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Form 990-PF

Return of Private Foundation

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

2012

Open to Public
Inspection

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

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

Name of foundation BELLA VISTA FOUNDATION		A Employer identification number 94-3345967	
Number and street (or P O box number if mail is not delivered to street address) 1660 BUSH STREET NO 300		B Telephone number (see instructions) (415) 561-6540	
C If exemption application is pending, check here <input checked="" type="checkbox"/>			
D 1. Foreign organizations, check here <input checked="" type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input checked="" type="checkbox"/>			
E If private foundation status was terminated under section 507(b)(1)(A), check here <input checked="" type="checkbox"/>			
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" 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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income
1 Contributions, gifts, grants, etc , received (attach schedule)		395,351	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B			
3 Interest on savings and temporary cash investments		10,675	
4 Dividends and interest from securities.		503,782	729,933
5a Gross rents			
b Net rental income or (loss) _____			
6a Net gain or (loss) from sale of assets not on line 10		223,875	
b Gross sales price for all assets on line 6a 633,205			
7 Capital gain net income (from Part IV, line 2)		1,725,312	
8 Net short-term capital gain			
9 Income modifications			
10a Gross sales less returns and allowances			
b Less Cost of goods sold			
c Gross profit or (loss) (attach schedule)			
11 Other income (attach schedule)		4,237	-265,964
12 Total. Add lines 1 through 11		1,127,245	2,199,956
13 Compensation of officers, directors, trustees, etc		0	0
14 Other employee salaries and wages			
15 Pension plans, employee benefits			
16a Legal fees (attach schedule)			
b Accounting fees (attach schedule)		30,197	18,118
c Other professional fees (attach schedule)		359,500	76,879
17 Interest			
18 Taxes (attach schedule) (see instructions)		42,085	0
19 Depreciation (attach schedule) and depletion			
20 Occupancy			
21 Travel, conferences, and meetings		12,681	601
22 Printing and publications			
23 Other expenses (attach schedule)		5,515	438
24 Total operating and administrative expenses.		449,978	96,036
Add lines 13 through 23			271,422
25 Contributions, gifts, grants paid.		2,179,005	
26 Total expenses and disbursements. Add lines 24 and 25		2,628,983	96,036
27 Subtract line 26 from line 12			
a Excess of revenue over expenses and disbursements		-1,501,738	
b Net investment income (if negative, enter -0-)			2,103,920
c Adjusted net income (if negative, enter -0-)			

	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing				
	2 Savings and temporary cash investments	3,592,084	1,572,171	1,572,171	
	3 Accounts receivable ►				
	Less allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7 Other notes and loans receivable (attach schedule) ►				
	Less allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges	269	6,482	6,482	
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)				
	c Investments—corporate bonds (attach schedule)	13,650,246	10,169,823	10,169,823	
	11 Investments—land, buildings, and equipment basis ►				
Less accumulated depreciation (attach schedule) ►					
12 Investments—mortgage loans					
13 Investments—other (attach schedule)	30,647,264	38,413,129	38,413,129		
14 Land, buildings, and equipment basis ►					
Less accumulated depreciation (attach schedule) ►					
15 Other assets (describe ► _____)	42,643	1,750,000	1,750,000		
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	47,932,506	51,911,605	51,911,605		
Liabilities	17 Accounts payable and accrued expenses		1,690		
	18 Grants payable	99,690			
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ► _____)	26,639	292,757		
	23 Total liabilities (add lines 17 through 22)	126,329	294,447		
	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted	47,806,177	51,617,158		
	25 Temporarily restricted				
	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 (see page 17 of the instructions)	47,806,177	51,617,158			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	47,932,506	51,911,605			
Net Assets or Fund Balances					

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	47,806,177
2	Enter amount from Part I, line 27a	2	-1,501,738
3	Other increases not included in line 2 (itemize) ►	3	5,633,455
4	Add lines 1, 2, and 3	4	51,937,894
5	Decreases not included in line 2 (itemize) ►	5	320,736
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	51,617,158

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.)
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1a See Additional Data Table**b****c****d****e**

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
------------------------------	--	---	---

a See Additional Data Table**b****c****d****e**

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

(i) FMV 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))
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a See Additional Data Table**b****c****d****e**

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	1,725,312
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	2,488,683	48,212,511	0 051619
2010	2,366,383	47,969,571	0 049331
2009	2,502,600	42,998,846	0 058202
2008	2,821,928	50,151,718	0 056268
2007	2,699,227	54,167,785	0 049831

2 Total of line 1, column (d).	2	0 265251
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 053050
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	48,203,827
5 Multiply line 4 by line 3.	5	2,557,213
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	21,039
7 Add lines 5 and 6.	7	2,578,252
8 Enter qualifying distributions from Part XII, line 4.	8	2,550,117

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	42,078
	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
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	42,078
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	42,078
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	48,300	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c	34,600	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d.	7		82,900
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		40,822
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 40,822 Refunded <input type="checkbox"/>	11		0

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?		Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		Yes	No
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			
1c	Did the foundation file Form 1120-POL for this year?		Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year			
(1)	On the foundation <input type="checkbox"/> \$ _____ 0 (2) On foundation managers <input type="checkbox"/> \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		Yes	No
	<i>If "Yes," attach a detailed description of the activities.</i>			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?		Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		Yes	No
	<i>If "Yes," attach the statement required by General Instruction T.</i>			
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? <i>If "Yes," complete Part II, col (c), and Part XV</i>		Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)			
	<input type="checkbox"/> CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>		Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		Yes	No

Part VII-A Statements Regarding Activities (continued)

11		No
12		No
13	Yes	

Website address ►HTTP //WWW PFS-LLC NET/BELLAVISTA/INDEX HTML

14 The books are in care of ►PACIFIC FOUNDATION SERVICES LLC Telephone no ►(415) 561-6540
Located at ►1660 BUSH STREET SUITE 300 SAN FRANCISCO CA ZIP +4 ►94109

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ► 15 and enter the amount of tax-exempt interest received or accrued during the year ►

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

See 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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ► 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). ► Yes <input checked="" type="checkbox"/> No		
1b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. ►	1b	
1c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ► Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____	2b	
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)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ► Yes <input checked="" type="checkbox"/> No	3b	
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).		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	No

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

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

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

1 List all

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account other allowances
See Additional Data Table				

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

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

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

8

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
PACIFIC FOUNDATION SERVICES LLC	MANAGEMENT SERVICES	314,02
1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109		

Part IX-A Summary of Direct Charitable Activities

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

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

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

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	46,241,367
b	Average of monthly cash balances.	1b	2,696,528
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	48,937,895
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	48,937,895
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	734,068
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	48,203,827
6	Minimum investment return. Enter 5% of line 5.	6	2,410,191

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	2,410,191
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	42,078
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	42,078
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	2,368,113
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,368,113
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	2,368,113

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	2,550,117
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	3a	
a	Suitability test (prior IRS approval required).	3b	
b	Cash distribution test (attach the required schedule).	4	2,550,117
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	6	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.		2,550,117

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				2,368,113
2 Undistributed income, if any, as of the end of 2012			0	
a Enter amount for 2011 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.	105			
b From 2008.	343,023			
c From 2009.	376,685			
d From 2010.	10,814			
e From 2011.	111,779			
f Total of lines 3a through e.	842,406			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ _____ 2,550,117			0	
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.			2,368,113	
e Remaining amount distributed out of corpus	182,004			
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:	1,024,410			
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 instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	105			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,024,305			
10 Analysis of line 9				
a Excess from 2008.	343,023			
b Excess from 2009.	376,685			
c Excess from 2010.	10,814			
d Excess from 2011.	111,779			
e Excess from 2012.	182,004			

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.			
b	85% of line 2a.			
c	Qualifying distributions from Part XII, line 4 for each year listed.			
d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c.			
3	Complete 3a, b, or c for the alternative test relied upon			
a	"Assets" alternative test—enter			
(1)	Value of all assets.			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i).			
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.			
c	"Support" alternative test—enter			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III).			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

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

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

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

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

MARY GREGORY SENIOR PROGRAM OFFICER
1660 BUSH STREET SUITE 300
SAN FRANCISCO, CA 94109
(415) 561-6540

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

FOR GUIDELINES AND MORE INFO ABOUT THIS FOUNDATION, SEE WWW PFS-LLC.NET

c Any submission deadlines

FOR GUIDELINES AND MORE INFO ABOUT THIS FOUNDATION, SEE WWW PFS-LLC.NET

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

FOR GUIDELINES AND MORE INFO ABOUT THIS FOUNDATION, SEE WWW PFS-LLC.NET

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 See Additional Data Table				
Total			► 3a	2,278,695
b Approved for future payment				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
Line	Description	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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		
4	Dividends and interest from securities			14	503,782	
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			18	4,237	
8	Gain or (loss) from sales of assets other than inventory			18	223,875	
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		731,894	
13	Total Add line 12, columns (b), (d), and (e)			13		731,894
	(See worksheet in line 13 instructions to verify calculations.)					

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

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
DODGE AND COX		2011-12-01	2012-12-31
GENERATION IM GLOBAL EQUITY FUND LLC	P	2011-12-01	2012-12-31
WALTER SCOTT INTERNATIONAL FUND FOR CHARITABLE REMAINDER TRUSTS LLC	P	2011-12-01	2012-12-31
HCP SPECIAL OPPORTUNITIES FUND OFFSHORE LP	P	2011-12-01	2012-12-31
HCP ABSOLUTE RETURN FUND LP	P	2011-12-01	2012-12-31
HCP PRIVATE EQUITY FUND III LP	P	2011-12-01	2012-12-31
HCP PRIVATE EQUITY FUND IV LP	P	2011-12-01	2012-12-31
HCP PRIVATE EQUITY FUND V LP	P	2011-12-01	2012-12-31
DECCAN VALUE ADVISORS FUND LTD	P	2011-12-01	2012-12-31
VALUEACT INTERNATIONAL II LP	P	2011-12-01	2012-12-31
STEADFAST INTERNATIONAL LTD	P	2011-12-31	2012-12-31
HCP PRIVATE EQUITY FUND LP	P	2011-12-31	2012-12-31
HCP PRIVATE EQUITY FUND II LP	P	2011-12-31	2012-12-31
ABBOTT LABORATORIES		2012-07-20	2012-11-30
DISNEY WALT CO		2012-07-20	2012-11-30
IBM		2012-07-20	2012-10-22
PIMCO BONDS		2011-12-31	2012-12-31

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
249,950		249,615	335
193,873			193,873
134,331			134,331
48,172			48,172
223,256			223,256
51,092			51,092
59,840			59,840
4,068			4,068
			0
420,477			420,477
146,448			146,448
127,624			127,624
92,256			92,256
50,000		54,284	-4,284
50,000		52,271	-2,271
50,000		53,160	-3,160
233,255			233,255

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

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

(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))

(i) 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	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			335
			193,873
			134,331
			48,172
			223,256
			51,092
			59,840
			4,068
			0
			420,477
			146,448
			127,624
			92,256
			-4,284
			-2,271
			-3,160
			233,255

Form 990PF Part VIII Line 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
ROBERT KIRKWOOD 1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109	CHAIRMAN 1 00	0	0	0
JEANIE CASEY 1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109	TREASURER 1 00	0	0	0
JOHN KIRKWOOD 1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109	SECRETARY 1 00	0	0	0
SUSAN KOE 1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109	VICE CHAIRMAN 1 00	0	0	0
KATE CASEY JOINER 1660 BUSH STREET SUITE 300 SAN FRANCISCO, CA 94109	ASSOCIATE TRUSTEE 1 00	0	0	0

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NAME AND ADDRESS (HOME OR BUSINESS)				
a Paid during the year				
APPLE FAMILYWORKS 4 JOSEPH CT SAN RAFAEL, CA 94903		501 (C)(3) PUBLIC CH	\$20,000 FOR THE EXPLORING MOTHERHOOD TOGETHER PROGRAM WHICH PROVIDES SUPPORT GROUPS FOR MOTHERS AT RISK OF DEPRESSION AND \$20,000 FOR TECHNICAL ASSISTANCE	40,000
APPLE FAMILYWORKS 4 JOSEPH CT SAN RAFAEL, CA 94903		501 (C)(3) PUBLIC CH	FOR TECHNICAL ASSISTANCE	10,000
APPLE FAMILYWORKS 4 JOSEPH CT SAN RAFAEL, CA 94903		501 (C)(3) PUBLIC CH	FOR TECHNICAL ASSISTANCE	10,000
AMERICAN RIVERS INC 432 BROAD STREET NEVADA CITY, CA 95959		501 (C)(3) PUBLIC CH	FOR THE ASSESSMENT AND PRIORITIZATION OF ADDITIONAL MEADOWS, DEVELOPMENT OF METHODOLOGY, AND TRAINING OF PRACTITIONERS	40,000
BLOSSOM BIRTH SERVICES 299 S CALIFORNIA AVENUE STE 120 PALO ALTO, CA 94306		501 (C)(3) PUBLIC CH	FOR A MINDFULNESS-BASED PRENATAL YOGA SERIES FOR LOW- TO MID-INCOME MOTHERS	23,000
CALIFORNIA TROUT 360 PINE STREET 4TH FLOOR SAN FRANCISCO, CA 94104		501 (C)(3) PUBLIC CH	\$75,000 FOR THE SHASTA RIVER RESTORED CAMPAIGN AND \$10,000 FOR THE PROTECTING MT SHASTA'S WATER RESOURCES CAMPAIGN	85,000
CANAL ALLIANCE 91 LARKSPUR STREET SAN RAFAEL, CA 94901		501 (C)(3) PUBLIC CH	\$30,000 TO RECRUIT LATINA COMPANERAS WHO WILL PROVIDE SUPPORT AND INFORMATION TO WOMEN IN THE CANAL DISTRICT AND AN ADDITIONAL \$5,000 TO EXPAND THE PARENT SUPPORT GROUP	35,000
CATHOLIC CHARITIES OF SANTA CLARA COUNTY 2625 ZANKER ROAD SAN JOSE, CA 95134		501 (C)(3) PUBLIC CH	TO SUPPORT THE STEPS AHEAD PROGRAM WHICH WORKS WITH CAREGIVERS AND CHILDREN AGES 0-3 WHO HAVE BEEN AFFECTED BY INCARCERATION OF THEIR CAREGIVER OR A FAMILY MEMBER	45,000
CATHOLIC CHARITIES OF SANTA CLARA 2625 ZANKER ROAD SAN JOSE, CA 95134		501 (C)(3) PUBLIC CH	TO SUPPORT THE NEW BEGINNINGS PROGRAM BY PROVIDING COMPREHENSIVE SERVICES INCLUDING RAISING A READER TO LOW-INCOME FAMILIES WITH CHILDREN 0-3 AT FOUR FAMILY RESOURCE CENTERS IN SAN JOSE	50,000
COMMUNITY ACTION MARIN 251 N SAN PEDRO ROAD SAN RAFAEL, CA 94903		501 (C)(3) PUBLIC CH	TO START A TRAINING PROGRAM FOR PARENTS TO BECOME CHILD CARE AIDES AT THIS TODDLER CARE CENTER SERVING LOW-INCOME FAMILIES IN SOUTHERN MARIN COUNTY	25,000
COMMUNITY ACTION MARIN 251 N SAN PEDRO ROAD SAN RAFAEL, CA 94903		501 (C)(3) PUBLIC CH	TO START A TRAINING PROGRAM FOR PARENTS TO BECOME CHILD CARE AIDES AT THIS TODDLER CARE CENTER SERVING LOW-INCOME FAMILIES IN SOUTHERN MARIN COUNTY	-25,000
COMMUNITY INITIATIVES (BAY AREA CHILDHOOD FUNDERS) 354 PINE STREET SUITE 700 SAN FRANCISCO, CA 94104		501 (C)(3) PUBLIC CH	ANNUAL OPERATING SUPPORT FOR BAY AREA CHILDHOOD FUNDERS	4,000
COMPASS FAMILY SERVICES 49 POWELL ST 3RD FLOOR SAN FRANCISCO, CA 94102		501 (C)(3) PUBLIC CH	SUPPORT COMPASS FAMILY RESOURCE CENTER	25,000
CORSTONE 250 CAMINO ALTO SUITE 100A MILL VALLEY, CA 94941		501 (C)(3) PUBLIC CH	SUPPORT THE FAMILY RESILIENCY PROGRAM	35,000
COUNCIL ON FOUNDATIONS 2121 CRYSTAL DRIVE SUITE 700 ARLINGTON, VA 22202		501 (C)(3) PUBLIC CH	2011 MEMBERSHIP DUES	5,030

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
DESCHUTES RIVER CONSERVANCY 700 NW HILL STREET BEND, OR 97709		501 (C)(3) PUBLIC CH	FOR CONTINUED SUPPORT OF THE UPPER DESCHUTES RIVER STREAMFLOW RESTORATION INITIATIVE	72,700
DIVISION OF PUBLIC HEALTH OF THE SAN MATEO COUNTY HEALTH SERVICES AGENCY 2000 ALAMEDA DES LAS PULGAS SUITE 200 SAN MATEO, CA 94403		501 (C)(3) PUBLIC CH	SUPPORT PARENT EDUCATION CLASSES, WORKSHOPS AND SUPPORT GROUPS IN THE SAN MATEO COUNTY PRENATAL TO THREE PROGRAM	40,000
FRIENDS OF DEER CREEK 431 UREN ST SUITE C NEVADA CITY, CA 95959		501 (C)(3) PUBLIC CH	FOR IMPLEMENTATION OF SPAWNING BED ENHANCEMENT ACTIVITIES AT THE MOUTH OF THE DEER CREEK, A TRIBUTARY OF THE YUBA RIVER, AS PART OF THE DEER CREEK SALMON HABITAT RESTORATION PROJECT	58,040
GOOD SAMARITAN FAMILY RESOURCE CENTER OF SAN FRANCISCO 1294 POTRERO AVENUE SAN FRANCISCO, CA 94110		501 (C)(3) PUBLIC CH	FOR CULTURALLY APPROPRIATE SUPPORT GROUPS, PARENT CLASSES, WORKSHOPS, CASE MANAGEMENT, AND COUNSELING THAT HELP CAREGIVERS MANAGE AND REDUCE STRESS AND MATERNAL DEPRESSION	60,000
GOOD SAMARITAN FAMILY RESOURCE CENTER OF SAN FRANCISCO 1294 POTRERO AVENUE SAN FRANCISCO, CA 94110		501 (C)(3) PUBLIC CH	SUPPORT A CONSULTATION WITH ELEANOR SMITH TO DESIGN AN ORGANIZATIONAL THEORY OF CHANGE	1,500
GRAIL FAMILY SERVICES 2003 E SAN ANTONIO ST SAN JOSE, CA 95116		501 (C)(3) PUBLIC CH	FOR BIRTH AND BEYOND, A PARENT EDUCATION AND SUPPORT GROUP	30,000
GRANTMAKERS FOR CHILDREN YOUTH AND FAMILIES 8757 GEORGIA AVENUE SUITE 540 SILVER SPRING, MD 20910		LOCAL GOVERNMENT	ANNUAL MEMBERSHIP DUES	1,500
HOMELESS PRENATAL PROGRAM INC 2500 18TH STREET SAN FRANCISCO, CA 94110		501 (C)(3) PUBLIC CH	TO PROVIDE CASE MANAGEMENT, PRENATAL AND PARENTING CLASSES, SUPPORT GROUPS, COUNSELING, AND ALTERNATIVE SUPPORT SERVICES SERVICES INCLUDING YOGA, INFANT MASSAGE, AND DOULA SUPPORT	50,000
JEWISH FAMILY AND CHILDREN'S SERVICES 2150 POST STREET SAN FRANCISCO, CA 94115		501 (C)(3) PUBLIC CH	TO SUPPORT THE EARLY CHILDHOOD MENTAL HEALTH PROGRAM OF CONSULTATION TO MARIN COUNTY CHILD CARE SITES AND EARLY HEAD START HOME VISITORS	40,000
LEARNING AND LOVING EDUCATION CENTER 16890 CHURCH STREET 16 MORGAN HILL, CA 95037		501 (C)(3) PUBLIC CH	SUPPORT SERVICES TO IMMIGRANT MOTHERS OF YOUNG CHILDREN, AND MAINTENANCE OF RAISING A READER	17,000
MATTOLE RESTORATION COUNCIL PO BOX 160 PETROLIA, CA 95558		501 (C)(3) PUBLIC CH	FOR IMPLEMENTATION OF THE MATTOLE INTEGRATED COASTAL WATERSHED MANAGEMENT PLAN, MATTOLE 2020 FORESIGHT PHASE II, 2011-2013, THE SECOND YEAR OF FUNDING IS CONTINGENT MEETING ALL ESTABLISHED OUTCOMES THE FIRST YEAR	74,000
MODEL FOREST POLICY PROGRAM INC PO BOX 328 SAGLE, ID 83860		501 (C)(3) PUBLIC CH	TO PROVIDE EDUCATION AND TRAINING FOR THE MATTOLE RESTORATION COUNCIL (MRC) TO INTEGRATE CLIMATE CHANGE ADAPTATION PLANNING INTO EXISTING FOREST AND WATERSHED RESTORATION EFFORTS IN THE MATTOLE RIVER WATERSHED	36,200
MUJERES UNIDAS Y ACTIVAS 3543 18TH STREET BOX 23 SAN FRANCISCO, CA 94110		501 (C)(3) PUBLIC CH	FOR THE SANANDO EL ALMA PROGRAM WHICH PROVIDES PEER-LED SUPPORT/EDUCATIONAL GROUPS, PEER COUNSELING, DOMESTIC VIOLENCE SUPPORT GROUPS, AND INDIVIDUAL COUNSELING	20,000
OREGON WILD 5825 NORTH GREELEY PORTLAND, OR 97217		501 (C)(3) PUBLIC CH	FOR COLLABORATIVE FOREST RESTORATION PROGRAMMING IN THE UPPER DESCHUTES AND JOHN DAY BASINS	25,000
PACIFIC FOREST TRUST 1001-A OREILLY AVENUE SAN FRANCISCO, CA 94129		501 (C)(3) PUBLIC CH	SUPPORT THE CONSERVATION OF THE MCLOUD WATERSHED AREA THROUGH THE DEVELOPMENT OF CONSERVATION EASEMENTS AND THROUGH SUSTAINED OUTREACH THROUGH THE KLAMATH-CASCADE ADVISORY COUNCIL	50,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
PARENT SERVICES PROJECT INC 79 BELVEDERE ST SUITE 101 SAN RAFAEL, CA 94901		501 (C)(3) PUBLIC CH	TO SUPPORT THE MENTORES PROGRAM TO REDUCE PARENTAL STRESS AMONG FAMILIES WITH CHILDREN 0-3 IN THE CANAL DISTRICT	35,000
PORTOLA FAMILY CONNECTION CENTER INC 2565 SAN BRUNO AVE SAN FRANCISCO, CA 94134		501 (C)(3) PUBLIC CH	TO PROVIDE PARENT-CHILD DROP-IN GROUPS, SUPPORT GROUPS, PARENTING CLASSES, CASE MANAGEMENT, AND THERAPEUTIC SERVICES TO MULTICULTURAL FAMILIES OF YOUNG CHILDREN	25,000
PUENTE DE LA COSTA SUR 620 NORTH STREET PO BOX 554 PESCADERO, CA 94060		501 (C)(3) PUBLIC CH	SUPPORT A CONSULTATION WITH ELEANOR SMITH TO DESIGN AN ORGANIZATIONAL THEORY OF CHANGE	1,500
PUENTE DE LA COSTA SUR 620 NORTH STREET PO BOX 554 PESCADERO, CA 94060		501 (C)(3) PUBLIC CH	TO SUPPORT THE MADRES PROJECT WHICH ADDRESSES MATERNAL DEPRESSION IN LATINA WOMEN THROUGH EDUCATION, CULTURE, PEER SOCIALIZATION, AND ONE-ON-ONE AND GROUP INTERVENTION	40,000
REBEKAH CHILDREN'S SERVICES 290 IOOF AVE GILROY, CA 95020		501 (C)(3) PUBLIC CH	FOR POSITIVE PARENTING WORKSHOPS IN SPANISH	30,000
REGENTS OF UNIVERSITY OF CALIFORNIA SAN FRANCISCO 2550 23RD STREET BUILDING 9 ROOM 130 SAN FRANCISCO, CA 94110		501 (C)(3) PUBLIC CH	TO PROVIDE AN INTEGRATED CONTINUUM OF CARE (MEDICAL, MENTAL HEALTH, AND SOCIAL SERVICES) FOR AT-RISK FAMILIES THROUGH THE CENTERING FAMILIES PROJECT	50,000
RESOURCE RENEWAL INSTITUTE 187 EAST BLITHEDALE AVENUE MILL VALLEY, CA 94941		501 (C)(3) PUBLIC CH	FOR CONTINUED SUPPORT OF THE INSTREAM WATERS TRANSFER PROGRAM	40,000
SALMON RIVER RESTORATION COUNCIL 1 HARPST STREET C/O BIOLOGY DEPARTMENT - SCI B ARCATA, CA 95521		501 (C)(3) PUBLIC CH	FOR BENTHIC ALGAE MONITORING IN THE MID-KLAMATH	37,330
SAN FRANCISCO CHILD ABUSE PREVENTION CENTER 1757 WALLER STREET SAN FRANCISCO, CA 94117		501 (C)(3) PUBLIC CH	SUPPORT THE CLINICAL PROGRAM WHICH OFFERS COUNSELING, CASE MANAGEMENT, SUPPORT GROUPS, AND FAMILY ACTIVITIES	50,000
SILICON VALLEY COMMUNITY FOUNDATION 2440 WEST EL CAMINO REAL SUITE 300 MOUNTAIN VIEW, CA 94040		501 (C)(3) PUBLIC CH	FOR ON-GOING SUPPORT OF THE SANTA CLARA PARTNERSHIP FOR SCHOOL READINESS AND ITS WORK TO PROMOTE ASSESSMENTS OF CHILDREN IN KINDERGARTEN AS A TOOL TO ADVANCE COUNTY'S' KNOWLEDGE OF FAMILY NEEDS	25,000
SOMOS MAYFAIR INC 370-B S KING RD SAN JOSE, CA 95116		501 (C)(3) PUBLIC CH	SUPPORT A CONSULTATION WITH ELEANOR SMITH TO DESIGN AN ORGANIZATIONAL THEORY OF CHANGE	1,500
SOMOS MAYFAIR INC 370-B S KING RD SAN JOSE, CA 95116		501 (C)(3) PUBLIC CH	FOR SUPPORT GROUPS FOR IMMIGRANT MOTHERS AND FATHERS IN EAST SAN JOSE AND TO SUPPORT RAISING A READER	70,000
SOUTH YUBA RIVER CITIZENS LEAGUE 216 MAIN STREET NEVADA CITY, CA 95959		501 (C)(3) PUBLIC CH	TO ADVANCE RESTORATION WORK IN THE LOWER YUBA	35,000
STARVISTA 610 ELM STREET SUITE 212 SAN CARLOS, CA 94070		501 (C)(3) PUBLIC CH	TO SUPPORT BILINGUAL COUNSELING, SUPPORT GROUPS, AND CASE MANAGEMENT SERVICES TO FAMILIES WITH YOUNG CHILDREN WHO HAVE BEEN EXPOSED TO DOMESTIC VIOLENCE	40,000
STARVISTA 610 ELM STREET SUITE 212 SAN CARLOS, CA 94070		501 (C)(3) PUBLIC CH	FOR THE EARLY CHILDHOOD MENTAL HEALTH PROJECT FOR CHILDREN AGES 0-3 IN CHILD CARE CENTERS AND HOME VISITING SERVICES	65,392

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
STARVISTA 610 ELM STREET SUITE 212 SAN CARLOS, CA 94070		501 (C)(3) PUBLIC CH	TO SUPPORT EARLY CHILDHOOD MENTAL HEALTH CONSULTATION AT TWO CHILD CARE SITES IN DALY CITY	45,500
STATE OF COLORADO SCHOOL OF MINES CIVIL ENVIRONMENTAL ENGINEERING DEPT 1500 ILLINOIS STREET GOLDEN, CO 80401		501 (C)(3) PUBLIC CH	TO STUDY HOW A RANGE OF STRATEGIC FOREST TREATMENTS AFFECT WATER YIELD ON THE SAGEHEN EXPERIMENTAL FOREST IN THE NORTHERN SIERRA NEVADA	40,000
SUNDAY FRIENDS FOUNDATION 730 STORY ROAD SUITE 3 PO BOX 24887 SAN JOSE, CA 95154		501 (C)(3) PUBLIC CH	SUPPORT A CONSULTATION WITH ELEANOR SMITH TO DESIGN AN ORGANIZATIONAL THEORY OF CHANGE	1,500
SUSTAINABLE NORTHWEST 813 SW ALDER SUITE 500 PORTLAND, OR 97205		501 (C)(3) PUBLIC CH	TO PROVIDE CAPACITY BUILDING, FOREST RESTORATION PROJECT IMPLEMENTATION AND MONITORING, AND NETWORKING TO BLUE MOUNTAINS FOREST PARTNERS	40,000
THE FOUNDATION CENTER 312 SUTTER STREET SUITE 606 SAN FRANCISCO, CA 94108		501 (C)(3) PUBLIC CH	FOR ANNUAL OPERATING SUPPORT FOR THIS NATIONAL ORGANIZATION PROVIDING A BRIDGE BETWEEN GRANTSEEKERS AND GRANTMAKERS	4,000
THE FRESHWATER TRUST 65 SW YAMHILL STREET SUITE 200 PORTLAND, OR 97204		501 (C)(3) PUBLIC CH	TO FUND FRESHWATER RESTORATION EFFORTS IN THE JOHN DAY, INCLUDING LAUNCHING A CONSERVATION BANK, PLANNING A RESTORATION PROJECT ON ROWE CREEK, AND CONSTRUCTION MAINTENANCE ON THE MIDDLE FORK JOHN DAY HABITAT RESTORATION PROJECT	150,000
THE SIERRA FUND 432 BROAD STREET NEVADA CITY, CA 95959		501 (C)(3) PUBLIC CH	FOR ADDITIONAL ASSESSMENT ACTIVITIES AS PART OF THE HUMBUG CREEK WATERSHED ASSESSMENT AND MANAGEMENT PLAN	50,000
THE TRUST FOR PUBLIC LAND 101 MONTGOMERY STREET SUITE 1100 SAN FRANCISCO, CA 94104		501 (C)(3) PUBLIC CH	FOR CONTINUED IMPLEMENTATION OF THE SIERRA CHECKERBOARD INITIATIVE FORESTS FOR THE FUTURE	150,000
TIDES CENTER (HEALING YOGA FOUNDATION) 3620 BUCHANAN STREET SAN FRANCISCO, CA 94123		501 (C)(3) PUBLIC CH	TO PROVIDE PRE- AND POST-NATAL YOGA THERAPY CLASSES TO HOMELESS AND AT-RISK MOTHERS ACCESSING SERVICES AT COMPASS COMMUNITY SERVICES	19,000
TROUT UNLIMITED 2239 5TH STREET BERKELEY, CA 94710		501 (C)(3) PUBLIC CH	FOR THE SECOND PHASE OF THE MATTOLE STREAMFLOW STEWARDSHIP PROJECT, A WATERSHED-WIDE STREAMFLOW RESTORATION PROJECT	63,340
UPPER SACRAMENTO RIVER EXCHANGE DBA THE RIVER EXCHANGE PO BOX 784 5937 DUNSMUIR AVE DUNSMUIR, CA 96025		501 (C)(3) PUBLIC CH	TO UNDERTAKE AN ASSESSMENT, PRIORITIZATION, PLANNING AND DESIGN PROJECT IN THE MCLOUD RIVER DRAINAGE ALONG THE MCLOUD RIVER RAILROAD	55,000
WESTERN ENVIRONMENTAL LAW CENTER 1216 LINCOLN STREET EUGENE, OR 97401		501 (C)(3) PUBLIC CH	SUPPORT COLLABORATIVE EFFORTS TO RESTORE ECOSYSTEM FUNCTIONALITY AND BIODIVERSITY IN THE MALHEUR NATIONAL FOREST IN THE JOHN DAY	30,000
WOMENS RECOVERY ASSOCIATION OF SAN MATEO COUNTY INC 1450 CHAPIN AVENUE BURLINGAME, CA 94010		501 (C)(3) PUBLIC CH	SUPPORT THE RESIDENTIAL AND OUTPATIENT SERVICES FOR WOMEN	30,000
WU YEE CHILDREN'S SERVICES 717 CALIFORNIA STREET FLOOR 1 SAN FRANCISCO, CA 94108		501 (C)(3) PUBLIC CH	TO SUPPORT THE JOY LOK FAMILY RESOURCE CENTER'S PLAYGROUPS, SUPPORT GROUPS, PARENTING CLASSES, AND CASE MANAGEMENT SERVICES	40,000
WU YEE CHILDREN'S SERVICES 717 CALIFORNIA STREET FLOOR 1 SAN FRANCISCO, CA 94108		501 (C)(3) PUBLIC CH	SUPPORT A CONSULTATION WITH ELEANOR SMITH TO DESIGN AN ORGANIZATIONAL THEORY OF CHANGE	1,500

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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				
YWCA OF SILICON VALLEY 375 SOUTH THIRD STREET SAN JOSE, CA 95112		501 (C)(3) PUBLIC CH	FOR THERAPEUTIC PARENT SUPPORT GROUP SERVICES FOR ENGLISH AND SPANISH SPEAKING MOTHERS AND CAREGIVERS OF CHILDREN 0-3	30,163
Total			► 3a	2,278,695

2012

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

► Attach to Form 990, 990-EZ, or 990-PF.

Name of the organization
BELLA VISTA FOUNDATION**Employer identification number**

94-3345967

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
 BELLA VISTA FOUNDATION
Employer identification number

94-3345967

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	DOYLE TRUST FUND 1660 BUSH STREET SAN FRANCISCO, CA 94109	\$ 395,351	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)

Name of organization BELLA VISTA FOUNDATION		Employer identification number 94-3345967	
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 <i>exclusively religious, charitable, etc., contributions of \$1,000 or less</i> for the year (Enter this information once. See instructions) ► \$ 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	
—	—	—	—

TY 2012 Accounting Fees Schedule

Name: BELLA VISTA FOUNDATION

EIN: 94-3345967

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	30,197	18,118		9,059

TY 2012 Distribution from Corpus Election

Name: BELLA VISTA FOUNDATION

EIN: 94-3345967

Election: PURSUANT TO IRC SEC. 4942(H)(2) AND REG. 53.4942(A)-3(D)(2),
THE GEORGINA G STEVENS FOUNDATION HEREBY ELECTS TO
TREAT CURRENT YEAR QUALIFYING DISTRIBUTIONS IN EXCESS OF
THE IMMEDIATELY PRECEDING TAX YEARS UNDISTRIBUTED
INCOME AND THE AMOUNT NEEDED TO SATISFY THE CURRENT
YEAR DISTRIBUTION REQUIREMENTS AS BEING MADE OUT OF
CORPUS.

TY 2012 Investments Corporate Bonds Schedule

Name: BELLA VISTA FOUNDATION

EIN: 94-3345967

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BONDS	10,169,823	10,169,823

TY 2012 Investments - Other Schedule

Name: BELLA VISTA FOUNDATION**EIN:** 94-3345967

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
VARIOUS OTHER INVESTMENTS	FMV	38,413,129	38,413,129

TY 2012 Other Assets Schedule

Name: BELLA VISTA FOUNDATION**EIN:** 94-3345967

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DEFERRED TAX ASSET	42,643	0	0
UNSETTLED STOCK		1,750,000	1,750,000

TY 2012 Other Decreases Schedule

Name: BELLA VISTA FOUNDATION**EIN:** 94-3345967

Description	Amount
CHANGE IN DEFERRED TAXES	320,736

TY 2012 Other Expenses Schedule

Name: BELLA VISTA FOUNDATION

EIN: 94-3345967

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	3,325	0		0
DUES AND SUBSCRIPTIONS	2,190	438		1,533

TY 2012 Other Income Schedule

Name: BELLA VISTA FOUNDATION**EIN:** 94-3345967

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K-1 TAX/BOOK DIFFERENCE OTHER INCOME		-28,979	
K-1 TAX/BOOK DIFFERENCE DEDUCATION		-126,247	
K-1 TAX/BOOK DIFFERENCE MANAGEMENT FEES		-114,975	
OTHER	4,237	4,237	4,237

TY 2012 Other Increases Schedule

Name: BELLA VISTA FOUNDATION

EIN: 94-3345967

Description	Amount
UNREALIZED GAIN ON INVESTMENTS	5,633,455

TY 2012 Other Liabilities Schedule

Name: BELLA VISTA FOUNDATION**EIN:** 94-3345967

Description	Beginning of Year - Book Value	End of Year - Book Value
CURRENT EXCISE TAX PAYABLE	26,639	0
DEFERRED TAX LIABILITY	0	292,757

TY 2012 Other Professional Fees Schedule

Name: BELLA VISTA FOUNDATION**EIN:** 94-3345967

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	45,477	45,477		0
FOUNDATION MANAGEMENT FEES	314,023	31,402		251,219

TY 2012 Taxes Schedule

Name: BELLA VISTA FOUNDATION**EIN:** 94-3345967

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	42,000	0		0
FRANCHISE TAX BOARDS	85	0		0