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Form 990-PF

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

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

For calendar year 2012, or tax year beginning 01-01-2012, and ending 12-31-2012

Name of foundation: FONTANA FOUNDATION. A Employer identification number: 14-1863190. B Telephone number: (312) 641-6888. G Check all that apply: Initial return, Final return, Address change. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$ 514,364. J Accounting method: Cash.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-29).

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

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing					
	2	Savings and temporary cash investments	9,612	49,825	49,825		
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)					
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments—U S and state government obligations (attach schedule)	14,839				
	b	Investments—corporate stock (attach schedule)	529,083 <input checked="" type="checkbox"/>	513,235	448,352		
	c	Investments—corporate bonds (attach schedule)	29,803				
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	11,539 <input checked="" type="checkbox"/>	16,506	16,187		
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
15	Other assets (describe ▶ _____)						
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	594,876	579,566	514,364			
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶ _____)					
23	Total liabilities (add lines 17 through 22)	0	0				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> 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	594,876	579,566			
30	Total net assets or fund balances (see page 17 of the instructions)	594,876	579,566				
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	594,876	579,566				

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	594,876
2	Enter amount from Part I, line 27a	2	-15,508
3	Other increases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	3	300
4	Add lines 1, 2, and 3	4	579,668
5	Decreases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	5	102
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	579,566

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	See Additional Data Table			
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	See Additional Data Table			
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a	See Additional Data Table			
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	25,335
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	46,625	568,335	0.082038
2010	45,500	585,824	0.077668
2009	52,850	351,481	0.150364
2008	37,225	417,659	0.089128
2007	59,745	551,978	0.108238
2	Total of line 1, column (d).		2 0.507436
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		3 0.101487
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.		4 506,083
5	Multiply line 4 by line 3.		5 51,361
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 274
7	Add lines 5 and 6.		7 51,635
8	Enter qualifying distributions from Part XII, line 4.		8 39,575

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	549
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	549
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	549
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,180
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	1,180
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> 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	631
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 631 Refunded <input type="checkbox"/>	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?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ <u>0</u> (2) On foundation managers <input type="checkbox"/> \$ <u>0</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ <u>0</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
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? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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? <i>If "No," attach explanation .</i>	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of CHARLEY BUNTROCK ZECHES Telephone no (312) 641-6888 Located at 61 VICKSBURG STREET SAN FRANCISCO CA ZIP+4 94114			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2012, 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 instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country	16		No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20___, 20___, 20___, 20___		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20___, 20___, 20___, 20___		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i></p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <i>If "Yes" to 6b, file Form 8870.</i></p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b	
	6b	No
	7b	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CHARLEY BUNTROCK ZECHES 61 VICKSBURG STREET SAN FRANCISCO, CA 94114	PRESIDENT/CEO/DIRECTOR 1 00	0	0	0
ROBERT ZECHES 61 VICKSBURG STREET SAN FRANCISCO, CA 94114	CFO/SECRETARY/DIRECTOR 1 00	0	0	0

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

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

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

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

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

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

Total number of others receiving over \$50,000 for professional services. **0**

Part IX-A Summary of Direct Charitable Activities

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

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

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

Total. Add lines 1 through 3. **0**

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	449,253
b	Average of monthly cash balances.	1b	64,537
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	513,790
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	513,790
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	7,707
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	506,083
6	Minimum investment return. Enter 5% of line 5.	6	25,304

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	25,304
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	549
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	549
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	24,755
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	24,755
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	24,755

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	39,575
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	39,575
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	39,575

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				24,755
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.	33,012			
b From 2008.	16,531			
c From 2009.	37,290			
d From 2010.	17,546			
e From 2011.	19,126			
f Total of lines 3a through e.	123,505			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>39,575</u>				
a Applied to 2011, 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 2012 distributable amount.				24,755
e Remaining amount distributed out of corpus	14,820			
5 Excess distributions carryover applied to 2012 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	138,325			
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 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).	33,012			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	105,313			
10 Analysis of line 9				
a Excess from 2008.	16,531			
b Excess from 2009.	37,290			
c Excess from 2010.	17,546			
d Excess from 2011.	19,126			
e Excess from 2012.	14,820			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization 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))

CHARLEY BUNTROCK ZECHES

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

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total				3a 39,575
b <i>Approved for future payment</i>				
Total				3b 0

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... 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

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements

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 Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship

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

Paid Preparer Use Only Print/Type preparer's name Preparer's Signature Date Check if self-employed PTIN Firm's name Firm's address Firm's EIN Phone no

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
500 CITIGROUP CAP IX TRUPS 6 00		2006-06-26	2012-03-27
250 CITIGROUP CAP IX TRUPS 6 00		2007-12-19	2012-03-27
150 CITIGROUP CAP IX TRUPS 6 00		2008-06-30	2012-03-27
100 CITIGROUP CAP IX TRUPS 6 00		2008-06-30	2012-03-27
500 MERRILL LYNCH CAPITAL TR 6 45		2008-06-12	2012-03-27
150 ABERCROMBIE & FITCH CO		2012-10-17	2012-11-14
150 ABERCROMBIE & FITCH CO		2012-10-17	2012-02-12
500 AMERICAN INTL GROUP INC 6 45		2008-08-19	2012-05-22
BANCO SANTANDER SA ADR		2010-12-10	2012-11-13
100 CITIGROUP INC		2009-08-14	2012-10-25
50 CITIGROUP INC		2010-01-05	2012-10-25
212 CNH GLOBAL NV		2011-07-19	2012-01-26
13 CNH GLOBAL NV		2011-07-19	2012-02-13
200 CNH GLOBAL NV		2011-08-09	2012-02-13
100 COCA COLA CO		2007-02-23	2012-04-09
100 CORP BKD TR CTFS MOTOROLA		2008-09-15	2012-05-22
262 CORP BKD TR CTFS MOTOROLA		2008-09-15	2012-05-22
300 CRH PLC ADR		2011-07-15	2012-01-23
500 DEAN FOODS CO		2010-09-10	2012-08-08
60 E TRADE FINANCIAL CORP		2009-09-09	2012-10-25
140 E TRADE FINANCIAL CORP		2010-07-23	2012-10-25
500 FURNITURE BRANDS INTL		2007-01-04	2012-03-29
500 FURNITURE BRANDS INTL		2007-02-23	2012-03-29
400 INTEL CORP		2006-06-26	2012-05-22
100 INTEL CORP		2006-12-08	2012-05-22
3365 KONINKL PHIL E NY		2012-05-31	2012-05-31
500 MGM RESORTS INTERNATIONAL		2010-10-26	2012-02-06
6 OCEAN RID UDW INC		2011-10-05	2012-01-19
200 ROYAL CARIBBEAN CRUISES		2011-09-06	2012-02-01
112 SOUTHERN COPPER CORP		2011-06-06	2012-01-26

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
113 SOUTHERN COPPER CORP		2011-06-06	2012-03-29
1 SOUTHERN COPPER CORP		2012-02-28	2012-03-29
2091 SOUTHERN COPPER CORP		2012-02-28	2012-03-07
500 UBS AG REG		2010-02-24	2012-04-09
700 SPRINT NEXTEL CORP		2009-07-29	2012-09-24
1349 SPRNG NEXTEL CORP		2009-12-07	2012-09-24
200 VERIZON COMMUNICATIONS		2006-06-26	2012-05-21
50 VERIZON COMMUNICATIONS		2006-01-20	2012-05-21
MOTORS LIQUIDATION COMPANY		2006-06-26	2012-06-22
MOTORS LIQUIDATION COMPANY		2006-06-26	2012-07-13
500 BLACKSTONE GROUP LP		2010-06-15	2012-01-24
4 SUBURBAN PROPANE PARTNERS LP		2012-03-15	2012-09-26
32 SUBURBAN PROPANE PARTNERS LP		1915-03-12	2012-10-25
99 RESEARCH IN MOTION LTD		2011-06-16	2011-12-28
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
11,865		11,080	785
5,932		4,725	1,207
3,559		2,585	974
2,374		1,723	651
11,544		9,690	1,854
5,998		4,887	1,111
7,001		4,887	2,114
11,816		8,775	3,041
			0
3,715		4,080	-365
1,858		1,730	128
9,700		7,581	2,119
563		465	98
8,660		5,966	2,694
7,289		4,762	2,527
2,555		1,675	880
6,707		4,389	2,318
6,184		5,906	278
8,365		5,220	3,145
496		1,007	-511
1,158		2,016	-858
862		7,945	-7,083
862		8,205	-7,343
10,437		7,293	3,144
2,609		2,058	551
8		6	2
7,115		5,510	1,605
86		88	-2
5,649		4,681	968
4,006		3,518	488

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,491		3,550	-59
31		33	-2
7		7	0
6,367		6,795	-428
3,885		2,901	984
7,487		5,242	2,245
8,276		5,906	2,370
2,069		1,627	442
149			149
8			8
7,902		5,202	2,700
16		12	4
1,360		976	384
1,414		1,414	0
18			18

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			785
			1,207
			974
			651
			1,854
			1,111
			2,114
			3,041
			0
			-365
			128
			2,119
			98
			2,694
			2,527
			880
			2,318
			278
			3,145
			-511
			-858
			-7,083
			-7,343
			3,144
			551
			2
			1,605
			-2
			968
			488

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-59
			-2
			0
			-428
			984
			2,245
			2,370
			442
			149
			8
			2,700
			4
			384
			0
			18

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AMERICAN RED CROSS PO BOX 4002018 DES MOINES,IA 503402018	N/A	PUBLIC CHARITY	LOCAL SAN FRANCISCO CHAPTER	1,250
ASIAN ART MUSEUM FOUNDATION 200 LARKIN STREET SAN FRANCISCO,CA 941024585	N/A	PUBLIC CHARITY	OPERATING FUNDS	1,000
DANIEL WEBSTER ELEMENTARY SCHOOL PTA 465 MISSOURI STREET SAN FRANCISCO,CA 94107	N/A	PUBLIC CHARITY	OPERATING FUNDS	500
FIRST PRESBYTERIAN CHURCH 123 ANY STREET ANYTOWN,CA 941024585	N/A	PUBLIC CHARITY	OPERATING FUNDS	250
MARIN COUNTRY DAY SCHOOL 5221 PARADISE DR CORTE MADERA,CA 949252107	N/A	PUBLIC CHARITY	SCHOOL ANNUAL FUND AND THE PE PAVILION PROJECT	9,500
NORTHWESTEN UNIVERSITY 2020 RIDGE AVENUE EVANSTON,IL 60208	N/A	PUBLIC CHARITY	KELLOGG SCHOOL ANNUAL FUND	5,000
NRDC 40 WEST 20TH STREET NEW YORK,NY 10011	N/A	PUBLIC CHARITY	OPERATING FUNDS	2,375
SAN FRANCISCO SYMPHONY DAVIES SYMPHONY HALL SAN FRANCISCO,CA 941024585	N/A	PUBLIC CHARITY	SUPPORT OF EDUCATION PROGRAMS	300
SAN FRANCISCO ZOOLOGICAL SOCIETY 1 ZOO ROAD SAN FRANCISCO,CA 941321027	N/A	PUBLIC CHARITY	ZOO FEST AND LET'S PLAY	3,400
THE SAPLING FOUNDATION 250 HUDSON ST NO 1002 NEW YORK,NY 10013	N/A	PUBLIC CHARITY	OPERATING FUNDS	16,000
Total				39,575

TY 2012 Accounting Fees Schedule

Name: FONTANA FOUNDATION

EIN: 14-1863190

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PEDERSEN & HOUPT	3,746	3,746		0

**TY 2012 Investments Corporate
Stock Schedule****Name:** FONTANA FOUNDATION**EIN:** 14-1863190

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ALCATEL-LUCENT ADR	11,442	2,919
ALCOA INC	5,400	3,472
AT&T INC	5,456	6,742
AVON PROD INC	2,841	2,154
BANCO SANTANDER SA ADR	9,189	8,382
BOSTON SCIENTIFIC CORP	56,423	34,380
BP PLC SPON ADR	5,442	6,246
BRISTOL MYERS SQUIBB CO	24,490	32,590
BYD COMPANY LTD	3,538	2,400
CARDIONET INC	7,028	3,420
CHEAPEAKE ENERGY OKLA	16,841	13,695
CHIMERA INVESTMENT CORP	4,644	3,132
CISCO SYSTEMS INC	11,766	11,790
CLIFFS NATURAL RESOURCES	9,639	9,990
COCA-COLA CO	7,143	10,875
CORNING INC	11,181	10,096
DELL INC	35,754	20,280
DEUTSCHE TELEKOM AG SPON ADR	7,145	5,681
DRYSHIPS INC	5,809	1,440
EXELON CORPORATION	8,075	6,692
FLEXTRONICS INTERNATIONAL LTD	17,474	9,315
FORD MOTOR CO	5,308	9,687
FREEMPORT MCMORNA COPPER & GOLD	6,646	6,840
GENERAL ELECTRIC CO	24,643	20,990
GENERAL MOTORS CO COM STK	9,529	3,950
GREEN MOUNTAIN COFFEE ROS	4,588	8,268
ING GP NV SPON ADR	13,538	14,235
INTEL CORP	10,290	10,310
JONES (THE) GROUP INC	1,040	1,106
KINROSS GOLD CORP	5,099	4,598

Name of Stock	End of Year Book Value	End of Year Fair Market Value
KONINKL PHIL E NY SH	7,194	6,502
LINCOLN NATIONAL CORP	7,057	7,770
MERCK & CO INC	9,591	12,282
MOTORS LIQUIDATION COMPANY	22	0
NOKIA CORP SPON ADR	9,186	2,985
NUTRI SYSTEM INC NEW COM	10,389	4,902
PETROLEO BRAS SA ADR	9,768	6,276
PFIZER INC	37,093	37,619
PPL CORPORATION	7,500	8,589
PUB SVC ENTERPRISE GROUP	4,765	4,896
RESEARCH IN MOTION LTD	1,959	1,199
SPRINT NEXTEL CORP	4,992	11,624
UBS AG REG	6,740	7,870
VALERO ENERGY CORP	2,265	3,412
VERIZON COMMUNICATIONS	8,136	10,818
WEATHERFORD INTL LTD	19,443	15,666
WENDYS CO	11,373	12,220
YPF SOCIEDAD ANON SPN	5,126	2,590
INERGY LP	3,235	5,457

TY 2012 Investments - Other Schedule

Name: FONTANA FOUNDATION

EIN: 14-1863190

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CALAMOS CONV OPP INC FD	AT COST	5,686	6,018
EATON VANCE TAX-MANAGED GLOBAL DIVERSIFIED EQUITY INCOME FD	AT COST	5,763	5,286
HUGOTON ROYALTY TRUST	AT COST	5,057	4,883

TY 2012 Other Decreases Schedule

Name: FONTANA FOUNDATION

EIN: 14-1863190

Description	Amount
LIMITED PARTNERSHIP - UNRELATED BUSINESS LOSS	102

TY 2012 Other Expenses Schedule

Name: FONTANA FOUNDATION

EIN: 14-1863190

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN FEES	87	87		0
ATTORNEY GENERAL FILING FEE	75	75		0
HUGOTON ROYALTY TRUST ADMIN EXPENSE	0	2		0
HUGOTON ROYALTY TRUST DEPLETION	24	24		0

TY 2012 Other Income Schedule

Name: FONTANA FOUNDATION

EIN: 14-1863190

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
BLACKSTONE GROUP LP	2	0	2

TY 2012 Other Increases Schedule

Name: FONTANA FOUNDATION

EIN: 14-1863190

Description	Amount
2012 DONATION CLEARED BANK IN 2013	300

TY 2012 Other Professional Fees Schedule

Name: FONTANA FOUNDATION

EIN: 14-1863190

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES-MERRILL LYNCH	180	180		0
INVESTMENT FEES-MERRILL LYNCH	7,204	7,204		0

TY 2012 Taxes Schedule

Name: FONTANA FOUNDATION

EIN: 14-1863190

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE TAX	10	10		0
FOREIGN TAX PAID	159	159		0
FEDERAL TAX PAID	1,300	0		0
HUGOTON ROYALTY TRUST SEVERENCE TAX	0	5		0