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

2012

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 , 2012, and ending

Ralph & Marsha Guggenheim Family
Foundation
141 Alton Avenue
San Francisco, CA 94116A Employer identification number
26-3873872B Telephone number (see the instructions)
(415) 759-0331C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐G Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name changeH Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 340,629.J Accounting method. ☐ Cash ☐ Accrual
☒ Other (specify) Modified Cash
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

REVENUE

1 Contributions, gifts, grants, etc., received (att sch)

236,784.

2 Ck ☒ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

3.

3.

N/A

4 Dividends and interest from securities

6,008.

6,008.

5a Gross rents

b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10

120,312.

b Gross sales price for all assets on line 6a 120,425.

7 Capital gain net income (from Part IV, line 2)

120,312.

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/(loss) (att sch)

11 Other income (attach schedule)

12 Total. Add lines 1 through 11

363,107.

126,323.

13 Compensation of officers, directors, trustees, etc.

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach sch) See St 1

1,670.

1,670.

c Other prof fees (attach sch)

17 Interest

18 Taxes (attach schedule)(see instrs) See Stm 2

1,496.

1,496.

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

See Statement 3

160.

160.

24 Total operating and administrative expenses. Add lines 13 through 23

3,326.

3,326.

25 Contributions, gifts, grants paid Part XV

68,915.

68,915.

26 Total expenses and disbursements. Add lines 24 and 25

72,241.

0.

72,241.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

290,866.

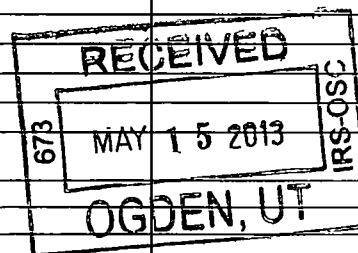
b Net investment income (if negative enter 0)

126,323.

c Adjusted net income (if negative enter 0)

SCANNED MAY 21 2013

ADMINISTRATIVE EXPENSES



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	31,181.	109,106.	109,106.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U S and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) Statement 4	103,125.	231,523.	231,523.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment: basis			
Less: accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule)				
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe)				
16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	134,306.	340,629.	340,629.	
LIABILITIES	17 Accounts payable and accrued expenses		37,682.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	37,682.	
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	134,306.	302,947.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☐			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	134,306.	302,947.	
	31 Total liabilities and net assets/fund balances (see instructions)	134,306.	340,629.	

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	134,306.
2 Enter amount from Part I, line 27a	2	290,866.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	425,172.
5 Decreases not included in line 2 (itemize) See Statement 5	5	122,225.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	302,947.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a Sale of Publicly Traded Securities		D	Various	Various
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 120,425.		113.	120,312.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))	
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any		
a			120,312.	
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		2 120,312.
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 0.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	53,523.	137,568.	0.389066
2010	88,433.	38,962.	2.269724
2009	21,876.	20,607.	1.061581
2008			
2007			
2 Total of line 1, column (d)			2 3.720371
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 1.240124
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 218,027.
5 Multiply line 4 by line 3			5 270,381.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,263.
7 Add lines 5 and 6			7 271,644.
8 Enter qualifying distributions from Part XII, line 4			8 72,241.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	2,526.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	2,526.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,526.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	1,600.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d	7	1,600.	
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	926.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	11		
	Refunded		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 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? <i>If 'Yes,' attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XIV</i>	X	
8 a 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? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>Ralph Guggenheim</u> Telephone no <u>(415) 759-0331</u> Located at <u>141 Alton Avenue San Francisco CA</u> ZIP + 4 <u>94116</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>	15		N/A
16	At any time during calendar year 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 the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u>N/A</u>	16		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
1 a	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 ☐	1 b	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 2012?	1 c	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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)	2 b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3 a	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 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2012?	4 b	X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Marsha M. Guggenheim 141 Alton Avenue San Francisco, CA 94116	President 1.00	0.	0.	0.
Ralph J. Guggenheim 141 Alton Avenue San Francisco, CA 94116	Secretary/Tr 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 N/A	
2	
3	
4	

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

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

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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	1 a	194,982.
b	Average of monthly cash balances	1 b	26,365.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	221,347.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	221,347.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	3,320.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	218,027.
6	Minimum investment return. Enter 5% of line 5	6	10,901.

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	10,901.
2a	Tax on investment income for 2012 from Part VI, line 5	2 a	2,526.
b	Income tax for 2012 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	2,526.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	8,375.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	8,375.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	8,375.

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	1 a	72,241.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	72,241.
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	72,241.

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				8,375.
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				
b From 2008				
c From 2009	21,876.			
d From 2010	88,465.			
e From 2011	48,041.			
f Total of lines 3a through e	158,382.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 72,241.				
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				8,375.
e Remaining amount distributed out of corpus	63,866.			
5 Excess distributions carryover applied to 2012 (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	222,248.			
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)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	222,248.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009	21,876.			
c Excess from 2010	88,465.			
d Excess from 2011	48,041.			
e Excess from 2012	63,866.			

BAA

Form 990-PF (2012)

N/A

4942(j)(5)

(4) Gross investment income.

[illegible]

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	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> See Statement 6				
Total				68,915.
b <i>Approved for future payment</i>				
Total				

Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax Prep	\$ 1,670.			\$ 1,670.
Total	<u>\$ 1,670.</u>	<u>\$ 0.</u>		<u>\$ 1,670.</u>

Statement 2
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise Taxes	\$ 1,496.			\$ 1,496.
Total	<u>\$ 1,496.</u>	<u>\$ 0.</u>		<u>\$ 1,496.</u>

Statement 3
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Dues & Subscriptions	\$ 65.			\$ 65.
Filing Fees	95.			95.
Total	<u>\$ 160.</u>	<u>\$ 0.</u>		<u>\$ 160.</u>

Statement 4
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Disney Walt Co, 4,650 Sh	Mkt Val	\$ 231,523.	\$ 231,523.
	Total	<u>\$ 231,523.</u>	<u>\$ 231,523.</u>

Statement 5
Form 990-PF, Part III, Line 5
Other Decreases

Net Unrealized Gains or Losses on Investments	Total	<u>\$ 122,225.</u>
		<u>\$ 122,225.</u>

Statement 6
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
ACLU 125 Broad Street, 18th Floor New York, NY 10004	N/A	509(a)	General Support	\$ 300.
Amer. Friends of Magen David Adom 5535 Balboa Blvd, #114 Encino, CA 91316	N/A	509(a)	General Support	250.
Amnesty International 5 Penn Plaza New York, NY 10001	N/A	509(a)	General Support	200.
Anti-Defamation League 605 Third Avenue New York, NY 10158	N/A	509(a)	General Support	500.
Asian Art Museum Foundation 200 Larkin Street San Francisco, CA 94102	N/A	509(a)	General Support	75.
Audubon Canyon Ranch 4900 Shoreline Highway 1 Stinson Beach, CA 94947	N/A	509(a)	General Support	100.
Bay Area Jewish Healing Center 3330 Geary Blvd San Francisco, CA 94118	N/A	509(a)	General Support	360.
Berkeley Hillel 2736 Bancroft Way Berkeley, CA 94704	N/A	509(a)	General Support	360.
Boys and Girls Club of San Francisco 55 Hawthorne Street, #600 San Francisco, CA 94105	N/A	509(a)	General Support	200.
Breast Cancer Fund 1388 Sutter Street, #400 San Francisco, CA 94109	N/A	509(a)	General Support	250.
California State Parks Association 50 Francisco Street, #110 San Francisco, CA 94133	N/A	509(a)	General Support	125.
Congregation M'kor Hayim PO Box 31806 Tucson, AZ 85751	N/A	509(a)	General Support	360.

Statement 6 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
CPMC Research PO Box 7999 San Francisco, CA 94120	N/A	509(a)	General Support	\$ 600.
Dewey Circle Beautification Project 241 Montalvo Avenue San Francisco, CA 94116	N/A	509(a)	General Support	100.
Doctors Without Borders 333 Seventh Avenue, 2nd Fl New York, NY 10001	N/A	509(a)	General Support	200.
Draw Bridge PO Box 2698 San Rafael, CA 94912	N/A	509(a)	General Support	100.
Fine Arts Museums of SF 50 Hagiwara Tea Garden Drive San Francisco, CA 94118	N/A	509(a)	General Support	1,000.
Foundaiton of CCSF 50 Phelan #S-193 San Francisco, CA 94112	N/A	509(a)	General Support	500.
Friends of the Urban Forest PO Box 29456 San Francisco, CA 94129	N/A	509(a)	General Support	100.
Innocence Project 40 Worth St. #701 New York, NY 10013	N/A	509(a)	General Support	360.
Jewish Family and Children's Services 2150 Post Street San Francisco, CA 94115	N/A	509(a)	General Support	1,100.
KALW Radio 500 Mansell Street San Francisco, CA 94134	N/A	509(a)	General Support	100.
KPFA Pacifica Foundation 1929 Martin Luther King Jr. Way Berkeley, CA 94704	N/A	509(a)	General Support	100.
La Casa De Las Madres 1663 Mission Street, #225 San Francisco, CA 94103	N/A	509(a)	General Support	360.

Statement 6 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Little Brothers of the Elderly 909 Hyde Street, #628 San Francisco, CA 94109	N/A	509(a)	General Support	\$ 250.
Marin Marine Mammal Center 2000 Bunker Road, Fort Cronkhite Sausalito, CA 94965	N/A	509(a)	General Support	125.
Millvalley Film Festival 1001 Lootens Place San Rafael, CA 94901	N/A	509(a)	General Support	125.
Mothers Against Drunk Driving 511 E John Carpenter Freeway, #700 Irving, TX 75062	N/A	509(a)	General Support	100.
NARAL 1156 15th St. NW #700 Washington, DC 20005	N/A	509(a)	General Support	1,000.
National Public Radio Foundation 635 Massachusetts Avenue, NW Washington, DC 20001	N/A	509(a)	General Support	1,000.
Natl Org For Women 1100 H St. NW, 3rd Fl Washington, DC 20005	N/A	509(a)	General Support	100.
Randall Museum Friends San Francisco 199 Museum Way San Francisco, CA 94114	N/A	509(a)	General Support	250.
Rex Foundation PO Box 29608 San Francisco, CA 94129	N/A	509(a)	General Support	500.
San Francisco Food Bank 900 Pennsylvania Avenue San Francisco, CA 94107	N/A	509(a)	General Support	400.
San Francisco Hillel 33 Banbury Drive San Francisco, CA 94132	N/A	509(a)	General Support	360.

Statement 6 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
San Francisco Jewish Film Festival 145 9th Street, #200 San Francisco, CA 94103	N/A	509(a)	General Support	\$ 540.
SF Museum Of Modern Art 151 Third Street San Francisco, CA 94103	N/A	509(a)	General Support	500.
SF Zoological Society 1 Zoo Road San Francisco, CA 94132	N/A	509(a)	General Support	175.
SFjazz 3 Embarcadero Ctr., Lobby San Francisco, CA 94111	N/A	509(a)	General Support	5,000.
Shalom Bayit PO Box 10102 Oakland, CA 94610	N/A	509(a)	General Support	185.
Sierra Club 85 Second Street, 2nd Floor San Francisco, CA 94105	N/A	509(a)	General Support	200.
Southern Poverty Law Center 400 Washington Ave. Montgomery, AL 36104	N/A	509(a)	General Support	100.
St. Mary's Interfaith Stockton 545 W. Sonora Avenue Stockton, CA 95203	N/A	509(a)	General Support	200.
The Congregation EmanuEl 2 Lake Street San Francisco, CA 94118	N/A	509(a)	General Support	11,936.
The Nature Conservancy 4245 N. Fairfax Drive, #100 Arlington, VA 22203	N/A	509(a)	General Support	500.
Truckee Tahoe Community Foundation 11071 Donner Pass Rd. Truckee, CA 96160	N/A	509(a)	General Support	600.
UC San Francisco 401 Parnassus Avenue San Francisco, CA 94143	N/A	509(a)	General Support	1,050.

Statement 6 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Upstart Bay Area 332 Pine Street, #600 San Francisco, CA 94104	N/A	509(a)	General Support	\$ 5,000.
US Holocaust Memorial PO Box 90988 Washington, DC 20090	N/A	509(a)	General Support	200.
American Jewish World Service Inc. 45 W 36th St. New York, NY 10018	N/A	509(a)	General Support	250.
Beyond Differences 336 Bon Air Center #436 Greenbrae, CA 94904	N/A	509(a)	General Support	250.
Bonnie J Addario Lung Cancer Foundation 601 4th St. #215 San Francisco, CA 94107	N/A	509(a)	General Support	100.
Brandeis University Waltham PO Box 549110 Waltham, MA 02454	N/A	509(a)	General Support	1,360.
CA Academy of Sciences 55 Music Concourse Drive San Francisco, CA 94118	N/A	509(a)	General Support	199.
Carnegie Mellon University 5000 Forbes Ave Pittsburgh, PA 15213	N/A	509(a)	General Support	3,500.
Chabad at Emory 1526 N. Decatur Rd Atlanta, GA 30307	N/A	509(a)	General Support	280.
Congregation Sherith Israel 2266 California St San Francisco, CA 94115	N/A	509(a)	General Support	360.
Contemporary Jewish Museum 736 Mission St. San Francisco, CA 94103	N/A	509(a)	General Support	1,259.
Crohn's & Colitis Foundation of America 386 Park Avenue South, 17th Flr New York, NY 10016	N/A	509(a)	General Support	100.

Statement 6 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Edgewood Center for San Francisco 1801 Vicente St San Francisco, CA 94116	N/A	509(a)	General Support	\$ 250.
Emory University 1762 Clifton Road, #1400 Atlanta, GA 30322	N/A	509(a)	General Support	1,000.
Exploratorium 3601 Lyon St San Francisco, CA 94123	N/A	509(a)	General Support	150.
Farollones Marine Sactuary Assn PO Box 29386 San Francisco, CA 94129	N/A	509(a)	General Support	100.
First Graduate PO Box 29415 San Francisco, CA 94129	N/A	509(a)	General Support	100.
Friends of SF Public Library 391 Grove St. San Francisco, CA 94102	N/A	509(a)	General Support	200.
Golden Gate National Parks Assn Bldg 201, Fort Mason San Francisco, CA 94123	N/A	509(a)	General Support	150.
Glide Foundation 330 Ellis St. San Francisco, CA 94102	N/A	509(a)	General Support	250.
Hamilton Family Center 1631 Hayes Street San Francisco, CA 94117	N/A	509(a)	General Support	150.
Hebrew Free Loan Assn of San Francisco 131 Steuart St. #425 San Francisco, CA 94105	N/A	509(a)	General Support	360.
Hillel Davis 328 A Street Davis, CA 95616	N/A	509(a)	General Support	360.
Homeless Prenatal Program 2500 18th Street San Francisco, CA 94110	N/A	509(a)	General Support	1,200.

Statement 6 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
Institute for Jewish Spirituality 330 Seventh Ave, 19th Flr New York, NY 10001	N/A	509(a)	General Support	\$ 360.
Jewish Community Center San Francisco 3200 California St. San Francisco, CA 94118	N/A	509(a)	General Support	2,068.
Jewish Community Federation of SF 121 Steuart St San Francisco, CA 94105	N/A	509(a)	General Support	1,000.
Jewish Community Relations Council 121 Steuart St. #301 San Francisco, CA 94105	N/A	509(a)	General Support	2,500.
Jewish Home for the Aged 302 Silver Ave San Francisco, CA 94122	N/A	509(a)	General Support	360.
Katherine Delmar Burkes School 7070 California St. San Francisco, CA 94121	N/A	509(a)	General Support	500.
KQED 2601 Mariposa St. San Francisco, CA 94110	N/A	509(a)	General Support	2,000.
Larkin Street Youth Project 701 Sutter St. #2 San Francisco, CA 94109	N/A	509(a)	General Support	100.
Lehrhaus Judaica The Rutlinger Ctr, 2736 Bancroft Wy Berkeley, CA 94704	N/A	509(a)	General Support	360.
Leukemia & Lymphoma Society 1311 Mamaroneck Avenue White Plains, NY 10605	N/A	509(a)	General Support	50.
MAZON, Inc. A Jewish Response to Hunger 10495 Santa Monica Blvd. #100 Los Angeles, CA 90025	N/A	509(a)	General Support	200.

Statement 6 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Meals on Wheels SF 1375 Fairfax Ave. San Francisco, CA 94124	N/A	509(a)	General Support	\$ 200.
Music in Schools Today 582 Market St. #213 San Francisco, CA 94104	N/A	509(a)	General Support	100.
Planned Parenthood of New York 434 W. 33rd St. New York, NY 10001	N/A	509(a)	General Support	1,000.
SF Child Abuse Prevention Center 1757 Waller Street San Francisco, CA 94117	N/A	509(a)	General Support	200.
San Francisco Village 3330 Geary Blvd San Francisco, CA 94118	N/A	509(a)	General Support	400.
SF State Univeristy 1600 Holloway Ave. San Francisco, CA 94132	N/A	509(a)	General Support	200.
Susan G Komen Breast Cancer 5005 LBJ Freeway, Suite 250 Dallas, TX 75244	N/A	509(a)	General Support	235.
Tahoe Rim Trail 948 Incline Way Incline Village, NV 89451	N/A	509(a)	General Support	100.
Natl Coalition Against Domestic Violence One Broadway, Suite B210 Denver, CO 80203	N/A	509(a)	General Support	200.
AIDS Project Los Angeles 611 South Kingsley Drive Los Angeles, CA 90005	N/A	509(a)	General Support	250.
Graves Disease Foundation P.O. Box 2793 Rancho Santa Fe, CA 92067	N/A	509(a)	General Support	100.
Make A Wish Foundation 4742 N 24th St, #400 Phoenix, AZ 85016	N/A	509(a)	General Support	200.

Statement 6 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
SF Bay Bird Observatory 524 Valley Way Milpitas, CA 95035	N/A	509(a)	General Support	\$ 100.
Temple Israel Stockton 5105 North El Dorado Street Stockton, CA 95207	N/A	509(a)	General Support	610.
American Joint Distribution Committee 711 Third Ave. New York, NY 10017	N/A	509(a)	General Support	360.
Center for Inquiry PO Box 741 Amherst, NY 14226	N/A	509(a)	General Support	10.
G-dcast 131 Steuart St, Ste #205 San Francisco, CA 94105	N/A	509(a)	General Support	360.
Giants Community Fund 24 Willie Mays Plaza San Francisco, CA 94107	N/A	509(a)	General Support	36.
Healthright 360/Haight Ashbury Clinic PO Box 29917 San Francisco, CA 94129	N/A	509(a)	General Support	100.
Juvenile Diabetes Research Fndn Walk 49 Stevenson Street, Ste 1200 San Francisco, CA 94105	N/A	509(a)	General Support	50.
Jewish Learningworks 639 14th Ave San Francisco, CA 94118	N/A	509(a)	General Support	180.
Journeys For Good 1455 Mandalay Beach Road Oxnard, CA 93035	N/A	509(a)	General Support	200.
Kiva 875 Howard Street Suite #340 San Francisco, CA 94103	N/A	509(a)	General Support	17.

Statement 6 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Law Center to Prevent Gun Violence 268 Bush Street #555 San Francisco, CA 94104	N/A	509(a)	General Support	\$ 250.
Nevada Museum of Art 160 W Liberty Street Reno, NV 89501	N/A	509(a)	General Support	200.
Photo Philanthropy 25 6th Avenue San Francisco, CA 94118	N/A	509(a)	General Support	100.
Project Bread 145 Border Street Boston, MA 02128	N/A	509(a)	General Support	75.
Promises Film Company 58 West Portal Avenue, #341 San Francisco, CA 94127	N/A	509(a)	General Support	180.
San Francisco Edu Fund/School Volunteers 727 Golden Gate Ave, 2nd Fl San Francisco, CA 94102	N/A	509(a)	General Support	200.
San Francisco General Hospital 2789 25th St, #2028 San Francisco, CA 94110	N/A	509(a)	General Support	360.
UC Berkeley Foundation 2080 Addison St #4200 Berkeley, CA 94720	N/A	509(a)	General Support	180.
Union Of Concerned Scientists 2 Brattle Square Cambridge, MA 02138	N/A	509(a)	General Support	150.
USF 2130 Fulton Street San Francisco, CA 94117	N/A	509(a)	General Support	200.
Wilderness Torah 2150 Allston Way, Suite 210 Berkeley, CA 94704	N/A	509(a)	General Support	360.
World Union for Progressive Judaism 633 Third Ave, 6th Fl New York, NY 10017	N/A	509(a)	General Support	360.

Statement 6 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Congregation Beth El, Berkeley 1301 Oxford St Berkeley, CA 94709	N/A	509(a)	General Support	\$ 200.
Village Square Quilters 15 Arrowcrest Drive Hudson, NY 10520	N/A	509(a)	General Support	200.
SF Zen Center 300 Page Street San Francisco, CA 94102	N/A	509(a)	General Support	100.
Cathedral Of The Annunciation 425 W Magnolia St Stockton, CA 95203	N/A	509(a)	General Support	50.
FJC/Uri L'Tzedek 25 Broadway, 17th Fl New York, NY 10004	N/A	509(a)	General Support	360.
Buena Vista Child Care 3351 23rd St San Francisco, CA 94110	N/A	509(a)	General Support	100.
Congregation Kahal Kadosh Beth Elohim 90 Hasell St Charleston, SC 29401	N/A	509(a)	General Support	360.
Bread & Roses 233 Tamalpais Dr Corte Madera, CA 94925	N/A	509(a)	General Support	200.

Total \$ 68,915.