

4.12 Waiver Of Notice. When all of the directors are present at any directors meeting, however called or noticed, and sign a written consent thereto on the records of such meeting, or if a majority of the directors is present and if those not present sign in writing a waiver of notice of such meeting which shall be filed with the Secretary of the Foundation, the transactions thereof are as valid as if had at a meeting regularly called and noticed.

4.13 Notice Of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned.

4.14 Quorum. One-third (1/3) of the authorized number of directors shall be necessary to constitute a quorum for the transaction of business, and the action of a majority of the directors present at any meeting at which there is a quorum, when duly assembled, is valid as a Foundation act; provided, that a majority of the directors, in the absence of a quorum, may adjourn from time to time but may not transact any business.

4.15 Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

4.16 Fees And Compensation. Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by the Board.

5. OFFICERS

5.1 Titles And Qualification. The officers of this Foundation shall be a President, a Secretary and a Treasurer (Chief Financial Officer), who shall be appointed by the Board. A Chairman of the Board, one or more Vice Presidents and one or more Assistant Secretaries and Assistant Treasurers may be appointed from time to time.

5.2 Other Officers And Agents. The Board may create such other offices and appoint, or empower the President to appoint, such other officers and agents as it or he shall deem necessary, who shall have such authority, and hold their offices for such terms, and shall exercise such duties as shall be determined from time to time by the Board.

5.3 Number Of Offices For Each Individual. It shall be permissible for one individual to hold more than one office of the Foundation, except that neither the Secretary nor the Treasurer may serve concurrently as the President or Chairman of the Board.

5.4 Salaries. The salaries or other compensation, if any, of the officers of the Foundation shall be fixed from time to time by the Board.

5.5 Term Of Office And Removal. Any Chairman of the Board, the President, any Vice President, Secretary and Treasurer of the Foundation shall be chosen annually by, and serve at the pleasure of, the Board and shall hold office until their removal or successors are appointed and qualify in their stead. Any officer or agent elected or appointed by the Board may be removed at any time by the affirmative vote of a majority of the whole Board.

All officers, agents, and employees, other than those appointed by the Board, may be removed at any time by the officers or committee appointing them.

5.6 Chairman of the Board. The Chairman of the Board, if there is such an officer, shall, if present, preside at all meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned by the Board.

5.7 President. In the absence of a Chairman of the Board, the President shall preside at all meetings of the directors. He shall have general and active control of the affairs of the Foundation, subject to the Board, and shall see that all orders and resolutions of the Board are carried into effect. He shall have the general powers and duties of supervision and management usually vested in the office of the President of a corporation, and shall perform such duties as may from time to time be assigned to him by the Board.

5.8 Vice President. In the absence of, or in the event of the disability of, the President, or in case of his failure or refusal to act, the Vice President, if there be such an officer, shall have such other powers and shall do and perform such other duties as may from time to time be assigned to him by the Board.

5.9 Secretary. The Secretary shall attend all meetings of the Board and record all votes and minutes of proceedings in a book to be kept for that purpose. He shall give or cause to be given notice of all meetings of the Board, and shall perform such other duties as may be prescribed by the Board, or the President, under whose supervision he shall be.

5.10 Assistant Secretary. The Assistant Secretary shall act in the absence of the Secretary.

5.11 Treasurer (Chief Financial Officer). The Treasurer shall be the Chief Financial Officer and shall have the custody of the corporate funds and securities, and shall keep full and accurate accounts or receipts and disbursements in books belonging to the Foundation, and shall deposit all money and other valuable effects in the name, and to the credit of, the Foundation, in such depositories as may be designated by the Board.

He shall disburse the funds of the Foundation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and directors at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer, and of the financial condition of the Foundation.

He shall give the Foundation a bond, if required by the Board, in a sum and with one or more sureties satisfactory to the Board, for the faithful performance of the duties of his office, and for the restoration to the Foundation in case of his death, resignation or removal from office, of all books, papers, vouchers, money and other property of whatsoever kind in his possession or under his control belonging to the Foundation.

5.12 Duties May Be Delegated. In case of the absence of any officer of the Foundation or for any other reason that the Board may deem sufficient, the Board may delegate for the time being the power or duties or any of them, of such officer, to any other officer, or to any director.

6. EXECUTIVE AND OTHER COMMITTEES

The Board, by resolution adopted by a majority of the entire Board, may designate two (2) or more directors to constitute such committees as it may require, including an Executive Committee, and to delegate to such committees any of the authority of the Board except with respect to:

- (a) The approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the members or approval of a majority of all members;
- (b) The filling of vacancies on the Board or on any committee;
- (c) The fixing of compensation of the directors for serving on the Board or on any committee;
- (d) The amendment or repeal of bylaws or the adoption of the new bylaws;
- (e) The amendment or repeal of any resolution of the Board which by its express terms are not so amendable or repealable;
- (f) The appointment of other committees of the Board or the members thereof;
- (g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or
- (h) The approval of any self-dealing transaction, as such transactions are defined in Code Section 5233(a).

The designation of any such committee and the delegation of authority herein granted shall not operate to relieve the Board or any member thereof of any responsibility imposed on it or him by law. No member of any such committee shall continue to be a member thereof after he ceases to be a director of the Foundation. The Board shall have the power anytime to change the number of members of any such committee, to fill vacancies thereon, and to change any member thereof. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, the regular and special meetings and other actions of any such committee shall be governed by the provisions of Section 5 applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

7. CORPORATE RECORDS AND REPORTS -- INSPECTION

7.1 Records. The Foundation shall maintain adequate and correct accounts, books and records of its business and properties. All of such books, records and accounts shall be kept at its principal place of business in the State of California, as fixed by the Board of Directors.

7.2 Contracts, Etc. - - How Executed. The Board, except as in these By-Laws or otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Foundation. Such authority may be general or confined to specific instances. Unless so authorized by the Board, no officer, agent or employee of the Foundation shall have any power or authority to bind the Foundation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or to any amount.

7.3 Annual Report. The directors shall cause to be sent to the members, not later than one hundred twenty (120) days after the close of the fiscal or calendar year, a balance sheet as of the closing date of such year, together with a statement of Receipts and Disbursements for such year. These financial statements shall be certified by the President, the Secretary or the Treasurer, which officers may employ a certified public accountant to prepare said financial statements, and shall otherwise comply with Code Section 6321.

8. CORPORATE SEAL

The corporate seal shall be circular in form and shall have inscribed thereon the name of the Foundation, the date of its incorporation, and the word "California".

9. AMENDMENTS TO BY-LAWS

9.1 By Members. New By-Laws may be adopted or these By-Laws may be repealed or amended at the annual or any other meeting of the members called for that purpose, by a vote of members entitled to exercise a majority of the voting power of the Foundation, or by written assent of such members.

9.2 By Directors. Bylaws may not be adopted, amended or repealed by the Board.

9.3 Record Of Amendments. Whenever an amendment or new By-Law is adopted, it shall be copied in the book of By-Laws of this Foundation with the original By-Laws, in the appropriate place. If any By-Law is repealed, the fact of repeal, with the date of the meeting at which the repeal was enacted or written assent filed, shall be stated in said book.

10. OTHER PROVISIONS

10.1 Notices. If any notice required to be given by these By-Laws is given by mail it shall be deemed to have been given at the time a written notice is

deposited in the United States mails, first class, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient, as the case may be. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver. All notices to members shall comply with the provisions of Code Section 5511.

10.2 Construction And Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

11 INDEMNIFICATION

11.1 Definitions. For the purpose of this Section 11, "agent" means any person who is or was a director, officer, employee, or other agent of the Foundation, or is or was serving at the request of the Foundation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation which was a predecessor corporation of the Foundation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expense" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under Sections 11.4 or 11.5.3.

11.2 Indemnification In Actions By Third Parties. The Foundation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Foundation to procure a judgment in its favor, an action brought under Code Section 5233, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust), by reason of the fact that such person is or was an agent of the Foundation, against expenses, judgments, fines, settlements, and other amounts actually and reasonable incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Foundation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Foundation or that the person had reasonable cause to believe that the person's conduct was unlawful.

11.3 Indemnification In Actions By Or In The Right Of The Foundation. The Foundation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the Foundation, or brought under Code Section 5233, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Foundation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the Foundation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under Section 11.3:

11.3.1 In respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Foundation in the performance of such person's duty to the Foundation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

11.3.2 Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

11.3.3 Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

11.4 Indemnification Against Expenses. To the extent that an agent of the Foundation has been successful on the merits in defense of any proceeding referred to in Sections 11.2 or 11.3 or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

11.5 Required Determinations. Except as provided in Section 11.4 any indemnification under this Section 11 shall be made by the Foundation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 11.2 or 11.3, by:

11.5.1 A majority vote of a quorum consisting of directors who are not parties to such proceedings; or

11.5.2 Approval of the members (within the meaning of Code Section 5034), with the persons to be indemnified not being entitled to vote thereon; or

11.5.3 The court in which such proceeding is or was pending upon application made by the Foundation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the Foundation.

11.6 Advance Of Expenses. Expenses incurred in defending any proceeding may be advanced by the Foundation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Section 11.

11.7 Other Indemnification. No provision made by the Foundation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, these By-Laws, a resolution of members or directors, an agreement, or otherwise, shall be valid unless consistent with this Section 11. Nothing contained in this Section 11 shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise. Notwithstanding any other provisions of these Bylaws, no indemnification shall be permitted which would cause the imposition of any tax, including any penalty, interest or addition to tax, under Chapter 42 of the Internal Revenue Code of 1986, as amended, or any corresponding provision of California law.

11.8 Forms Of Indemnification Not Permitted. No indemnification or advance shall be made under this Section 11, except as provided in Sections 11.4 or 11.5.3, in any circumstances where it appears:

11.8.1 That it would be inconsistent with a provision of the Articles, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

11.8.2 That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

11.9 Insurance. The Foundation shall have power to purchase and maintain insurance on behalf of any agent of the Foundation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Foundation would have the power to indemnify the agent against such liability under the provisions of this Section 11, provided, however, that the Foundation shall have no power to purchase and maintain such insurance to indemnify any agent of the Foundation for a violation of Code Section 5233.

CERTIFICATE OF SECRETARY

of

WAYNE AND GLADYS VALLEY FOUNDATION

A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATON

I hereby certify that I am the duly elected and acting Secretary of said Foundation and that the foregoing By-Laws, comprising twelve (12) pages, constitute the Revised and Restated By-Laws of said Foundation as duly adopted at a meeting on the Board of Directors thereof held on June 26, 1987.

DATED: September 10, 1987

Stephen M. Chandler
Secretary

IRS PAID PAYMENT SUMMARY

Fiscal Year equals 2012

September 30, 2012

Payee Organization Request Primary Contact Project Title	Grant No.	Amount	Date Paid	Check #
A FRIENDLY MANOR Lyons, Maureen 2298 San Pablo Avenue Oakland, CA 94612 <i>Budget support for Christmas 2011 programs for the needy in the East Bay.</i>	20120010	\$100,000	12/09/2011	13229
ALAMEDA COUNTY COMMUNITY FOOD BANK Bateson, Suzan P.O. Box 2599 Oakland, CA 94614 <i>Budget support for Christmas 2011 programs for the needy in the East Bay</i>	20120011	\$100,000	12/09/2011	13230
ALAMEDA COUNTY MEALS ON WHEELS Houts, Cindy P.O. Box 14002 Oakland, CA 94614 <i>General operating budget support for the five fiscal years 2008 - 2012</i>	20080004	\$50,000	01/20/2012	13299
ALAMEDA COUNTY MEALS ON WHEELS Houts, Cindy P.O. Box 14002 Oakland, CA 94614 <i>Budget support for Christmas 2011 programs for the needy in the East Bay</i>	20120012	\$75,000	12/09/2011	13231
BAY AREA RESCUE MISSION Anderson, John M P.O. Box 1112, 2114 MacDonald Avenue Richmond, CA 94802 <i>Budget support for Christmas 2011 programs for the needy in the East Bay.</i>	20120013	\$100,000	12/09/2011	13232
BAY AREA TUMOR INSTITUTE Siegel, Barry B 400 30th Street, Suite 301 Oakland, CA 94609-3305 <i>Budget for Screening and Clinical Trials for women with breast cancer for research years 2010, 2011 and 2012</i>	20090048	\$50,000	06/08/2012	13430
BELLARMINE COLLEGE PREPARATORY Sheridan, Paul G. 960 West Hedding Street San Jose, CA 95126 <i>Construction of the Student Life Center and the Auxiliary Gym</i>	20110043	\$2,500,000	07/13/2012	13461

Payee Organization Request Primary Contact Project Title	Grant No.	Amount	Date Paid	Check #
BELLARMINE COLLEGE PREPARATORY Sheridan, Paul G. 960 West Hedding Street San Jose, CA 95126 <i>Construction of the Student Life Center and the Auxiliary Gym</i>	20110043	\$2,500,000	07/13/2012	13461
BERKELEY FOOD AND HOUSING PROJECT Light, Terri 2140 Dwight Way Berkeley, CA 94704 <i>Budget support for Christmas 2011 programs for the needy in the East Bay</i>	20120014	\$75,000	12/09/2011	13233
BOYS & GIRLS CLUBS OF OAKLAND Stanley, Calvester R. P.O. Box 23203 Oakland, CA 94623 <i>General operating budget support for the FYE 12/31/12</i>	20120047	\$75,000	09/28/2012	13522
BOYS AND GIRLS CLUB OF EL SOBRANTE Zeier, William P.O. Box 20090 4660 Appian Way El Sobrante, CA 94820-0090 <i>Budget support for after-school programs for children from West Contra Costa during the 2011/2012 school year</i>	20120007	\$35,000	01/13/2012	13297
BUILDING FUTURES WITH WOMEN & CHILDREN Varela, Liz 1395 Bancroft Avenue San Leandro, CA 94577 <i>Budget support for Christmas 2011 programs for the needy in the East Bay</i>	20120032	\$30,000	12/09/2011	13258
BUSINESSES UNITED IN INVESTING, LENDING AND DEVELOPMENT Klahr, Suzanne McKechnie 3 Twin Dolphin Drive, Suite 375 Redwood City, CA 94065 <i>Budget support for the continued expansion of the BUILD program in Oakland during the FYE 6/30/12</i>	20120035	\$50,000	05/04/2012	13393
CATHOLIC CHARITIES OF THE EAST BAY Belette, Solomon 433 Jefferson Street Oakland, CA 94607-3539 <i>General operating budget support for the FYE 4/30/12</i>	20120003	\$250,000	01/06/2012	13285
CATHOLIC CHARITIES OF THE EAST BAY Belette, Solomon 433 Jefferson Street Oakland, CA 94607-3539 <i>Budget support for Christmas 2011 programs for the needy in the East Bay.</i>	20120015	\$75,000	12/09/2011	13234

Payee Organization Request Primary Contact Project Title	Grant No.	Amount	Date Paid	Check #
CHILDREN'S HOSPITAL & RESEARCH CENTER FOUNDATION Lubin, Bertram H 2201 Broadway, Suite 600 Oakland, CA 94612 <i>Budget support for Christmas 2011 programs for the needy in the East Bay</i>	20120016	\$50,000	12/09/2011	13235
CHILDREN'S VISION FIRST Cathcart, Valerie 1007 General Kennedy Avenue, Suite 210 San Francisco, CA 94129 <i>Budget support for free vision services to students in East Bay public schools during the 2011-2012 school year</i>	20120001	\$20,000	01/06/2012	13284
CHRONICLE SEASON OF SHARING FUND Kirschenbaum, Jennifer 901 Mission Street San Francisco, CA 94103-2988 <i>Budget support for Christmas 2011 programs for the needy in the East Bay</i>	20120017	\$50,000	12/09/2011	13236
CONTRA COSTA ARC Maizie, Barbara 1340 Arnold Drive, Suite 127 Martinez, CA 94553 <i>Renovation and equipping of three of the 15 buildings at the George Miller Center in Concord.</i>	20090002	\$200,000	01/06/2012	13281
CREEK MIDDLE SCHOOL YOUTH CENTER Perham, Donna P.O. Box 3325 Walnut Creek, CA 94598 <i>Purchase of the currently leased modular building at the Foothill campus.</i>	20100033	\$30,000	02/17/2012	13320
CROHN'S AND COLITIS FOUNDATION OF AMERICA Parkington, Greg c/o Greater San Diego/Desert Area Chapter 7850 Mission Center Court, Suite 100 San Diego, CA 92108 <i>General operating budget support for CCFA through the Greater San Diego/Desert Area Chapter during the FYE 12/31/11 (TAV)</i>	20110051	\$10,000	10/07/2011	13173
DAVIS STREET FAMILY RESOURCE CENTER Johnson, Rose Padilla 3081 Teagarden Street San Leandro, CA 94577 <i>Budget support for Christmas 2011 programs for the needy in the East Bay</i>	20120018	\$75,000	12/09/2011	13237

Payee Organization Request Primary Contact Project Title	Grant No.	Amount	Date Paid	Check #
DIOCESE OF OAKLAND-DEPARTMENT OF CATHOLIC SCHOOLS Bray, Barbara 2121 Harrison Street, Suite 100 Oakland, CA 94612-3788 <i>Renovations at St Martin de Porres and St Anthony Schools</i>	20110031	\$50,000	06/29/2012	13452
DIOCESE OF OAKLAND-DEPARTMENT OF CATHOLIC SCHOOLS Bray, Barbara 2121 Harrison Street, Suite 100 Oakland, CA 94612-3788 <i>Renovations at St Martin de Porres and St Anthony Schools</i>	20110031	\$50,000	10/28/2011	13186
DOMINICAN UNIVERSITY OF CALIFORNIA Marcy, Mary 50 Acacia Avenue San Rafael, CA 94901-2298 <i>Construction of the new Athletic Field Complex (the "Field of Dreams" campaign)</i>	20080039	\$250,000	04/03/2012	13361
DOWN SYNDROME CONNECTION OF THE BAY AREA LaBelle, Nancy 101-J Town and Country Drive Danville, CA 94526 <i>General operating budget support for the five FYE 12/31/08 - 2012</i>	20080025	\$25,000	05/25/2012	13408
DUCKS UNLIMITED, INC. O'Connor, Rebecca Western Regional Office / 3074 Gold Canal Drive Rancho Cordova, CA 95670-6116 <i>Phase I of the restoration and enhancement of the salt marsh habitat at the New Chicago Marsh within the Don Edwards San Francisco Bay Wildlife Refuge (TAV for \$40,000)</i>	20090013	\$100,000	01/06/2012	13282
EAST BAY ASIAN YOUTH CENTER Kakishiba, David 2025 East 12th Street Oakland, CA 94606 <i>Renovation of three Oakland schoolyards (the Oakland Schoolyard Initiative) \$430,000 GRANT FUNDS CANCELLED 9/30/12 per GA exp</i>	20110040	\$160,000	09/28/2012	13520
EAST BAY ASIAN YOUTH CENTER Kakishiba, David 2025 East 12th Street Oakland, CA 94606 <i>Renovation of three Oakland schoolyards (the Oakland Schoolyard Initiative) \$430,000 GRANT FUNDS CANCELLED 9/30/12 per GA exp</i>	20110040	\$160,000	09/28/2012	13520

Payee Organization Request Primary Contact Project Title	Grant No.	Amount	Date Paid	Check #
FAITH NETWORK OF THE EAST BAY, INC. Roth, Randy 2633 Telegraph Avenue, #409 Oakland, CA 94612 <i>General operating budget support for the three FYE 6/30/11, 2012 and 2013</i>	20110003	\$35,000	01/20/2012	13300
FOOD BANK OF CONTRA COSTA AND SOLANO Sly, Larry P.O. Box 6324 Concord, CA 94524-1324 <i>Budget support for emergency and supplemental food assistance programs in Contra Costa and Solano Counties during the five fiscal years 2008 - 2012</i>	20080002	\$20,000	01/13/2012	13296
FOOD BANK OF CONTRA COSTA AND SOLANO Sly, Larry P.O. Box 6324 Concord, CA 94524-1324 <i>Budget support for Christmas 2011 programs for the needy in the East Bay</i>	20120019	\$100,000	12/09/2011	13238
FRANCISCAN FRIARS OF CALIFORNIA, the Province of St. Barbara Hardin, John S. 1500 34th Avenue Oakland, CA 94601 <i>Repaving the entry and parking lot of the St Elizabeth Friary, located on the campus of St Elizabeth parish.</i>	20110045	\$63,000	01/27/2012	13304
GIRLS INCORPORATED OF ALAMEDA COUNTY Boessenecker, Linda 13666 East 14th Street San Leandro, CA 94578 <i>The purchase and remodeling of a new Girls Resource Center in Oakland (re-named the Simpson Center for Girls)</i>	20110041	\$750,000	07/13/2012	13460
GOODWILL INDUSTRIES OF THE GREATER EAST BAY, INC. Latchford, John B. 1301 Thirtieth Avenue Oakland, CA 94601-2208 <i>Budget support for Christmas 2011 programs for the needy in the East Bay</i>	20120020	\$75,000	12/09/2011	13239
HANDS OF HOPE Clifton, Pam P O. Box 88 Yuba City, CA 95992 <i>Budget support for Christmas 2011 programs for the needy</i>	20120031	\$25,000	12/09/2011	13251
HARBOR HOUSE MINISTRIES, INC. Dwyer, Kathy 1811 11th Avenue Oakland, CA 94606 <i>Budget support for the Youth Programs during the two FYE 12/31/11 and 12/31/12</i>	20110049	\$25,000	10/14/2011	13175

Payee Organization Request Primary Contact Project Title	Grant No.	Amount	Date Paid	Check #
IMMACULATE HEART OF MARY CHURCH Brown, Jerry 500 Fairview Avenue Brentwood, CA 94513 <i>Construction of a multi-use community facility (the Youth Development Center)</i>	20090038	\$300,000	11/04/2011	13196
JOHN F. KENNEDY UNIVERSITY Stargardter, Steven A. 100 Ellinwood Way Pleasant Hill, CA 94523-4817 <i>Upgrading of videoconferencing and audio-visual systems.</i>	20090027	\$75,000	07/13/2012	13459
JOHN MUIR HEALTH FOUNDATION Smith, Milton J. 1400 Treat Boulevard, Second Floor Walnut Creek, CA 94597-2142 <i>Equipment costs for new facilities at the John Muir Medical Center (the new Patient Care Tower)</i>	20070034	\$2,000,000	12/02/2011	13219
KIPP BAY AREA SCHOOLS Thompson, Beth Sutkus 1404 Franklin Street, Suite 500 Oakland, CA 94612 <i>Expansion of the San Lorenzo campus shared by KIPP Summit Academy and KIPP King Collegiate High School</i>	20120034	\$1,000,000	06/22/2012	13437
MARINE TOYS FOR TOTS FOUNDATION Banner, Erick c/o Marine Corps Reserve 3225 Willow Pass Road Concord, CA 94519 <i>Budget support for Christmas 2011 programs for the needy in the East Bay.</i>	20120021	\$37,500	12/09/2011	13241
MARINE TOYS FOR TOTS FOUNDATION Banner, Erick c/o Marine Corps Reserve 3225 Willow Pass Road Concord, CA 94519 <i>Budget support for Christmas 2011 programs for the needy in the East Bay</i>	20120021	\$37,500	12/09/2011	13240
MEALS ON WHEELS OF CONTRA COSTA, INC. Kraintz, A. Paul P O. Box 3195 Martinez, CA 94553 <i>Budget support for Christmas 2011 programs for the needy in the East Bay</i>	20120022	\$75,000	12/09/2011	13242
MILITARY OUTREACH MINISTRY Bell, Faye MCB Camp Pendleton, P.O. Box 9000-906 Oceanside, CA 92051 <i>Budget support for Christmas 2011 programs for the needy</i>	20120023	\$75,000	12/09/2011	13243

Payee Organization Request Primary Contact Project Title	Grant No.	Amount	Date Paid	Check #
MONUMENT CRISIS CENTER Scherer, Sandra P O. Box 23973 2350 Monument Boulevard, Suite B Concord, CA 94523 <i>Budget support for Christmas 2011 programs for the needy in the East Bay</i>	20120024	\$50,000	12/09/2011	13244
NATIONAL EQUITY PROJECT Chatmon, LaShawn Route 1720 Broadway, 4th Floor Oakland, CA 94612 <i>Budget support for Partnerships for Learning (PFL) at four Oakland schools during the 2011/2012 school year.</i>	20120005	\$75,000	01/27/2012	13305
OAKLAND MUSEUM OF CALIFORNIA FOUNDATION Fogarty, Lori 1000 Oak Street Oakland, CA 94607-4892 <i>Renovation of the Museum's galleries and building</i>	20070059	\$1,875,000	05/25/2012	13407
OAKLAND SCHOOLS FOUNDATION Quigley, Dan C. P.O. Box 20238 Oakland, CA 94620-0238 <i>Budget support for the Extended Learning Collaborative during the 2011/2012 school year. \$40,000 GRANT FUNDS CANCELLED per BOD 4/02/12</i>	20120008	\$85,000	06/01/2012	13424
OAKLAND TECHNICAL HIGH SCHOOL PTSA Brekke-Miesner, Katrina c/o Oakland Tech Auditorium Project 3708 Lakeshore Avenue Oakland, CA 94610 <i>Phase II of the renovation of the Oakland Tech Auditorium.</i>	20110036	\$100,000	09/28/2012	13519
OAKLAND ZOO Parrott, Joel J P O Box 5238 9777 Golf Links Road Oakland, CA 94605 <i>Construction of the new Veterinary Medical Hospital</i>	20080026	\$2,500,000	05/11/2012	13398
OREGON STATE UNIVERSITY FOUNDATION Goodwin, Mike 850 S.W 35th Street Corvallis, OR 97333 <i>Construction of a science facility at Oregon State University (the Linus Pauling Science Center / LPI)</i>	20070041	\$3,333,334	10/07/2011	13169

Payee Organization Request Primary Contact Project Title	Grant No.	Amount	Date Paid	Check #
OREGON STATE UNIVERSITY FOUNDATION Goodwin, Mike 850 S.W. 35th Street Corvallis, OR 97333 <i>Construction of a science facility at Oregon State University (the Linus Pauling Science Center / LPI)</i>	20070041	\$3,333.334	10/28/2011	13184
OREGON STATE UNIVERSITY FOUNDATION Goodwin, Mike 850 S.W. 35th Street Corvallis, OR 97333 <i>Construction of a track, field turf infield/recreational field and grass recreational field/hammer throw to reinstate the Track & Field and Cross Country programs</i>	20100031	\$1,000,000	02/22/2012	13319
OREGON STATE UNIVERSITY RUGBY CLUB Hussey, Tom 1966 SW Terrace Drive Portland, OR 97201 <i>Matching funds for the Patrick Wayne Valley Endowment Fund which supports the OSU Rugby Club</i>	20120009	\$35,900	03/30/2012	13351
RES SUCCESS Bremner, Ian 706 Main Street, Suite B Martinez, CA 94553 <i>Purchase, renovate and furnish a new program site in Hercules \$25,000 GRANT FUNDS CANCELLED by BOD 9/10/12</i>	20100043	\$75,000	09/28/2012	13521
ROMAN CATHOLIC WELFARE CORPORATION OF OAKLAND Bray, Barbara 2121 Harrison Street, Suite 100 Oakland, CA 94612-3788 <i>Budget support for both the Department of Catholic Schools for the needs of five urban schools, and for the FACE tuition assistance program for the 2011/2012 school year</i>	20110048	\$350,000	10/28/2011	13187
ROMAN CATHOLIC WELFARE CORPORATION OF OAKLAND Bray, Barbara 2121 Harrison Street, Suite 100 Oakland, CA 94612-3788 <i>Budget support for both the Department of Catholic Schools for the needs of five urban schools, and for the FACE tuition assistance program for the 2011/2012 school year</i>	20110048	\$150,000	10/28/2011	13188
SALVATION ARMY - Alameda County Command Hoogstad, Joe 379 12th Street P.O. Box 510 Oakland, CA 94607 <i>Budget support for Christmas 2011 programs for the needy in the East Bay</i>	20120025	\$75,000	12/09/2011	13245

Payee Organization Request Primary Contact Project Title	Grant No.	Amount	Date Paid	Check #
SAN LEANDRO BOYS & GIRLS CLUB Glotch, Robert P.O. Box 234 San Leandro, CA 94577 <i>Budget support for After School Education Services (ASES) during the FYE 6/30/12</i>	20110050	\$75,000	10/14/2011	13176
SAN LEANDRO SCHOLARSHIP FOUNDATION Pennebaker, Chad P.O. Box 1151 San Leandro, CA 94577 <i>The 2012 scholarship program (SMC)</i>	20120036	\$30,000	04/27/2012	133683
SCHOOL OF ST. LEO THE GREAT Simril, Sonya 4238 Howe Street Oakland, CA 94611 <i>Purchase of new computers and related equipment for the Technology Center and classrooms</i>	20100032	\$50,000	11/18/2011	13206
SISTERS OF THE HOLY FAMILY Guenther, M Gladys P O. Box 3248 / 159 Washington Boulevard Fremont, CA 94539-0324 <i>Installment of a handicap ramp in the Motherhouse & engineering fees related to the installment of the ramp and an elevator \$14,650 GRANT FUNDS CANCELLED by Grantee 12/05/11 (finalized at GA exp 6/30/12)</i>	20110047	\$18,350	01/06/2012	13283
SOCIETY OF ST. VINCENT DE PAUL OF ALAMEDA COUNTY Arca, Philip 9235 San Leandro Street Oakland, CA 94603 <i>Refurbishment of the Free Dining Room at the SVdP Community Center in Oakland (SMC)</i>	20110029	\$40,000	10/28/2011	13185
SOCIETY OF ST. VINCENT DE PAUL OF ALAMEDA COUNTY Arca, Philip 9235 San Leandro Street Oakland, CA 94603 <i>Budget support for Christmas 2011 programs for the needy in the East Bay</i>	20120026	\$75,000	12/09/2011	13246
SPECIAL OLYMPICS NORTHERN CALIFORNIA, INC. Thompson, Rebecca 3480 Buskirk Avenue, Suite 340 Pleasant Hill, CA 94523-4343 <i>Budget support for the Special Olympics East Bay Region sports competitions during the five years 2008 - 2012</i>	20080017	\$25,000	04/06/2012	13370
ST. ELIZABETH ELEMENTARY SCHOOL McAvoy, Kathleen 1516 33rd Avenue Oakland, CA 94601 <i>Tuition assistance during the 2011/2012 school year and School's roof repair.</i>	20120006	\$75,000	01/06/2012	13286

Payee Organization Request Primary Contact Project Title	Grant No.	Amount	Date Paid	Check #
ST. ELIZABETH ELEMENTARY SCHOOL McAvoy, Kathleen 1516 33rd Avenue Oakland, CA 94601 <i>Tuition assistance during the 2011/2012 school year and School's roof repair.</i>	20120006	\$20,000	01/06/2012	13287
ST. ELIZABETH HIGH SCHOOL Brock, Mary Liam 1530 Thirty Fourth Avenue Oakland, CA 94601-3024 <i>Tuition Assistance for 2011-2012</i>	20110038	\$400,000	10/07/2011	13171
ST. ELIZABETH HIGH SCHOOL Procaccio, Martin 1530 Thirty Fourth Avenue Oakland, CA 94601-3024 <i>Tuition Assistance for the 2012-2013 school year</i>	20120042	\$400,000	09/14/2012	13506
ST. FELICITAS CATHOLIC SCHOOL Joseph, Augustine 1650 Manor Boulevard San Leandro, CA 94579 <i>Roof replacement.</i>	20120041	\$25,000	07/20/2012	13466
ST. MARY'S CENTER Johnson, Carol 925 Brockhurst Street Oakland, CA 94608 <i>Budget support for Christmas 2011 programs for the needy in the East Bay</i>	20120028	\$75,000	12/09/2011	13248
ST. PAUL'S EPISCOPAL SCHOOL Merry, Karan A 116 Montecito Avenue Oakland, CA 94610-4556 <i>Construction of Phase II of the two-phase Master Facilities Plan</i>	20070051	\$100,000	12/16/2011	13259
ST. VINCENT DE PAUL SOCIETY (Contra Costa) Noe, James 2210 Gladstone Drive Pittsburg, CA 94565 <i>Budget support for Christmas 2011 programs for the needy in the East Bay</i>	20120027	\$75,000	12/09/2011	13247
TEACH FOR AMERICA, INC. Bobel, Emily 22 Fourth Street, 7th Floor San Francisco, CA 94103 <i>Three years of budget support for East Bay Area operations (for the 3 years ending 6/30/12 - 6/30/14)</i>	20110046	\$450,000	10/14/2011	13174

Payee Organization Request Primary Contact Project Title	Grant No.	Amount	Date Paid	Check #
TRI-CITY HEALTH CENTER Lievre, Kathleen 39465 Paseo Padre Parkway, Suite 3400 Fremont, CA 94538 <i>Construction costs for the renovation of Mowry Clinic in Fremont. \$25,000 GRANT FUNDS CANCELLED by BOD 12/01/11 (finalized at GA exp 6/30/12)</i>	20090039	\$125,000	12/16/2011	13260
UC DAVIS CANCER CENTER deVere White, Ralph W 4501 X Street, Suite 3003 Sacramento, CA 95817 <i>Construction of Phase I of the Cancer Center expansion project.</i>	20050050	\$1,666,666	07/20/2012	13471
UC DAVIS, School of Veterinary Medicine Lairmore, Michael D. One Shields Avenue Davis, CA 95616-8734 <i>The construction of Veterinary Medicine III B (VM3B) for interdisciplinary research</i>	20060019	\$1,666,667	01/06/2012	13280
UNIVERSITY OF CALIFORNIA - BERKELEY Biddy, Scott Office of the Chancellor - University Relations / 2080 Addison Street #4200 Berkeley, CA 94720-4200 <i>The construction of Li Ka Shing Center for Biomedical and Health Sciences (old Warren Hall)</i>	20000108	\$3,571,428	02/10/2012	13318
UNIVERSITY OF MASSACHUSETTS MEDICAL SCHOOL Flotte, Terence Office of the Dean 55 Lake Avenue North Room S1-340 Worcester, MA 01655-0002 <i>Interior improvements and budget support for the new Clinical Facility for Innovative Research and Education (CFIRE)</i>	20090009	\$1,666,667	10/07/2011	13170
UNIVERSITY OF SAN FRANCISCO Privett, Stephen A Office of the President 2130 Fulton Street San Francisco, CA 94117-1080 <i>Construction of a new science building (aka the John Lo Schiavo, S J Center for Science and Innovation / CSI)</i>	20070002	\$2,500,000	01/27/2012	13303
USO Sagle, Ann 2111 Wilson Boulevard, Suite 1200 Arlington, VA 22201 <i>Budget support for Christmas 2011 programs for individuals and families of those currently serving in the Armed Services</i>	20120029	\$75,000	12/09/2011	13249

Payee Organization Request Primary Contact Project Title	Grant No.	Amount	Date Paid	Check #
VOLUNTEER CENTER OF THE EAST BAY Tarman, John 700 Ygnacio Valley Road #140 Walnut Creek, CA 94596 <i>Budget support for Christmas 2011 "Share the Spirit" program for the needy in the East Bay</i>	20120030	\$25,000	12/09/2011	13250
WEST COUNTY ADULT DAY CARE/ALZHEIMERS RESPITE CENTER Price-Janke, Deborah 1015 Nevin Avenue, Suite 108 Richmond, CA 94801 <i>General operating budget support for the three FYE 12/31/2012, 2013 and 2014.</i>	20120040	\$20,000	06/22/2012	13438
WOUNDED WARRIORS PROJECT Burgess, Ronald W. 4899 Belfort Road, Suite 300 Jacksonville, FL 32256 <i>Budget support for 2011 Christmas programs for individuals and families of those having served in the Armed Services after 9/11/01</i>	20120033	\$50,000	12/09/2011	13252

Grand Total \$38,325,346
(85 items)

**WAYNE AND GLADYS VALLEY FOUNDATION
GRANTS AND CONTRIBUTIONS
APPROVED FOR FUTURE PAYMENTS
FYE 9/30/2012**

	Approved in FY 2012	Amount Paid in FY 2012	Ending Balance
	\$	\$	\$
A Friendly Manor	100,000	100,000	0
Sister Maureen Lyons, Director			
2298 San Pablo Avenue			
Oakland, CA 94612			
<i>Budget support for Christmas 2011 programs for the needy in the East Bay</i>			
Alameda County Community Food Bank	100,000	100,000	0
Ms Suzan Bateson			
P O Box 2599			
Oakland, CA 94614			
<i>Budget support for Christmas 2011 programs for the needy in the East Bay</i>			
Alameda County Meals on Wheels	75,000	75,000	0
Cindy Houts, ED			
P O Box 14002			
Oakland, CA 94614			
<i>Budget support for Christmas 2011 programs for the needy in the East Bay</i>			
Alzheimer's Association	70,000		70,000
William H Fisher, CEO			
1060 La Avenida Street			
Mountain View, CA 94043			
<i>Budget support for the East Bay Education, Outreach and Communications Program</i>			
Bay Area Rescue Mission	100,000	100,000	0
Rev John M Anderson, President/CEO			
P O Box 1112			
Richmond, CA 94802			
<i>Budget support for Christmas 2011 programs for the needy in the East Bay</i>			

	Approved in FY 2012	Amount Paid in FY 2012	Ending Balance
Berkeley Food and Housing Project Ms Terri Light, E D 2140 Dwight Way Berkeley, CA 94704 <i>Budget support for Chrstmas 2011 programs for the needy in the East Bay</i>	75,000	75,000	0
Boys and Girls Club of El Sobrante Mr William Zeier, E.D P.O. Box 20090 El Sobrante, CA 94820 <i>Budget support for after-school programs for children from West Contra Costa</i>	35,000	35,000	0
Boys & Girls Clubs of Oakland Calvester R Stanley, President P O Box 23203 Oakland, CA 94623 <i>General operating budget support</i>	75,000	75,000	0
Building Futures With Women & Children Ms Liz Varela, E D 1395 Bancroft Avenue, Suite 13 Berkeley, CA 94577 <i>Budget support for Christmas 2011 programs for the needy in the East Bay</i>	30,000	30,000	0
Business United in Developing, Lending & Development Ms Suzanne McKechnie Klahrm CEO & Founder 3 Twin Dolphin Drive, Suite 375 Redwood City, CA 94065 <i>Budget support for the expansion of the BUILD program in Oakland</i>	50,000	50,000	0
Catholic Chanties of the East Bay Solomon Belette, E D 433 Jefferson Street Oakland, CA 94607-3539 <i>General operating budget support</i>	250,000	250,000	0
Catholic Chanties of the East Bay Solomon Belette, E D 433 Jefferson Street Oakland, CA 94607-3539 <i>Budget support for Chrstmas 2011 programs for the needy in the East Bay.</i>	75,000	75,000	0

	Approved in FY 2012	Amount Paid in FY 2012	Ending Balance
Children's Hospital & Research Foundation Dr Bertram H. Lubin, CEO 2201 Broadway, Suite 600 Oakland, CA 94612 <i>Budget support for Christmas 2011 programs for the needy in the East Bay</i>	50,000	50,000	0
Children's Vision First Ms. Valene Cathcart, E D. 1007 General Kennedy Ave., Suite 210 San Francisco, CA 94129 <i>Budget support for free vision services to students in East Bay schools</i>	20,000	20,000	0
Chronicle Season of Sharing Fund Ms Jennifer Kirschenbaum, E D 901 Mission Street San Francisco, CA 94103-2988 <i>Budget support for Chnstmas 2011 programs for the needy in the East Bay</i>	50,000	50,000	0
Davis Street Family Resource Center Rose Padilla Johnson, ED 3081 Teagarden Street San Leandro, CA 94577 <i>Budget support for Chrstmas 2011 programs for the needy in the East Bay</i>	75,000	75,000	0
Diabetic Youth Foundation Mats I Wallin, ED 5167 Clayton Road, Suite F Concord, CA 94521 <i>Completion of the renovation of Bearskin Meadow Camp</i>	250,000		250,000
Food Bank of Contra Costa and Solano Larry Sly P O Box 6324 Concord, CA 94524-1324 <i>Budget support for Christmas 2011 programs for the needy in the East Bay</i>	100,000	100,000	0
Goodwill Industnes of the Greater East Bay Mr John B Latchford, President & CEO 1301 Thirtieth Avenue Oakland, CA 94601 <i>Budget support for Christmas 2011 programs for the needy in the East Bay</i>	75,000	75,000	0

	Approved in FY 2012	Amount Paid in FY 2012	Ending Balance
Hands of Hope	25,000	25,000	0
Ms Pam Clifton			
P.O Box 88			
Yuba City, CA 95992			
<i>Budget support for Chrstmas 2011 programs for the needy in the East Bay.</i>			
KIPP Bay Area Schools	1,000,000	1,000,000	0
Ms Beth Sutkus Thompson, ED			
426 17th Street, Suite 200			
Oakland, CA 94612			
<i>Expansion of KIPP's San Lorenzo campus</i>			
Leadership Public Schools	30,000		30,000
Louise Bay Waters, CEO & Superintendent			
344 Thomas L Berkeley Way, Suite 340			
Oakland, CA 94612			
<i>Budget support for the Academic Support Program in Richmond, Hayward and Oakland</i>			
Magdalena Ecke Family YMCA	40,000		40,000
Loren Behr, ED			
1931 First Avenue			
Walnut Creek, CA 94597			
<i>Renovation and redesign of the Skate Park</i>			
Marine Toys for Tots Foundation	75,000	75,000	0
Sgt. Melissa Wortman			
3225 Willow Pass Road			
Concord, CA 94519			
<i>Budget support for Christmas 2011 programs for the needy in the East Bay.</i>			
Meals On Wheels of Contra Costa	75,000	75,000	0
Mr A Paul Krantz, Co-Founder			
P O. Box 3195			
Martinez, CA 94553			
<i>Budget support for Christmas 2011 programs for the needy in the East Bay</i>			
Military Outreach Ministry	75,000	75,000	0
Ms Faye Bell			
MCB Camp Pendleton			
P O. Box 9000-906			
Oceanside, CA 92051			
<i>Budget support for Christmas 2011 programs for the needy</i>			

	Approved in FY 2012	Amount Paid in FY 2012	Ending Balance
Monument Crisis Center Ms Sandra Scherer P.O Box 23973 Concord, CA 94523 <i>Budget support for Christmas 2011 programs for the needy in the East Bay</i>	50,000	50,000	0
National Equity Project Ms LaShawn Route Chapman, E D 1720 Broadway, 4th Floor Oakland, CA 94612 <i>Budget support for Partnerships for Learning (PFL) at four Oakland schools</i>	75,000	75,000	0
National Search Dog Foundation Debra Tosch, ED 501 East Ojai Avenue Ojai, CA 93023 <i>Construction of a new National Training Center</i>	100,000		100,000
Oakland Military Institute - College Preparatory Academy Mark P. Ryan, Superintendent 3877 Lusk Street Oakland, CA 94608 <i>Construction of a new Math, Science and Technology Center</i>	500,000		500,000
Oakland Schools Foundation Mr Dan Qungley, E D P.O Box 20239 Oakland, CA 94620-0238 <i>Budget support for the Extended Learning Collaborative.</i>	85,000	85,000	0
Oregon State University Foundation - Rugby Club Tom Hussey, President, OSU Rugby 1966 SW Terrace Drive Portland, OR 97201 <i>Matching funds for the OSU Rugby Club's Patrick Wayne Valley Endowment Fund</i>	50,000	35,900	14,100
St Elizabeth Elementary School Sister Rose Marie Hennessy, OP, Principal 1516 33rd. Ave Oakland, CA 94601 <i>Tuition Assistance and roof repair</i>	95,000	95,000	0

	Approved in FY 2012	Amount Paid in FY 2012	Ending Balance
St Elizabeth High School Sr. Mary Liam Brock, Principal 1530 Thirty Fourth Avenue Oakland, CA 94601-3024 <i>Tuition Assistance</i>	400,000	400,000	0
St Felicitas Catholic School Father Augustine Joseph, Pastor 1650 Manor Boulevard San Leandro, CA 94579 <i>Roof replacement</i>	25,000	25,000	0
St James the Apostle Catholic Church Father Antony Vazhappilly, Pastor 34700 Fremont Boulevard Fremont, CA 94555-3113 <i>Construction of the Mother Teresa Center for Children</i>	300,000		300,000
St John the Baptist Catholic School Ms Dina Trombetta, Principal 11156 San Pablo Ave. El Cerrito, CA 94530 <i>The Library Remodel and Expansion, and the addition of the Boys and Girls Restroom</i>	325,000		325,000
St Leander School Mrs Lynne Kennedy Mullen, Principal 451 Davis Street San Leandro, CA 94577 <i>Classroom improvements, equipment and materials for a new Science Laboratory</i>	25,000		25,000
St Mary's Center Ms Carol Johnson, E D 925 Brockhurst Street Oakland, CA 94608 <i>Budget support for Chrstmas 2011 programs for the needy in the East Bay</i>	75,000	75,000	0
St Mary's College High School Edmond Larouche, President 1294 Albina Avenue Berkeley, CA 94706-2599 <i>Renovation of classrooms and seismic upgrade of Cronin Hall</i>	500,000		500,000

	Approved in FY 2012	Amount Paid in FY 2012	Ending Balance
Saint Patnck's Seminary Rev James L. McKearney, S S , President/Rector 320 Middlefield Road Menlo Park, CA 94025 <i>Renovation of the D-Wing residential and classroom building.</i>	1,500,000		1,500,000
St Vincent de Paul Society (Contra Costa) Mr James Noe, Board President 2210 Gladstone Drive Pittsburg, CA 94565 <i>Budget support for Chnstmas 2011 programs for the needy in the East Bay</i>	75,000	75,000	0
Salvation Army - Alameda County Command Major Joe Hoogstad, Alameda County Coordinator P.O. Box 510 Oakland, CA 94607 <i>Budget support for Chnstmas 2011 programs for the needy in the East Bay</i>	75,000	75,000	0
San Leandro Boys & Girls Clubs Robert Glotch, ED 401 Manna Boulevard San Leandro, CA 94577 <i>Budget support for the Reading and Math Intervention Specialist Program</i>	200,000		200,000
San Leandro Scholarship Foundation Mr Chad Pennebaker, President P.O. Box 1151 San Leandro, CA 94577 <i>The scholarship program.</i>	30,000	30,000	0
Society of St Vincent de Paul of Alameda County Philip Arca, ED 9235 San Leandro Street Oakland, CA 94603 <i>Budget support for Christmas 2011 programs for the needy in the East Bay</i>	75,000	75,000	0
USO Mrs. Ann Saglem Sr Manager Donor Services 2111 Wilson Blvd., Suite 1200 Arlington, VA 22201 <i>Budget support for Christmas 2011 programs for the needy in the East Bay.</i>	75,000	75,000	0

	Approved in FY 2012	Amount Paid in FY 2012	Ending Balance
Volunteer Center of the East Bay Mr John Tarman, E D 700 Ignacio Valley Road, # 140 Walnut Creek, CA 94596 <i>Budget support for Chnstmas 2011 programs for the needy in the East Bay</i>	25,000	25,000	0
West County Adult Day Care/Alzheimer's Respite Cntr Ms. Deborah Price-Janke, E D 1015 Nevin Avenue, Suite 108 Richmond, CA 94801 <i>General operating budget support</i>	60,000	20,000	40,000
Wounded Warriors Project Mr Ronald Burgess, CFO 4899 Belfort Road, Suite 300 Jacksonville, FL 32256 <i>Budget support for Christmas 2011 programs for the needy in the East Bay</i>	50,000	50,000	0
Yosemite Conservancy (Ruth Kingsland Memorial Grant) Mr Mike Tollefson, President 101 Montgomery Street, # 1700 San Francisco, CA 94104-4129 <i>Campaign for the Mariposa Grove of Giant Sequoias at Yosemite National Park</i>	2,000,000		2,000,000
GRAND TOTALS	\$ 9,745,000	\$ 3,850,900	\$ 5,894,100