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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation ROSENBERG FOUNDATION		A Employer identification number 94-1186182
Number and street (or P O box number if mail is not delivered to street address) 131 STEUART STREET	Room/suite 650	B Telephone number (415) 644-9777
City or town, state, and ZIP code SAN FRANCISCO, CA 94105		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 56,214,745.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		223.	223.		STATEMENT 1
4 Dividends and interest from securities		1,238,648.	1,237,859.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		969,942.			STATEMENT 3
b Gross sales price for all assets on line 6a 17,293,914.					
7 Capital gain net income (from Part IV, line 2)			964,843.		
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		-20,017.	-2,920.		STATEMENT 4
12 Total. Add lines 1 through 11		2,188,796.	2,200,005.		
13 Compensation of officers, directors, trustees, etc		220,838.	11,042.		209,796.
14 Other employee salaries and wages		265,227.	4,111.		250,586.
15 Pension plans, employee benefits		138,288.	6,914.		133,817.
16a Legal fees STMT 5		4,687.	0.		4,687.
b Accounting fees STMT 6		44,159.	8,374.		36,868.
c Other professional fees STMT 7		377,113.	260,951.		129,428.
17 Interest		3,635.	3,080.		0.
18 Taxes STMT 8		28,953.	4,266.		830.
19 Depreciation and depletion		4,496.	0.		
20 Occupancy		82,454.	4,123.		78,331.
21 Travel, conferences, and meetings		64,985.	0.		68,698.
22 Printing and publications					
23 Other expenses STMT 9		224,935.	166,786.		57,172.
24 Total operating and administrative expenses. Add lines 13 through 23		1,459,770.	469,647.		970,213.
25 Contributions, gifts, grants paid		1,993,430.			2,080,930.
26 Total expenses and disbursements. Add lines 24 and 25		3,453,200.	469,647.		3,051,143.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-1,264,404.			
b Net investment income (if negative, enter -0-)			1,730,358.		
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	111,019.	99,424.	99,424.	
2 Savings and temporary cash investments				
3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶				
4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶				
5 Grants receivable				
6 Receivables due from officers, directors, trustees, and other disqualified persons				
7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶	60,000.	0.	0.	
8 Inventories for sale or use				
9 Prepaid expenses and deferred charges	14,252.	34,585.	34,585.	
10a Investments - U.S. and state government obligations				
b Investments - corporate stock STMT 11	36,507,003.	39,890,951.	39,890,951.	
c Investments - corporate bonds				
11 Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 12	17,268,946.	16,176,965.	16,176,965.	
14 Land, buildings, and equipment basis ▶ 111,046. Less: accumulated depreciation STMT 10 ▶ 105,034.	10,508.	6,012.	6,012.	
15 Other assets (describe ▶ DEPOSITS)	6,808.	6,808.	6,808.	
16 Total assets (to be completed by all filers)	53,978,536.	56,214,745.	56,214,745.	
Liabilities				
17 Accounts payable and accrued expenses	119,558.	144,599.		
18 Grants payable	890,000.	802,500.		
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	1,009,558.	947,099.		
Net Assets or Fund Balances				
Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
24 Unrestricted	52,967,897.	55,266,481.		
25 Temporarily restricted	1,081.	1,165.		
26 Permanently restricted				
Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
27 Capital stock, trust principal, or current funds				
28 Paid-in or capital surplus, or land, bldg., and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances	52,968,978.	55,267,646.		
31 Total liabilities and net assets/fund balances	53,978,536.	56,214,745.		

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	52,968,978.
2 Enter amount from Part I, line 27a	2	-1,264,404.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN FROM INVESTMENT	3	3,563,072.
4 Add lines 1, 2, and 3	4	55,267,646.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	55,267,646.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e	17,293,914.	16,602,970.	964,843.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			964,843.

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	964,843.
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 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	2,757,833.	47,154,597.	.058485
2010	3,088,335.	54,249,896.	.056928
2009	2,576,512.	50,509,710.	.051010
2008	3,818,706.	59,135,015.	.064576
2007	3,196,793.	64,861,739.	.049286

2 Total of line 1, column (d)	2	.280285
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	.056057
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	55,273,558.
5 Multiply line 4 by line 3	5	3,098,470.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	17,304.
7 Add lines 5 and 6	7	3,115,774.
8 Enter qualifying distributions from Part XII, line 4	8	3,051,143.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2012 estimated tax payments and 2011 overpayment credited to 2012

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed**10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ☐Refunded ☐

6a	18,886.
6b	
6c	10,000.
6d	

1	34,607.
2	0.
3	34,607.
4	0.
5	34,607.
7	28,886.
8	
9	5,721.
10	
11	

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

b 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

c Did the foundation file Form 1120-POL for this year?

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.

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

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

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?

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

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

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)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

N/A

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8b	X	
9		X
10		X

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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.ROSENBERGFOUND.ORG		X	
14	The books are in care of LINDA MOLL Telephone no. (415) 644-9777 Located at 131 STEUART STREET, SUITE 650, SAN FRANCISCO, CA ZIP+4 94105			
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 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		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?	<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 checked="" type="checkbox"/> Yes <input 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here		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?		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? If "Yes," list the years	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	
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?	<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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	N/A	
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 2012?		X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

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

N/A

☐ Yes ☐ No

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

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

a personal benefit contract?

☐ Yes ☒ No

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

If "Yes" to 6b, file Form 8870

6b

X

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

☐ Yes ☒ No

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

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		194,670.	26,168.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LATEEFAH SIMON - 131 STEUART STREET, SUITE 650, SF, CA 94105	DIRECTOR CALIFORNIA'S	112,500.	FUTURE	0.
LINDA MOLL - 131 STEUART STREET, SUITE 650, SF, CA 94105	BUS./GRANTS MANAGER	82,214.	20,826.	0.
TAMBOUSA GILMORE - 131 STEUART STREET, SUITE 650, SF, CA 94105	EXEC. ASST./OFF. MANAGER	60,338.	21,053.	0.

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

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	39,306,521.
b	Average of monthly cash balances	1b	631,801.
c	Fair market value of all other assets	1c	16,176,965.
d	Total (add lines 1a, b, and c)	1d	56,115,287.
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	56,115,287.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	841,729.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	55,273,558.
6	Minimum investment return. Enter 5% of line 5	6	2,763,678.

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	2,763,678.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	34,607.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	34,607.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,729,071.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,729,071.
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	2,729,071.

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	3,051,143.
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	3,051,143.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,051,143.

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				2,729,071.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	287,803.			
b From 2008	882,583.			
c From 2009	59,207.			
d From 2010	380,184.			
e From 2011	472,587.			
f Total of lines 3a through e	2,082,364.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 3,051,143.				
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				2,729,071.
e Remaining amount distributed out of corpus	322,072.			
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:	2,404,436.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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 instr.			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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	287,803.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	2,116,633.			
10 Analysis of line 9:				
a Excess from 2008	882,583.			
b Excess from 2009	59,207.			
c Excess from 2010	380,184.			
d Excess from 2011	472,587.			
e Excess from 2012	322,072.			

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
UC BERKELEY CENTER FOR LABOR RESEARCH AND EDUCATION 2521 CHANNING WAY BERKELEY, CA 94720		PUBLIC	UC BERKELEY CENTER FOR LABOR RESEARCH AND EDUCATION	12,000.
NATIONAL EMPLOYMENT LAW PROJECT 80 MAIDEN LANE, SUITE 509 NEW YORK, NY 10038		PUBLIC	SECOND CHANGE LABOR PROJECT	100,000.
CLERGY AND LAITY UNITED FOR ECONOMIC JUSTICE - LOS ANGELES 1345 S. BURLINGTON AVE., SUITE 206 LOS ANGELES, CA 90006		PUBLIC	GENERAL SUPPORT	30,000.
TIDES FOUNDATION P.O. BOX 29198 SAN FRANCISCO, CA 94129		PUBLIC	CA NAACP: COMBATING THE WAR ON DRUGS	50,000.
ALLIANCE FOR JUSTICE 11 DUPONT CIRCLE NORTHWEST #200 WASHINGTON, DC 20036		PUBLIC	SOUTHERN CALIFORNIA ADVOCACY INITIATIVE	50,000.
Total	SEE CONTINUATION SHEET(S)			2,080,930.
b Approved for future payment				
MEXICAN AMERICAN LEGAL DEFENSE & ED. FUND 634 S. SPRING STREET LOS ANGELES, CA 90014		PUBLIC	CA DREAM TEAM ALLIANCE	60,000.
NATIONAL DAY LABORER ORGANIZING NETWORK 675 SOUTH PARK VIEW, SUITE B LOS ANGELES, CA 90057		PUBLIC	TURNING THE TIDE: FIGHTING THE CRIMINALIZATION OF IMMIGRANTS IN CALIFORNIA	25,000.
COMMUNITY COALITION FOR SUBSTANCE ABUSE PREVENTION AND TREATMENT 8101 S. VERMONT AVENUE LOS ANGELES, CA 90044		PUBLIC	PARTNERSHIP BETWEEN THE COMMUNITY COALITION AND CALIFORNIANS FOR SAFETY AND JUSTICE	50,000.
Total	SEE CONTINUATION SHEET(S)			702,500.

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

[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 of trustee

11/15/13
Date

PRESIDENT
Title

May the IRS discuss this return with the preparer shown below (see instr 1)?

☒ Yes ☐ No**Paid
Preparer
Use Only**

Print/Type preparer's name

HYDEH GHAFFARI

Preparer's signature

Preparer's signature
H. C. Shari

Date _____

11/14/13

Check ☐ self-employed

PTIN

P01228587

Firm's name ► **GHAFFARI ACCOUNTANCY INC.**

Firm's EIN ► 80-0842045

Firm's address ► 1330 BROADWAY, SUITE 430
OAKLAND, CA 94612

Phone no. 510-834-6542

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 PUBLICLY TRADED SECURITIES		P		
b GAIN FROM PARHRJ CAPITAL VC VI INTL, L.P.				
c CAPITAL DYNAMICS CHAMPION VENTURES VI, L.P.				
d HRJ GLOBAL BUY-OUT III (ASIA), LP				
e HRJ GLOBAL BUY-OUT III (EUROPE), LP				
f HRJ GLOBAL BUY-OUT III (US), LP				
g HRJ SPECIAL OPPORTUNITIES II INTL, LP				
h HRJ SPECIAL OPPORTUNITIES II, LP				
i METROPOLITAN REAL ESTATE PARTNERS INTL II				
j METROPOLITAN REAL ESTATE PARTNERS V				
k NEW ENTERPRISE ASSOCIATES VI, LP				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 17,293,914.		16,602,970.	690,944.
b			48,782.
c			28,183.
d			27,019.
e			21,221.
f			79,641.
g			1,774.
h			38,466.
i			16,000.
j			12,794.
k			19.
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			690,944.
b			48,782.
c			28,183.
d			27,019.
e			21,221.
f			79,641.
g			1,774.
h			38,466.
i			16,000.
j			12,794.
k			19.
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }		2	964,843.
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 XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
NATIONAL CENTER FOR LESBIAN RIGHTS 870 MARKET STREET SUITE 370 SAN FRANCISCO, CA 94012		PUBLIC	GENERAL SUPPORT	50,000.
PILIPINO WORKERS CENTER OF SOUTHERN CALIFORNIA 1533 GLENDALE BLVD #2ND LOS ANGELES, CA 90026		PUBLIC	GENERAL SUPPORT	40,000.
ACLU FOUNDATION OF SAN DIEGO & IMPERIAL COUNTIES P.O. BOX 87131 SAN DIEGO, CA 92138		PUBLIC	CIVIC PARTICIPATION LEGAL SUPPORT	50,000.
CALIFORNIA BUDGET PROJECT 1107 9TH STREET, SUITE 310 SACRAMENTO, CA 95814		PUBLIC	GENERAL SUPPORT	50,000.
CHINESE FOR AFFIRMATIVE ACTION 17 WALTER U. LUM PLACE SAN FRANCISCO, CA 94108		PUBLIC	GENERAL SUPPORT	30,000.
CALIFORNIA RURAL LEGAL ASSISTANCE FOUNDATION 2210 K STREET, SUITE 201 SACRAMENTO, CA 95816		PUBLIC	GENERAL SUPPORT	63,000.
EAST BAY COMMUNITY LAW CENTER 2921 ADELINE STREET BERKELEY, CA 94703		PUBLIC	CALIFORNIA CLEAN SLATE POLICY PROJECT	40,000.
FUTURES WITHOUT VIOLENCE 100 MONTGOMERY STREET, THE PERSIDIO SAN FRANCISCO, CA 94129		PUBLIC	GENERAL SUPPORT	60,000.
LEGAL SERVICES FOR PRISONERS WITH CHILDREN 1540 MARKET STREET, SUITE 490 SAN FRANCISCO, CA 94102		PUBLIC	GENERAL SUPPORT	50,000.
POWER PAC FOUNDATION 44 MONTGOMERY STREET, SUITE 2310 SAN FRANCISCO, CA 94104		PUBLIC	CALIFORNIA EARLY AND CONVENIENCE VOTING	35,000.
Total from continuation sheets				1,838,930.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
THE WOMEN'S FOUNDATION OF CALIFORNIA 340 PINE STREET, SUITE 302 SAN FRANCISCO, CA 94104		PUBLIC	BUILDING PUBLIC WILL TO REDUCE THE INCARCERATION OF WOMEN	70,000.
THE WOMEN'S FOUNDATION OF CALIFORNIA 340 PINE STREET, SUITE 302 SAN FRANCISCO, CA 94104		PUBLIC	CAMPAIGN TO REFORM THE CRIMINAL JUSTICE SYSTEM IN CA	10,000.
UCLA SCHOOL OF LAW 10945 LECONTE AVE STE 1103 LOS ANGELES, CA 90095		PUBLIC	CONFERENCE ON INCARCERATION OF BLACK WOMEN AND FIRLS	580.
NATIONAL IMMIGRATION LAW CENTER 3435 WILSHIRE BOULEVARD, SUITE 2850 LOS ANGELES, CA 90010		PUBLIC	UNITED WE DREAM'S UNDOCUMENTED IMMIGRANT PROJECT	10,000.
SARGENT SHRIVER NATIONAL CENTER ON POVERTY LAW 50 E WASHINGTON STREET, SUITE 500 CHICAGO, IL 60602		PUBLIC	AFFIRMATIVE LITIGATION TRAINING	10,000.
MEXICAN AMERICAN LEGAL DEFENSE & ED. FUND 634 S. SPRING STREET LOS ANGELES, CA 90014		PUBLIC	SUPPORT FOR "THE HARVEST" AND THE CALIFORNIA STATE OF STATE EVENT	10,000.
ELLA BAKER CENTER FOR HUMAN RIGHTS 1970 BROADWAY, SUITE 450 OAKLAND, CA 94612		PUBLIC	ADVANCING SENTENCING REFORM IN CALIFORNIA	37,500.
DRUG POLICY ALLIANCE 131 10TH STREET SAN FRANCISCO, CA 94103		PUBLIC	ADVANCING SENTENCING REFORM IN CALIFORNIA	37,500.
MUJERES UNIDAS Y ACTIVAS 3543 18TH STREET, SUITE 23 SAN FRANCISCO, CA 94110		PUBLIC	NATIONAL DOMESTIC WORKER ALLIANCE	30,000.
TIDES CENTER P.O. BOX 29198 SAN FRANCISCO, CA 94129		PUBLIC	CALIFORNIA CAMPAIGN FOR SAFETY AND JUSTICE	250,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
UCLA CENTER FOR LABOR RESEARCH AND EDUCATION 675 S PARK VIEW ST LOS ANGELES, CA 90057		PUBLIC	2012 DREAM SUMMER LEADERSHIP PROGRAM	52,000.
UC BERKELEY 2521 CHANNING WAY BERKELEY, CA 94720		PUBLIC	CALIFORNIA REALIGNMENT WEBSITE	10,000.
NATIONAL CENTER FOR LESBIAN RIGHTS 870 MARKET STREET SUITE 370 SAN FRANCISCO, CA 94012		PUBLIC	GENERAL SUPPORT - AUGMENTATION	6,000.
CENTER FOR YOUTH DEVELOPMENT THROUGH LAW 215 BOALT HALL BERKELEY, CA 94720		PUBLIC	SUMMER LEGAL INTERNSHIP	5,000.
COMMUNITY PARTNERS 1000 N. ALAMEDA STREET, SUITE 200 LOS ANGELES, CA 90012		PUBLIC	LA REGIONAL REENTRY PARTNERSHIP WEBSITE	10,000.
CALIFORNIA BAR FOUNDATION 180 HOWARD STREET, #3 SAN FRANCISCO, CA 94105		PUBLIC	GENERAL SUPPORT	5,000.
A NEW WAY OF LIFE REENTRY PROJECT PO BOX 875288 LOS ANGELES, CA 90087		PUBLIC	WOMEN'S CAMPAIGN	5,000.
TIME FOR CHANGE FOUNDATION P.O. BOX 25040 SAN BERNADINO, CA 92406		PUBLIC	WOMEN'S CAMPAIGN	5,000.
WOMEN'S FOUNDATION OF CALIFORNIA 340 PINE STREET, SUITE 302 SAN FRANCISCO, CA 94104		PUBLIC	RESEARCH AND TOOLKIT FOR THE WOMEN'S CAMPAIGN	17,500.
CALIFORNIA COMMUNITY FOUNDATION 221 SO. FIGUEROA STREET, SUITE 400 LOS ANGELES, CA 90012		PUBLIC	IMMIGRANT WORKERS' RIGHTS CONVENING	20,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CENTER ON JUVENILE & CRIMINAL JUSTICE 40 BOARDMAN PLACE SAN FRANCISCO, CA 94103		PUBLIC	CALIFORNIA COUNTY MONITORING PROJECT	13,500.
CENTER FOR YOUTH WELLNESS 1329 EVANS AVE. SAN FRANCISCO, CA 94124		PUBLIC	CHILDREN'S POLICY ADVOCACY PROJECT	25,000.
SAN DIEGO LGBT COMMUNITY CENTER 3909 CENTRE STREET SAN DIEGO, CA 92103		PUBLIC	GENERAL SUPPORT FOR ENGAGE SAN DIEGO	35,000.
PARTNERSHIP FOR IMMIGRANT LEADERSHIP AND ACTION 436 14TH STREET, SUITE 500 OAKLAND, CA 94612		PUBLIC	GENERAL SUPPORT FOR MOBILIZE THE IMMIGRANT VOTE	35,000.
PACIFIC INSTITUTE FOR COMMUNITY ORGANIZATION 171 SANTA ROSA AVE. OAKLAND, CA 94610		PUBLIC	PICO CALIFORNIA'S LIFELINES TO HEALING CAMPAIGN	25,000.
ASIAN PACIFIC AMERICAN LEGAL CENTER OF SO. CALIFORNIA 1145 WILSHIRE BOULEVARD., 2ND FLOOR LOS ANGELES, CA 90017		PUBLIC	CALIFORNIA IMMIGRANT POLICY CENTER'S STRATEGIC COMMUNICATIONS AND ADVOCACY INITIATIVE	30,000.
FARMWORKER JUSTICE 1126 16TH STREET, NW, SUITE 270 WASHINGTON, DC 20005		PUBLIC	GENERAL SUPPORT	75,000.
GRANTMAKERS CONCERNED WITH IMMIGRANTS AND REFUGEES 777 TILTON ROAD SEBASTOPOL, CA 95472		PUBLIC	CALIFORNIA IMMIGRANT INTEGRATION INITIATIVE	18,000.
ASIAN AMERICANS/PACIFIC ISLANDERS IN PHILANTHROPY 211 SUTTER STREET, SUITE 600 SAN FRANCISCO, CA 94108		PUBLIC	GENERAL SUPPORT	1,000.
BAY AREA BLACKS IN PHILANTHROPY 200 PINE STREET SAN FRANCISCO, CA 94104		PUBLIC	GENERAL SUPPORT	1,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
COUNCIL ON FOUNDATIONS 2121 CRYSTAL DRIVE, SUITE 700 ARLINGTON, VA 22202		PUBLIC	GENERAL SUPPORT	2,000.
FOUNDATION CENTER 79 FIFTH AVENUE NEW YORK, NY 10003		PUBLIC	NATIONAL AND BAY AREA SUPPORT	4,000.
FUNDERS FOR LGBTQ ISSUES 116 EAST 16TH STREET, 7TH FLOOR NEW YORK, NY 10003		PUBLIC	GENERAL SUPPORT	1,000.
GRANTMAKERS CONCERNED WITH IMMIGRANTS AND REFUGEES 777 TILTON ROAD SEBASTOPOL, CA 95472		PUBLIC	GENERAL SUPPORT	2,000.
GRANTS MANAGERS NETWORK 141 HOMESTEAD AVE. METAIRIE, LA 70005		PUBLIC	GENERAL SUPPORT	1,000.
HISPANICS IN PHILANTHROPY 55 2ND STREET, SUITE 1500 SAN FRANCISCO, CA 94105		PUBLIC	GENERAL SUPPORT	1,000.
INDEPENDENT SECTOR 1602 L STREET, NW, SUITE 900 WASHINGTON, DC 20036		PUBLIC	GENERAL SUPPORT	1,000.
NATIONAL COMMITTEE FOR RESPONSIVE PHILANTHROPY 1331 H STREET, SUITE 200 WASHINGTON, DC 20005		PUBLIC	GENERAL SUPPORT	2,700.
NATIVE AMERICANS IN PHILANTHROPY 2801 21ST STREET SOUTH, SUITE 132D MINNEAPOLIS, MN 55407		PUBLIC	GENERAL SUPPORT	1,000.
NEIGHBORHOOD FUNDERS GROUP 1301 CONNECTIVUT AVENUE, N.W., STUIE 500 WASHINGTON, DC 20036		PUBLIC	GENERAL SUPPORT	1,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
NORTHERN CALIFORNIA GRANTMAKERS 625 MARKET STREET, 15TH FLOOR SAN FRANCISCO, CA 94105		PUBLIC	GENERAL SUPPORT	3,300.
CHILDREN'S DEFENCE FUND 2201 BROADWAY, SUITE 815 OAKLAND, CA 94612		PUBLIC	SUPPORT FOR BAY AREA YOUNG ADULTS TO PARTICIPATE IN CDF'S CONFERENCE	5,000.
UCLA CENTER FOR LABOR RESEARCH AND EDUCATION 675 S PARK VIEW ST LOS ANGELES, CA 90057		PUBLIC	DREAM SUMMER INTER FOR MALDEF	6,000.
UCLA CENTER FOR LABOR RESEARCH AND EDUCATION 675 S PARK VIEW ST LOS ANGELES, CA 90057		PUBLIC	CA DREAM TEAM ALLIANCE CONVENING	6,500.
FUTURES WITHOUT VIOLENCE 100 MONTGOMERY STREET, THE PRESIDIO SAN FRANCISCO, CA 94129		PUBLIC	AUGMENTATION GRANT	15,000.
ASIAN PACIFIC AMERICAN LEGAL CENTER OF SO. CALIFORNIA 1145 WILSHIRE BOULEVARD., 2ND FLOOR LOS ANGELES, CA 90017		PUBLIC	AUGMENTATION OF GRANT 2012-24	7,500.
CALIFORNIA COMMUNITY FOUNDATION 221 SO. FIGUEROA STREET, SUITE 400 LOS ANGELES, CA 90012		PUBLIC	GRANT AUGMENTATION OF GRANT 2012-18	5,000.
DRUG POLICY ALLIANCE 131 10TH STREET SAN FRANCISCO, CA 94103		PUBLIC	GRANT AUGMENTATION	450.
ASIAN LAW CAUCUS 55 COLUMBUS AVE. SAN FRANCISCO, CA 94111		PUBLIC	ORGANIZING AND LEADERSHIP DEVELOPMENT FOR API DREAMERS AND IMMIGRANT YOUTH	30,000.
NAACP 4805 MT. HOPE BALTIMORE, MD 21215		PUBLIC	"THIS IS MY VOTE!" CAMPAIGN	50,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CLERGY AND LAITY UNITED FOR ECONOMIC JUSTICE - CALIFORNIA 1345 S. BURLINGTON AVE., SUITE 206 LOS ANGELES, CA 90006		PUBLIC	WAREHOUSE WORKERS RESOURCE CENTER'S CIVIC ENGAGEMENT IN THE INLAND VALLEY	40,000.
UNITED FARM WORKER FOUNDATION 4545 E. CESAR E. CHAVEZ AVE LOS ANGELES, CA 90022		PUBLIC	GENERAL SUPPORT	37,500.
COALITION FOR HUMANE IMMIGRATION RIGHTS OF LA 2533 WEST 3RD STREET, SUITE 101 LOS ANGELES, CA 90057		PUBLIC	IMMIGRANT YOUTH ORGANIZING THROUGH THE CALIFORNIA DREAM NETWORK AND WISE UP!	30,000.
MUJERES UNIDAS Y ACTIVAS 3543 18TH STREET, SUITE 23 SAN FRANCISCO, CA 94110		PUBLIC	GENERAL SUPPORT	25,000.
OXFAM AMERICA 226 CAUSEWAY STREET, 5TH FLOOR BOSTON, MA 02114		PUBLIC	THE EQUITABLE FOOD INITIATIVE	50,000.
PARTNERSHIP FOR SAFETY AND JUSTICE 825 NE 20TH AVE., SUITE 250 PORTLAND, OR 97232		PUBLIC	NEW VOICES IN VICTIMS' RIGHTS CONVENING	10,000.
CALIFORNIA COUNTIES FOUNDATION 1100 K STREET SACRAMENTO, CA 94814		PUBLIC	STATEWIDE PUBLIC SAFETY REALIGNMENT CONFERENCE	10,000.
ALLIANCE FOR JUSTICE 11 DUPONT CIRCLE NW, 2ND FLOOR WASHINGTON, DC 20036		PUBLIC	AUGMENTATION OF GRANT 2011-44	10,000.
ELLA BAKER CENTER FOR HUMAN RIGHTS 1970 BROADWAY, SUITE 450 OAKLAND, CA 94612		PUBLIC	AUGMENTATION OF GRANT 2012-05	9,000.
ASIAN PACIFIC AMERICAN LEGAL CENTER OF SO. CALIFORNIA 1145 WILSHIRE BOULEVARD., 2ND FLOOR LOS ANGELES, CA 90017		PUBLIC	SUPPORT TO CIPC FOR THE STATEWIDE CONVENING ON IMMIGRANTS' RIGHTS AND WORKERS' RIGHTS	10,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
FUTURES WITHOUT VIOLENCE 100 MONTGOMERY STREET, THE PRESIDIO SAN FRANCISCO, CA 94129		PUBLIC	GENERAL SUPPORT	5,000.
CHILDREN NOW 1404 FRANKLIN STREET, SUITE 700 OAKLAND, CA 94612		PUBLIC	PROMOTING FUNDING OPPORTUNITITES FOR CHILDREN IN CALIFORNIA	9,700.
ASIAN AMERICANS/PACIFIC ISLANDERS IN PHILANTHROPY 211 SUTTER STREET, SUITE 600 SAN FRANCISCO, CA 94108		PUBLIC	SOCIAL JUSTICE FELLOWSHIP	9,700.
IMPACT FUND 125 UNIVERSITY AVENUE, SUITE 102 BERKELEY, CA 94710		PUBLIC	CLASS ACTION LAWSUIT AGAINST WAL-MART REGARDING GENDER DISCRIMINATION	110,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

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
NATIONAL COUNCIL OF LA RAZA RAUL YZAGUIRRE PLAZA, 1126 16TH, NW, SUITE 600 WASHINGTON, DC 20036		PUBLIC	CALIFORNIA CRIMINAL JUSTICE REFORM PROJECT	50,000.
PACIFIC INSTITUTE FOR COMMUNITY ORGANIZATION 171 SANTA ROSA AVE. OAKLAND, CA 94610		PUBLIC	GENERAL SUPPORT TO PICO FOR PICO CALIFORNIA'S LIFELINES TO HEALING	50,000.
UNITED STATES STUDENT ASSOCIATION 1211 CONNECTICUT AVE NW WASHINGTON, D.C., DC 20036		PUBLIC	UC STUDENT ASSOCIATION/CALIFORNIA FOR SAFETY AND JUSTICE	25,000.
TIDES CENTER P.O. BOX 29198 SAN FRANCISCO, CA 94129		PUBLIC	SUPPORT AND FACILITATION OF THE CALIFORNIA REENTRY COUNCIL (CSJ)	50,000.
CALIFORNIA RURAL LEGAL ASSISTANCE FOUNDATION 2210 K STREET, SUITE 201 SACRAMENTO, CA 95816		PUBLIC	CALIFORNIA ADVOCACY FOR FARM WORKERS	60,000.
NATIONAL CENTER FOR LESBIAN RIGHTS 870 MARKET STREET SUITE 370 SAN FRANCISCO, CA 94012		PUBLIC	RURAL LGBT LEGAL AID TRAINING PROJECT	50,000.
EQUAL JUSTICE SOCIETY 260 CALIFORNIA STREET, SUITE 700 SAN FRANCISCO, CA 94111		PUBLIC	GENERAL SUPPORT FOR THE CA CIVIL RIGHTS COALITION	60,000.
SAN FRANCISCO UNIFIED SCHOOL DISTRICT 500 MANSELL STREET SAN FRANCISCO, CA 94134		GOVERNMENT	REPORTING ON CRIMINAL JUSTICE	35,000.
NATIONAL EMPLOYMENT LAW PROJECT 80 MAIDEN LANE, SUITE 509 NEW YORK, NY 10038		PUBLIC	SECOND CHANCE LABOR PROJECT	150,000.
UNITED FARM WORKER FOUNDATION 4545 E. CESAR E. CHAVEZ AVE LOS ANGELES, CA 90022		PUBLIC	GENERAL SUPPORT	37,500.
Total from continuation sheets				567,500.

2012 DEPRECIATION AND AMORTIZATION REPORT

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990-PF

Asset No	Description	Date Acquired	Method	Life	C o n v	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	(D) XEROX COPIER	03/01/99	SL	5.00		16	6,854.				6,854.	6,854.		0.	0.
2	GALVINS FURNITURE	07/01/00	SL	5.00		16	26,426.				26,426.	26,426.		0.	26,426.
3	IRVINE ARMCHAIRS	10/01/00	SL	5.00		16	3,453.				3,453.	3,453.		0.	3,453.
5	2 CHAIRS	06/05/05	SL	5.00		16	3,185.				3,185.	3,185.		0.	3,185.
6	1 CHAIR	08/05/05	SL	5.00		16	1,066.				1,066.	1,066.		0.	1,066.
7	DELL 5 COMPUTERS	06/05/05	SL	5.00		16	5,130.				5,130.	5,130.		0.	5,130.
8	DELL SERVER	07/05/05	SL	5.00		16	3,368.				3,368.	3,368.		0.	3,368.
9	DELL 4 MONITORS	07/05/05	SL	5.00		16	1,940.				1,940.	1,940.		0.	1,940.
10	ELITE IPK PHONE SYSTEM	02/06/06	SL	5.00		16	8,397.				8,397.	8,397.		0.	8,397.
11	(D) LAPTOP - BEN	04/06/06	SL	5.00		16	1,371.				1,371.	1,371.		0.	0.
12	WOODSHANTI - CREDENZA	04/06/06	SL	5.00		16	3,815.				3,815.	3,815.		0.	3,815.
13	WOODSHANTI - CONFERENCE TABLE	04/06/06	SL	5.00		16	20,358.				20,358.	20,358.		0.	20,358.
14	LAPTOP - DELL	05/06/06	SL	5.00		16	1,192.				1,192.	1,192.		0.	1,192.
15	GALVINS FURNITURE	04/08/08	SL	5.00		16	3,037.				3,037.	2,177.		607.	2,784.
16	COMPUTER	12/18/08	SL	5.00		16	2,195.				2,195.	1,317.		439.	1,756.
17	LAPTOP-MAC	01/07/10	SL	5.00		16	1,571.				1,571.	314.		314.	628.
18	APPLE IMAC	12/16/10	SL	5.00		16	1,333.				1,333.	267.		267.	534.
19	DELL - POWER EDGE TE10	12/31/10	SL	5.00		16	2,992.				2,992.	598.		598.	1,196.

228111
05-01-12

(D) - Asset disposed

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

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	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
20	DELL - OPTIFLEX 380 MINI TOWER	12/31/10	SL	5.00		16	1,792.				1,792.	358.		358.	716.
21	MCWILLAN DATA COMMUNICATIONS	03/06/06	SL	7.00		16	3,985.				3,985.	3,273.		569.	3,842.
22	JCF PROPERTIES LLC	03/06/06	SL	7.00		16	15,810.				15,810.	12,988.		2,259.	15,247.
23	ADJUSTMENTS	01/01/12	SL	1.00		16	1.				1.			1.	1.
* TOTAL 990-PF PG 1 DEPR							119,271.				119,271.	107,847.		5,412.	105,034.

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

SOURCE	AMOUNT
INTEREST	223.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	223.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	1,140,974.	0.	1,140,974.
DIVIDENDS FROM PARTNERSHIP	96,885.	0.	96,885.
DIVIDENDS FROM PARTNERSHIP (UBIT)	789.	0.	789.
TOTAL TO FM 990-PF, PART I, LN 4	1,238,648.	0.	1,238,648.

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT

3

(A) DESCRIPTION OF PROPERTY	MANNER		DATE	
	ACQUIRED	ACQUIRED	DATE	SOLD
PUBLICLY TRADED SECURITIES				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
17,293,914.	16,602,970.	0.	0.	690,944.

(A) DESCRIPTION OF PROPERTY	MANNER		DATE	
	ACQUIRED	ACQUIRED	DATE	SOLD
GAIN FROM PARHRJ CAPITAL VC VI INTL, L.P.				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	48,782.

(A) DESCRIPTION OF PROPERTY	MANNER		DATE	
	ACQUIRED	ACQUIRED	DATE	SOLD
CAPITAL DYNAMICS CHAMPION VENTURES VI, L.P.				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	28,183.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
HRJ GLOBAL BUY-OUT III (ASIA), LP		PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS		
0.	0.	0.	0.	27,019.		

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
HRJ GLOBAL BUY-OUT III (EUROPE), LP		PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS		
0.	0.	0.	0.	21,221.		

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
HRJ GLOBAL BUY-OUT III (US), LP		PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS		
0.	0.	0.	0.	79,641.		

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
HRJ SPECIAL OPPORTUNITIES II INTL, LP		PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	1,774.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
HRJ SPECIAL OPPORTUNITIES II, LP		PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	38,466.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
METROPOLITAN REAL ESTATE PARTNERS INTL II		PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	16,000.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
METROPOLITAN REAL ESTATE PARTNERS V	PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	12,794.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
NEW ENTERPRISE ASSOCIATES VI, LP	PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	19.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
GAIN FROM PARTNERSHIP INVESTMENT (UBIT)	PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	5,099.	

NET GAIN OR LOSS FROM SALE OF ASSETS	969,942.
CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	969,942.

FORM 990-PF	OTHER INCOME	STATEMENT	4
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME FROM PARTNERSHIP	-19,380.	-19,380.	
OTHER INCOME FROM PARTNERSHIP (UNRELATED BUSINESS INCOME)	-17,097.	0.	
OTHER INCOME	16,460.	16,460.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-20,017.	-2,920.	

FORM 990-PF	LEGAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL SERVICES	4,687.	0.		4,687.
TO FM 990-PF, PG 1, LN 16A	4,687.	0.		4,687.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING AND AUDIT	44,159.	8,374.		36,868.
TO FORM 990-PF, PG 1, LN 16B	44,159.	8,374.		36,868.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMMUNICATIONS/ MEDIA CONSULTING	68,142.	0.		67,621.
PROGRAM RELATED STRATEGIC CONSULTING	33,520.	0.		46,770.
COPY EDITING	4,480.	0.		4,480.
STRATEGIC CONSULTING	2,000.	0.		2,000.
INVESTMENT MANAGEMENT	18,033.	18,033.		0.
ADVISOR FEE	242,918.	242,918.		0.
TEMPORARY HELP	3,169.	0.		3,169.
CAFETERIA PLAN ADMINISTRATION	356.	0.		356.
IT/COMPUTER CONSULTING	2,495.	0.		2,495.
WEBSITE/PUBLICATIONS DESIGN	1,200.	0.		1,200.
VIDEO CONSULTANT	800.	0.		800.
PAINT CONSULTANT FOR REPAINTING FOUNDATION	0.	0.		355.
VIDEO CONSULTANT	0.	0.		182.
TO FORM 990-PF, PG 1, LN 16C	377,113.	260,951.		129,428.

FORM 990-PF

TAXES

STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	23,847.	0.		0.
TAXES PER SCHEDULE K-1S	4,276.	4,266.		0.
PROPERTY TAXES	830.	0.		830.
TO FORM 990-PF, PG 1, LN 18	28,953.	4,266.		830.

FORM 990-PF	OTHER EXPENSES		STATEMENT	9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE SUPPLIES	14,040.	702.		13,809.
FURNITURE & EQUIPMENT EXPENSE	8,302.	415.		7,887.
TELEPHONE/POSTAGE/DELIVERY	8,451.	423.		8,342.
COMPUTER SOFTWARE	5,060.	253.		4,807.
BOARD MEETING EXPENSES	1,822.	182.		1,640.
INSURANCE	16,292.	1,629.		14,793.
PROFESSIONAL DEVELOPMENT	3,894.	0.		3,894.
SUBSCRIPTIONS & MEMBERSHIPS	1,982.	0.		1,982.
OTHER	19.	1.		18.
OTHER K1 DEDUCTIONS	165,073.	163,181.		0.
TO FORM 990-PF, PG 1, LN 23	224,935.	166,786.		57,172.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	10
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
GALVINS FURNITURE	26,426.	26,426.	0.	0.
IRVINE ARMCHAIRS	3,453.	3,453.	0.	0.
2 CHAIRS	3,185.	3,185.	0.	0.
1 CHAIR	1,066.	1,066.	0.	0.
DELL 5 COMPUTERS	5,130.	5,130.	0.	0.
DELL SERVER	3,368.	3,368.	0.	0.
DELL 4 MONITORS	1,940.	1,940.	0.	0.
ELITE IPK PHONE SYSTEM	8,397.	8,397.	0.	0.
WOODSHANTI - CREDENZA	3,815.	3,815.	0.	0.
WOODSHANTI - CONFERENCE TABLE	20,358.	20,358.	0.	0.
LAPTOP - DELL	1,192.	1,192.	0.	0.
GALVINS FURNITURE	3,037.	2,784.	253.	253.
COMPUTER	2,195.	1,756.	439.	439.
LAPTOP-MAC	1,571.	628.	943.	943.
APPLE IMAC	1,333.	534.	799.	799.
DELL - POWER EDGE TE10	2,992.	1,196.	1,796.	1,796.
DELL - OPTIPLEX 380 MINI TOWER	1,792.	716.	1,076.	1,076.
MCMILLAN DATA COMMUNICATIONS	3,985.	3,842.	143.	143.
JCF PROPERTIES LLC	15,810.	15,247.	563.	563.
ADJUSTMENTS	1.	1.	0.	0.
TO 990-PF, PART II, LN 14	111,046.	105,034.	6,012.	6,012.

FORM 990-PF

CORPORATE STOCK

STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
OSTERWEIS STRATEGIC	968,542.	968,542.
AIR LEASE CORP CL A	317,340.	317,340.
ALLEGHANY CORP DEL	368,962.	368,962.
AMERICAN WATER WORKS CO	431,822.	431,822.
APACHE CORP	0.	0.
ATMEL CORP	177,702.	177,702.
AVNET INC	122,899.	122,899.
BAYER A G SPONSORED ADRF	417,732.	417,732.
BED BATH & BEYOND	214,694.	214,694.
BOEING CO	114,547.	114,547.
CINEMARK HOLDINGS INC	431,788.	431,788.
COMPUWARE	338,927.	338,927.
COSAN LIMITED	180,024.	180,024.
CROWN HOLDINGS INC	418,530.	418,530.
DIAGEO PLC NEW ADR	495,465.	495,465.
DIGITAL GLOBE INC NEW	0.	0.
FIRST REPUBLIC BANK	239,786.	239,786.
GOOGLE INC CLASS A	343,079.	343,079.
GEN PROBE INC	0.	0.
HEALTH SOUTH CORP NEW	378,186.	378,186.
HEWLETT PACKARD COMPANY	0.	0.
HOLOGIC INC	343,673.	343,673.
JOHNSON & JOHNSON	444,785.	444,785.
KINDER MORGAN INC	525,710.	525,710.
KRAFT FOODS INC	121,996.	121,996.
LIBERTY INTERACTIVE A	217,169.	217,169.
MARKS & SPENCER NEW ADRF	231,631.	231,631.
NATIONSTAR MTG HOLDGS INC	214,846.	214,846.
NOVARTIS A G SPON ADR F	0.	0.
OCCIDENTAL PETE CORP	302,993.	302,993.
ORACLE CORPORATION	241,403.	241,403.
QUESTAR CORPORATION	457,839.	457,839.
REPUBLIC SERVICES INC	0.	0.
SAFEWAY INC	0.	0.
SPIRIT AEROSYSTEMS HOLDINGS	301,048.	301,048.
SYMETRA FINANCIAL INC	213,261.	213,261.
TELEFLEX INCORPORATED	473,498.	473,498.
TRANSATLANTIC HOLDINGS	0.	0.
UNILEVER N V NY SHS NEWF	506,135.	506,135.
VALEANT PHARMA INTL F	456,344.	456,344.
VIACOM INC CL B NEW	425,612.	425,612.
WEBSense INC	0.	0.
XEROX CORP	141,856.	141,856.
PIMCO TOTAL RETURN FUND	1,235,588.	1,235,588.
IVA INTL FUND	2,494,652.	2,494,652.
WELLS FARGO ADVANTAGE EMERGING MARKET	1,507,255.	1,507,255.
ISHARES MSCI EMERGING MARKET FUND	0.	0.

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ISHARES TR BARCLAYS BOND 20+ YEARS	2,212,989.	2,212,989.
ISHARES TR MSCI EAFE FUND	2,595,034.	2,595,034.
SPDR GODL TRUST	2,150,011.	2,150,011.
VANGUARD ENERGY ETF	1,733,000.	1,733,000.
VANGUARD MSCI EMERGING MARKETS ETF	1,528,537.	1,528,537.
VANGUARD REIT	530,085.	530,085.
OSTERWEIS STRATEGIC FIXED INCOME FUND	7,883,927.	7,883,927.
CASH RESERVE PREMIUM IN SCHWAB ACCT	1,634,239.	1,634,239.
1607 CAPITAL PARTNERS INTERNATIONAL EQUITY	2,805,810.	2,805,810.
TOTAL TO FORM 990-PF, PART II, LINE 10B	39,890,951.	39,890,951.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AMERICAN CENTURY GIFTTRUST INVESTMENTS	FMV	1,165.	1,165.
1607 CAPITAL PARTNERS INTERNATIONAL EQUITY	FMV	0.	0.
HRJ CAPITAL VC VI (INT'L)	FMV	664,706.	664,706.
HRJ CAPITAL VC VI (U.S.)	FMV	1,136,747.	1,136,747.
HRJ GLOBAL BUY-OUT III (ASIA)	FMV	304,504.	304,504.
HRJ GLOBAL BUY-OUT III (EUROPE)	FMV	378,415.	378,415.
HRJ GLOBAL BUY-OUT III (U.S.)	FMV	611,652.	611,652.
HRJ SPECIAL OPPORTUNITIES II (INT'L)	FMV	300,234.	300,234.
HRJ SPECIAL OPPORTUNITIES II (U.S.)	FMV	563,983.	563,983.
METROPOLITAN REAL ESTATE PARTNERS II	FMV	656,605.	656,605.
METROPOLITAN REAL ESTATE PARTNERS V	FMV	716,272.	716,272.
NEW ENTERPRISE ASSOCIATES VI	FMV	7,362.	7,362.
WEATHERLOW OFFSHORE FUND I LTD. CLASS IA	FMV	5,520,630.	5,520,630.
MAGNITUDE INTERNATIONAL CLASS A SHARES	FMV	5,314,690.	5,314,690.
TOTAL TO FORM 990-PF, PART II, LINE 13		16,176,965.	16,176,965.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DANIEL GROSSMAN 131 STEUART STREET, SUITE 650 SAN FRANCISCO, CA 94105	CHAIR 3.00	0.	0.	0.
HON. BILL LANN LEE 131 STEUART STREET, SUITE 650 SAN FRANCISCO, CA 94105	VICE CHAIR/SECRETARY 1.50	0.	0.	0.
CLARA SHIN 131 STEUART STREET, SUITE 650 SAN FRANCISCO, CA 94105	TREASURER 1.50	0.	0.	0.
PHYLLIS COOK 131 STEUART STREET, SUITE 650 SAN FRANCISCO, CA 94105	BOARD MEMBER 1.50	0.	0.	0.
ROBERT FRIEDMAN 131 STEUART STREET, SUITE 650 SAN FRANCISCO, CA 94105	BOARD MEMBER 1.50	0.	0.	0.
MICK HELLMAN 131 STEUART STREET, SUITE 650 SAN FRANCISCO, CA 94105	BOARD MEMBER 1.50	0.	0.	0.
HERMA HILL KAY 131 STEUART STREET, SUITE 650 SAN FRANCISCO, CA 94105	BOARD MEMBER 1.50	0.	0.	0.
LESLIE LUTTGENS 131 STEUART STREET, SUITE 650 SAN FRANCISCO, CA 94105	BOARD MEMBER 1.50	0.	0.	0.
SHAUNA MARSHALL 131 STEUART STREET, SUITE 650 SAN FRANCISCO, CA 94105	BOARD MEMBER 1.50	0.	0.	0.
JUDGE HENRY RAMSEY, JR. (RET.) 131 STEUART STREET, SUITE 650 SAN FRANCISCO, CA 94105	BOARD MEMBER 1.50	0.	0.	0.
HUGO MORALES 131 STEUART STREET, SUITE 650 SAN FRANCISCO, CA 94105	BOARD MEMBER 1.50	0.	0.	0.

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ALBERT MORENO 131 STEUART STREET, SUITE 650 SAN FRANCISCO, CA 94105	BOARD MEMBER 1.50	0.	0.	0.
SARAH STEIN 131 STEUART STREET, SUITE 650 SAN FRANCISCO, CA 94105	BOARD MEMBER 1.50	0.	0.	0.
TIMOTHY SILARD 131 STEUART STREET, SUITE 650 SAN FRANCISCO, CA 94105	PRESIDENT 40.00	194,670.	26,168.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		194,670.	26,168.	0.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT	14
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ACTIVITY ONE

IN 2012, ROSENBERG FOUNDATION PROVIDED DIRECT CHARITABLE ASSISTANCE TO MORE THAN 20 GRANTEES, NON-GRANTEE ORGANIZATIONS AND COLLABORATIVES. THE FOUNDATION'S STAFF SUCCEEDED IN ASSISTING NON-PROFIT ORGANIZATIONS IN ATTRACTING FINANCIAL SUPPORT BY HELPING THEM LEVERAGE FUNDS FROM OTHER FOUNDATIONS AND MAJOR DONORS. FOUNDATION STAFF HAVE ALSO HELPED BUILD THE CAPACITY OF MANY OF THESE NON-PROFIT ORGANIZATIONS BY PROVIDING LEADERSHIP COACHING, STRATEGIC CONSULTING, AND ORGANIZATIONAL OVERSIGHT.

TO FORM 990-PF, PART IX-A, LINE 1

EXPENSES

325,523.

FORM 990-PF

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

STATEMENT 15

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

BUSINESS AND GRANT MANAGER
131 STEUART STREET, SUITE 650
SAN FRANCISCO, CA 94105

NAME OF GRANT PROGRAM

ECONOMIC INCLUSION AND HUMAN RIGHTS

FORM AND CONTENT OF APPLICATIONS

LETTER OF INQUIRY:

THE FOUNDATION ENCOURAGES LETTERS OF INQUIRY FOR PUBLIC-INTEREST ADVOCACY EFFORTS THAT WILL HELP MAKE CALIFORNIA A JUST AND ECONOMICALLY INCLUSIVE STATE AS ALIGNED WITH OUR GRANTMAKING PRIORITIES. LETTERS OF INQUIRY FOR PRELIMINARY RESEARCH AND PLANNING ALSO WILL BE ACCEPTED. LETTERS OF INQUIRY SHOULD BE LIMITED TO ONE TO TWO PAGES AND SHOULD INCLUDE THE FOLLOWING INFORMATION:

- DESCRIPTION OF PROJECT AND ITS OBJECTIVES
- DESCRIPTION OF SPONSORING ORGANIZATION
- TOTAL REQUEST AMOUNT, PROJECT AMOUNT, AND SIZE OF AGENCY BUDGET
- NONPROFIT STATUS

ANY SUBMISSION DEADLINES

N/A

RESTRICTIONS AND LIMITATIONS ON AWARDS

FIT AND ELIGIBILITY:

APPLICANTS MUST MEET THE FOLLOWING CRITERIA

- NONPROFIT ORGANIZATIONS THAT ARE TAX-EXEMPT UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE SERVICE CODE AND NOT CLASSIFIED AS A PRIVATE FOUNDATION UNDER SECTION 509(A) OF THE CODE; OR PUBLIC AGENCIES.
- FOR ALL PROGRAM AREAS, BE BASE IN OR MANAGING SIGNIFICANT ACTIVITIES IN CA
- WORK TOWARD MISSIONS AND PROJECT GOALS THAT ARE CLEARLY ALIGNED WITH THE FOUNDATION'S GRANT MAKING PRIORITIES.

THE ROSENBERG FOUNDATION GENERALLY DOES NOT PROVIDE GRANTS:

- TO INDIVIDUALS OR TO FOR-PROFIT ENTITIES
- FOR GENERAL FUNDRAISING BENEFITS AND EVENTS

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A - 2D (CONTINUATION)

STATEMENT 16

NAME OR DESCRIPTION OF GRANT PROGRAM

ECONOMIC INCLUSION AND HUMAN RIGHTS

RESTRICTIONS AND LIMITATIONS ON AWARDS

- FOR ENDOWMENT CAMPAIGNS

FULL PROPOSAL

APPLICANTS SELECTED FROM THE LETTER OF INQUIRY PROCESS TO APPLY FOR A GRANT
WILL BE CONTACTED AND GIVEN INSTRUCTIONS FOR SUBMITTING A FULL PROPOSAL.
PROPOSALS ARE REVIEWED BY FOUNDATION STAFF AND ACTED ON BY THE BOARD OF
DIRECTORS AT MEETINGS THROUGHOUT THE YEAR.

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☐
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. ROSENBERG FOUNDATION	Employer identification number (EIN) or 94-1186182
	Number, street, and room or suite no. If a P.O. box, see instructions. 131 STEUART STREET, NO. 650	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAN FRANCISCO, CA 94105	

Enter the Return code for the return that this application is for (file a separate application for each return)

07

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

LINDA MOLL

- The books are in the care of ► **131 STEUART STREET, SUITE 650 - SAN FRANCISCO, CA 94105**
Telephone No. ► **(415) 644-9777** FAX No ► **N/A**

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **NOVEMBER 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2012** or
► ☐ tax year beginning _____, and ending _____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.**

Form **8868** (Rev. 1-2013)