Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: THE FOOTHILLS FOUNDATION

A Employer identification number: 94-2412392

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 193809

Room/suite:

B Telephone number: (415)284-8673

City or town, state, and ZIP code: SAN FRANCISCO, CA 94119-3809

C If exemption application is pending, check here ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1 Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 3,678,937.

J Accounting method: ☐ Cash ☐ Accrual ☒ Other (specify) MODIFIED CASH (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

	Line		(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	2,000,000.		N/A	
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	41.	41.		STATEMENT 1
	4	Dividends and interest from securities	29,653.	29,653.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	146,367.			
	b	Gross sales price for all assets on line 6a 656,139.				
	7	Capital gain net income (from Part IV, line 2)		146,367.		
	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				
	12	**Total** Add lines 1 through 11	2,176,061.	176,061.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees STMT 3	10,200.	0.		10,200.
	b	Accounting fees STMT 4	26,500.	0.		26,500.
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 5	2,201.	445.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 6	210.	0.		210.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	39,111.	445.		36,910.
	25	Contributions, gifts, grants paid	1,888,500.			1,888,500.
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,927,611.	445.		1,925,410.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	248,450.			
	b	**Net investment income** (if negative, enter -0-)		175,616.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED
894 JUL 0 8 2013 IRS-OSC
OGDEN, UT

SCANNED JUL 1 2 2013

P 7

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			
	2 Savings and temporary cash investments	2,021,997.	608,828.	608,828.
	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 ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges		2,241.	2,241.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	1,272,856.	2,931,731.	3,067,868.
	14 Land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	3,294,853.	3,542,800.	3,678,937.
Liabilities	17 Accounts payable and accrued expenses	503.		
	18 Grants payable	700,000.	225,000.	
	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)	700,503.	225,000.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	2,594,350.	3,317,800.	
	30 **Total net assets or fund balances**	2,594,350.	3,317,800.	
	31 **Total liabilities and net assets/fund balances**	3,294,853.	3,542,800.	

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	2,594,350.
2	Enter amount from Part I, line 27a	2	248,450.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	475,000.
4	Add lines 1, 2, and 3	4	3,317,800.
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	3,317,800.

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 STATEMENTS			
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	656,139.		509,772.	146,367.

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				146,367.

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	146,367.
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	1,610,683.	2,528,293.	.637063
2010	1,781,908.	3,011,097.	.591780
2009	594,910.	3,639,645.	.163453
2008	476,118.	4,957,090.	.096048
2007	428,726.	6,194,541.	.069210

2 **Total** of line 1, column (d)	2	1.557554
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	.311511
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,350,185.
5 Multiply line 4 by line 3	5	1,043,619.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,756.
7 Add lines 5 and 6	7	1,045,375.
8 Enter qualifying distributions from Part XII, line 4	8	1,925,410.

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 ▶ [X] and enter 1% of Part I, line 27b			1	1,756.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	1,756.
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	1,756.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,997.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	3,997.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	2,241.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 2,241. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
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.*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ TREASURER Telephone no. ▶ 415-284-8673

Located at ▶ 199 FREMONT STREET, 22ND FLOOR, 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

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Free Rent ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? IRC Sec 4941(d)(2)(E) ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available Reg 53.4941(d)-(3)(c)(2) Ex.1 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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		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 ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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?	4b		X

223541
12-05-12

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

		Yes	No
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?	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.

(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
GARY H. BECHTEL P.O. BOX 193809 SAN FRANCISCO, CA 941193809	PRESIDENT & DIRECTOR 0.00	0.	0.	0.
JACQUIE L. BECHTEL P.O. BOX 193809 SAN FRANCISCO, CA 941193809	VICE PRESIDENT 0.00	0.	0.	0.
GEORGE T. ARGYRIS P.O. BOX 193809 SAN FRANCISCO, CA 941193809	SECRETARY & DIRECTOR 0.00	0.	0.	0.
SHU HUANG P.O. BOX 193809 SAN FRANCISCO, CA 941193809	DIRECTOR, TREASURER & ASST SECRETARY 0.00	0.	0.	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
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. 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**

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.

Form **990-PF** (2012)

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	2,073,620.
b	Average of monthly cash balances		1b	1,327,583.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	3,401,203.
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	3,401,203.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	51,018.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	3,350,185.
6	**Minimum investment return.** Enter 5% of line 5		6	167,509.

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	167,509.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 1,756.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	1,756.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	165,753.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	165,753.
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	165,753.

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	1,925,410.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,925,410.
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	1,756.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	1,923,654.

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				165,753.
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 131,519.				
b From 2008 235,145.				
c From 2009 414,058.				
d From 2010 1,631,681.				
e From 2011 1,490,832.				
f Total of lines 3a through e	3,903,235.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 1,925,410.				
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				165,753.
e Remaining amount distributed out of corpus	1,759,657.			
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	5,662,892.			
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	131,519.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	5,531,373.			
10 Analysis of line 9:				
a Excess from 2008 235,145.				
b Excess from 2009 414,058.				
c Excess from 2010 1,631,681.				
d Excess from 2011 1,490,832.				
e Excess from 2012 1,759,657.				

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

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

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

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

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

GARY H. BECHTEL

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

NONE

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

N/A

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT B	N/A	ALL PUBLIC CHARITIES	SEE STATEMENT B	1,888,500.
Total			▶ **3a**	1,888,500.
b *Approved for future payment*				
SEE STATEMENT B	N/A	ALL PUBLIC CHARITIES	SEE STATEMENT B	225,000.
Total			▶ **3b**	225,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	41.	
4 Dividends and interest from securities			14	29,653.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	146,367.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		176,061.	0.

13 **Total** Add line 12, columns (b), (d), and (e) 13 176,061.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	N/A

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee: [signature] Date: 6/17/13 Title: TREASURER

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BARBARA MURPHY	[signature]	6/14/13		P00439228

Firm's name ▶ FARELLA BRAUN + MARTEL LLP — Firm's EIN ▶ 94-1527242

Firm's address ▶ 235 MONTGOMERY STREET, SUITE 1800 SAN FRANCISCO, CA 94104 — Phone no.

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2012

Name of the organization	**Employer identification number**
THE FOOTHILLS FOUNDATION	94-2412392

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	Employer identification number
THE FOOTHILLS FOUNDATION	94-2412392

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MR. & MRS. STEPHEN D. BECHTEL JR. P.O. BOX 193809 SAN FRANCISCO, CA 94119-3809	$ 2,000,000. *	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

* The Foundation did not provide any goods or services in consideration, in whole or part, for any for any contributions received as reported on Schedule B

Name of organization	Employer identification number
THE FOOTHILLS FOUNDATION	94-2412392

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
THE FOOTHILLS FOUNDATION	94-2412392

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once) ▶ $

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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	1,107.98 SHS DODGE & COX INCOME FUND	P	01/26/12	04/26/12
b	1,471.28 SHS DODGE & COX INCOME FUND	P	01/31/12	04/26/12
c	1,086.42 SHS DODGE & COX INCOME FUND	P	02/07/12	04/26/12
d	2,183.40 SHS ARTISAN INTL FUND	P	12/19/07	04/26/12
e	348.84 SHS BARON GROWTH FUND	P	06/04/04	04/26/12
f	316.34 SHS BARON GROWTH FUND	P	11/22/05	04/26/12
g	227.98 SHS BARON GROWTH FUND	P	11/20/06	04/26/12
h	19.99 SHS DODGE & COX STOCK FUND	P	12/29/03	04/18/12
i	33.62 SHS DODGE & COX STOCK FUND	P	03/29/04	04/18/12
j	35.60 SHS DODGE & COX STOCK FUND	P	03/29/04	04/18/12
k	28.60 SHS DODGE & COX STOCK FUND	P	06/28/04	04/18/12
l	28.86 SHS DODGE & COX STOCK FUND	P	09/28/04	04/18/12
m	30.53 SHS DODGE & COX STOCK FUND	P	12/29/04	04/18/12
n	85.93 SHS DODGE & COX STOCK FUND	P	12/29/04	04/18/12
o	149.14 SHS DODGE & COX STOCK FUND	P	12/29/04	04/18/12

	(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	15,098.		15,000.	98.
b	20,048.		20,000.	48.
c	14,804.		14,768.	36.
d	50,000.		63,122.	<13,122.>
e	19,528.		13,277.	6,251.
f	17,709.		14,530.	3,179.
g	12,763.		11,292.	1,471.
h	2,232.		2,265.	<33.>
i	3,754.		4,201.	<447.>
j	3,974.		3,968.	6.
k	3,193.		3,402.	<209.>
l	3,223.		3,413.	<190.>
m	3,409.		3,979.	<570.>
n	9,593.		11,196.	<1,603.>
o	16,649.		19,431.	<2,782.>

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				98.
b				48.
c				36.
d				<13,122.>
e				6,251.
f				3,179.
g				1,471.
h				<33.>
i				<447.>
j				6.
k				<209.>
l				<190.>
m				<570.>
n				<1,603.>
o				<2,782.>

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

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

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	10.93 SHS DODGE & COX STOCK FUND	P	03/29/05	04/18/12
b	31.44 SHS DODGE & COX STOCK FUND	P	03/29/05	04/18/12
c	45.22 SHS DODGE & COX STOCK FUND	P	03/29/05	04/18/12
d	31.71 SHS DODGE & COX STOCK FUND	P	06/28/05	04/18/12
e	30.73 SHS DODGE & COX STOCK FUND	P	09/28/05	04/18/12
f	109.02 SHS DODGE & COX STOCK FUND	P	12/28/05	04/18/12
g	1,828.15 SHS LONGLEAF PARTNERS SMALL CAP FUND	P	09/16/08	04/26/12
h	5,302.22 SHS T ROWE PRICE GROWTH	P	01/19/05	04/18/12
i	1,713.15 SHS T ROWE MID CAP	P	01/29/02	04/18/12
j	101.27 SHS T ROWE MID CAP	P	12/14/04	04/18/12
k	8.61 SHS T ROWE MID CAP	P	12/14/04	04/26/12
l	12.40 SHS T ROWE MID CAP	P	12/13/05	04/26/12
m	342.74 SHS T ROWE MID CAP	P	12/13/05	04/26/12
n	36.06 SHS T ROWE MID CAP	P	12/19/06	04/26/12
o	438.95 SHS T ROWE MID CAP	P	12/19/06	04/26/12

	(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	1,220.		1,390.	<170.>
b	3,511.		3,998.	<487.>
c	5,049.		5,749.	<700.>
d	3,541.		4,131.	<590.>
e	3,431.		4,144.	<713.>
f	12,171.		15,041.	<2,870.>
g	49,950.		39,671.	10,279.
h	199,950.		137,752.	62,198.
i	68,994.		43,647.	25,347.
j	5,956.		5,000.	956.
k	513.		425.	88.
l	738.		675.	63.
m	20,410.		18,659.	1,751.
n	2,148.		1,947.	201.
o	26,140.		23,699.	2,441.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				<170.>
b				<487.>
c				<700.>
d				<590.>
e				<713.>
f				<2,870.>
g				10,279.
h				62,198.
i				25,347.
j				956.
k				88.
l				63.
m				1,751.
n				201.
o				2,441.

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	
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	

223591
05-01-12

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	CAPITAL GAINS DIVIDENDS			
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
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	56,440.			56,440.
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
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				56,440.
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
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	146,367.
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

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

SOURCE	AMOUNT
CHARLES SCHWAB MONEY MARKET FUND	41.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	41.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB - CUSTODIAN MUTUAL FUNDS	86,093.	56,440.	29,653.
TOTAL TO FM 990-PF, PART I, LN 4	86,093.	56,440.	29,653.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	10,200.	0.		10,200.
TO FM 990-PF, PG 1, LN 16A	10,200.	0.		10,200.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	10,000.	0.		10,000.
AUDIT FEES	16,500.	0.		16,500.
TO FORM 990-PF, PG 1, LN 16B	26,500.	0.		26,500.

FORM 990-PF — TAXES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	1,756.	0.		0.
FOREIGN TAXES	445.	445.		0.
TO FORM 990-PF, PG 1, LN 18	2,201.	445.		0.

FORM 990-PF — OTHER EXPENSES — STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE FILING FEES	160.	0.		160.
BANK FEES	50.	0.		50.
TO FORM 990-PF, PG 1, LN 23	210.	0.		210.

FORM 990-PF — OTHER INCREASES IN NET ASSETS OR FUND BALANCES — STATEMENT 7

DESCRIPTION	AMOUNT
EQUITY ADJUSTMENT TO ACCOUNT FOR CHANGES IN ACCRUAL OF GRANTS PAYABLE	475,000.
TOTAL TO FORM 990-PF, PART III, LINE 3	475,000.

FORM 990-PF — OTHER INVESTMENTS — STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT A	COST	2,931,731.	3,067,868.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,931,731.	3,067,868.

THE FOOTHILLS FOUNDATION
Detail of Investment Securities
For the Year 2012

STATEMENT A
94-2412392

Investment Securities	Number of Shares	Book Value Start of Year	Book Value End of Year	12/31/12 Market Value
Artisan Int'l Fund	9,314 376	114,401	203,809	229,041
Baron Growth Fund	3,099 861	67,458	169,346	166,339
Dodge & Cox Income Fund	8,640 463	0	118,892	119,757
Dodge & Cox Intl Stock Fund	6,391.280	117,563	207,236	221,394
Dodge & Cox Stock Fund	3,393 554	406,999	426,743	413,674
Longleaf Partners Small Cap Fund	8,698.634	79,275	231,214	251,217
Pimco Total Return Fund	15,531.644	0	174,453	174,576
T Rowe Price Growth	28,396.363	314,561	983,793	1,072,815
T Rowe Price Mid Cap	7,420.880	172,600	416,244	419,057
Total Mutual Funds Securities		**1,272,856**	**2,931,731**	**3,067,868**

The Foothills Foundation
Summary of Charitable Contributions
Form 990-PF
2012 Calendar/ Tax YEAR

STATEMENT B
94-2412392

Date	Charitable Activity	Donee Name and Address	Donee Status	Purpose of Contribution	Amount
03/22/12	Educational	Back Creek Christian Academy, 1827 Back Creek Church Road, Charlotte, NC 28213	Public Charity	Annual Fund	1,000
07/24/12	Charitable	Baylor Health Care System Foundation, 3600 Gaston Ave, Suite 100, Dallas, TX 75246-1800	Public Charity	Pledge - Dr Millard's Pilot Program for Asthma Care in Baylor University's Medical Center	100,000
01/05/12	Charitable	Big Hole River Foundation, P O Box 3894, Butte, MT 59702	Public Charity	Operations (Final Challenge Grant)	15,000
06/13/12	Charitable	California Game Wardens Fdn, 2180 Sand Hill Road, Suite 100, Menlo Park, cA 94025	Public Charity	Unrestricted	55,000
01/05/12	Charitable	California Outdoor Heritage Alliance Foundation, 1600 Sacramento Inn Way, Suite 232, Sacramento, CA 95815	Public Charity	Unrestricted	135,000
04/20/12	Charitable	California Waterfowl Association, 4630 Northgate Blvd , Suite 150, Sacramento, CA 95834	Public Charity	11-'12 Unrestricted Funding Commitment	100,000
06/07/12	Charitable	California Waterfowl Association, 4630 Northgate Blvd , Suite 150, Sacramento, CA 95834	Public Charity	Unrestricted	50,000
06/13/12	Charitable	California Waterfowl Association, 4630 Northgate Blvd , Suite 150, Sacramento, CA 95834	Public Charity	Unrestricted	5,000
10/08/12	Charitable	California Waterfowl Association, 4630 Northgate Blvd , Suite 150, Sacramento, CA 95834	Public Charity	Unrestricted in memory of Ray Lewis	100,000
03/22/12	Charitable	Central CA Labrador Retriever Rescue (CCLRR), 6642 Cumberland PL, Stockton, CA 95219	Public Charity	General Funds	5,000
06/07/12	Charitable	Community Law Enforcement Foundation of Morgan Hill (CLEF), 305 Vineyard Town Center PMB 216, Morgan Hill, CA 95037	Public Charity	Unrestricted	25,000
01/19/12	Charitable	Delta Waterfowl Foundation, PO Box 3128, Bismarck, ND 58502	Public Charity	Legacy Challenge/ Fund	200,000
04/20/12	Charitable	Delta Waterfowl Foundation, 1312 Basin Ave, Bismarck, ND 58504	Public Charity	Fiscal year End 2/29/12	150,000
11/06/12	Charitable	Delta Waterfowl Foundation, 1312 Basin Ave, Bismarck, ND 58504	Public Charity	Discretion of COO & President for 2013	185,000
02/08/12	Charitable	Ducks Unlimited Inc, c/o Tony Pinheiro, 2310 Abinash Court, Modesto, CA 95355	Public Charity	General Funds	10,000
02/13/12	Charitable	Ducks Unlimited Inc, c/o Tony Pinheiro, 2310 Abinash Court, Modesto, CA 95355	Public Charity	Conservation Programs	10,000
02/23/12	Charitable	Ducks Unlimited, Gilroy Chapter, P O Box 1270, Morgan Hill CA 95038	Public Charity	General Funds	2,500
10/03/12	Charitable	Fathers Resource Center, 8551 Folsom Blvd , Sacramento, CA 95826	Public Charity	National Girls Self-Esteem Program	15,000
01/09/12	Charitable	Gilroy Presbyterian Church, 6000 Miller Ave, Gilroy, CA 95020	Public Charity	Unrestricted	10,000
04/12/12	Charitable	Gilroy Presbyterian Church, 6000 Miller Ave, Gilroy, CA 95020	Public Charity	Unrestricted	20,000
04/13/12	Charitable	Gilroy Presbyterian Church, 6000 Miller Ave, Gilroy, CA 95020	Public Charity	Unrestricted	30,000
06/15/12	Charitable	Gilroy Presbyterian Church, 6000 Miller Ave, Gilroy, CA 95020	Public Charity	Father's Day Fund Raiser	10,000
06/07/12	Charitable	Kids Outdoor Sports Camp, P O Box 9435, Red Bluff, CA 96080	Public Charity	2012 Summer Camp Expense	25,000
06/05/12	Educational	Mid-Peninsula High School, 870 N Calif Avenue, Palo Alto, CA 94303-3631	Public Charity	Fund-A-Need	10,000
06/05/12	Educational	Mid-Peninsula High School, 870 N Calif Avenue, Palo Alto, CA 94303-3631	Public Charity	Financial Aid	20,000
06/05/12	Charitable	National Disaster Search Dog Foundation Inc , 501 East Ojai Ave Ojai, CA 93023	Public Charity	Pledge- Challenge Grant for National Training Center	25,000
01/09/12	Charitable	National Wildlife Refuge Association, 1250 Connecticut Ave , NW Suite 600, Washington, DC 20036	Public Charity	Bear River Watershed Conservation Area Project	40,000
04/05/12	Charitable	Oklahoma State University Foundation, Oklahoma State University, Stillwater, OK 74078	Public Charity	Pledge- Cowboy Basketball Legends Locker Room Program	250,000
06/13/12	Charitable	Phoenix Patriot Foundation, PO Box 7082, San Diego, CA 92167	Public Charity	Unrestricted	10,000
08/31/12	Charitable	Sheriff's Advisory Board of Santa Clara County, P O Box 28037, San Jose, CA 95159-8037	Public Charity	Unrestricted	50,000
10/11/12	Charitable	Sheriff's Advisory Board of Santa Clara County, P O Box 28037 San Jose, CA 95159-8037	Public Charity	Unrestricted	100,000
01/19/12	Educational	UC Davis School of Veterinary Medicine, One Shields Ave, Davis, CA 95616	Public Charity	Graduate Student Fellowship	25,000
06/05/12	Educational	University of the Pacific, 3601 Pacific Avenue, Stockton, CA 95211	Public Charity	Pledge - Alex & Jen Vereschagin Alumni House	100,000
		Total Charitable Distributions			**$1,888,500**

Pledges:

Date Pledged	Charitable Activity	Donee Name and Address	Donee Status	Purpose of Contribution	Amt. Outstanding at 12/31/12
11/20/09	Educational	University of the Pacific, 3601 Pacific Avenue, Stockton, CA 95211	Public Charity	Alex & Jen Vereschagin Alumni House	200,000
05/24/10	Charitable	National Disaster Search Dog Foundation, Inc , 501 East Ojai Ave, Ojai, CA 93023	Public Charity	Pledge- Challenge Grant for National Training Center	25,000
		Total Outstanding Pledges			**$225,000**

No recipient is related by blood, marriage, adoption, or employment to any disqualified person

Form **8868** (Rev. January 2013) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- 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. THE FOOTHILLS FOUNDATION	Employer identification number (EIN) or 94-2412392
	Number, street, and room or suite no. If a P.O box, see instructions P.O. BOX 193809	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAN FRANCISCO, CA 94119-3809	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

- The books are in the care of ▶ TREASURER 199 FREMONT STREET, 22ND FLOOR - SAN FRANCISCO, CA 94105
  Telephone No. ▶ 415-284-8673 FAX No. ▶
- 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 AUGUST 15, 2013 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] 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	$ 1,756.
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	$ 3,997.
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