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

OYB No 1545 0052

2012Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning

, 2012, and ending

THE CARL GELLERT AND
....CELIA BERTA GELLERT FOUNDATION
2171 JUNIPERO SERRA BLVD, SUITE 310
DALY CITY, CA 94014-1985

A Employer identification number
94-6062858B Telephone number (see the instructions)
(650) 985-2080C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

G Check all that apply.

☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, column (c), line 16)▶ \$ **40,316,647.**J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

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

REVENUE

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

2 ☒ If the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5 a Gross rents

b Net rental income or (loss)

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

b Gross sales price for all assets on line 6a **10,811,294.**

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

8 Net short-term capital gain

9 Income modifications

10 a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit/(loss) (att sch)

11 Other income (attach schedule)

MAY 28 2013

12 Total. Add lines 1 through 11.

13 Compensation of officers, directors, trustees, etc.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16 a Legal fees (attach schedule)

b Accounting fees (attach sch) SEE ST. 1

c Other prof fees (attach sch) SEE ST. 1

17 Interest

18 Taxes (attach schedule)(see instrs) SEE STM 1

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

SEE STATEMENT 2

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

25 Contributions, gifts, grants paid PART XV

26 Total expenses and disbursements. Add lines 24 and 25.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter 0)

c Adjusted net income (if negative, enter -0-)

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ADMINISTRATIVE AND OPERATING EXPENSES

Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	375,800.	270,086.	270,086.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	3,016.	3,016.	3,016.
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)	26,195,592.	25,712,685.	28,846,355.
	c Investments — corporate bonds (attach schedule)	10,814,597.	10,750,889.	11,192,399.
	11 Investments — land, buildings, and equipment: basis			
LIABILITIES	Less: accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)			
	14 Land, buildings, and equipment: basis	54,246.		
	Less: accumulated depreciation (attach schedule) SEE STMT 3	49,455.	12,087.	4,791.
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	37,401,092.	36,741,467.	40,316,647.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
FUNDS	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	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	37,401,092.	36,741,467.	
BALANCES	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	37,401,092.	36,741,467.	
	31 Total liabilities and net assets/fund balances (see instructions)	37,401,092.	36,741,467.	

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	37,401,092.
2 Enter amount from Part I, line 27a	2	-659,625.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3.	4	36,741,467.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	36,741,467.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SHORT-TERM GAINS (SEE STMTS 12 TO 21)		P	VARIOUS	VARIOUS
b LONG-TERM GAINS (SEE STMTS 12 TO 21)		P	VARIOUS	VARIOUS
c LT CAP GAIN DISTRIBUTIONS (SEE STMT 22)		P	VARIOUS	VARIOUS
d SECURITY LITIG SETTLEMENTS (STMT 23)		P	VARIOUS	VARIOUS
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 2,183,073.		2,369,331.	-186,258.
b 8,396,532.		7,388,856.	1,007,676.
c 230,073.			230,073.
d 1,616.			1,616.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-186,258.
b			1,007,676.
c			230,073.
d			1,616.
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	1,053,107.
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	-186,258.

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 (column (b) divided by column (c))
2011	2,817,390.	41,476,018.	0.067928
2010	2,330,031.	39,361,679.	0.059195
2009	1,802,927.	34,297,895.	0.052567
2008	2,695,217.	43,157,870.	0.062450
2007	2,870,882.	51,421,856.	0.055830

2 Total of line 1, column (d)	2	0.297970
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	0.059594
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	39,800,858.
5 Multiply line 4 by line 3	5	2,371,892.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	15,146.
7 Add lines 5 and 6	7	2,387,038.
8 Enter qualifying distributions from Part XII, line 4	8	2,168,762.

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.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary — see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	30,292.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	30,292.
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	30,292.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	9,867.	
b Exempt foreign organizations — tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	9,867.	
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	20,425.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) CA		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes', attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>WWW.GELLERTFOUNDATION.ORG</u>	13	X	
14	The books are in care of <u>JOHN J FITZPATRICK</u> Telephone no. <u>(650) 985-2080</u> Located at <u>2171 JUNIPERO SERRA BLVD #310 DALY CITY CA</u> ZIP + 4 <u>94014-1985</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			
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

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

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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5 b N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6 b 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

7 b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 4		286,910.	5,828.	0.

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CANTERBURY CONSULTING INC 660 NEWPORT CENTER DRIVE NEWPORT BEACH, CA 92660	INVESTMENT MANAGER	57,000.
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

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

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1 a	40,060,197.
b Average of monthly cash balances	1 b	346,765.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	40,406,962.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	40,406,962.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions).	4	606,104.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	39,800,858.
6 Minimum investment return. Enter 5% of line 5	6	1,990,043.

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	1,990,043.
2a Tax on investment income for 2012 from Part VI, line 5	2 a	30,292.
b Income tax for 2012 (This does not include the tax from Part VI.)	2 b	
c Add lines 2a and 2b.	2 c	30,292.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	1,959,751.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	1,959,751.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,959,751.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1 a	2,168,762.
b Program-related investments — total from Part IX-B	1 b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,168,762.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,168,762.

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				1,959,751.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	396,241.			
b From 2008	550,491.			
c From 2009	102,909.			
d From 2010	394,599.			
e From 2011	796,455.			
f Total of lines 3a through e	2,240,695.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 2,168,762.				
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				1,959,751.
e Remaining amount distributed out of corpus	209,011.			
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	2,449,706.			
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)	396,241.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	2,053,465.			
10 Analysis of line 9:				
a Excess from 2008	550,491.			
b Excess from 2009	102,909.			
c Excess from 2010	394,599.			
d Excess from 2011	796,455.			
e Excess from 2012	209,011.			

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)

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.

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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).)

NONE

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:

SEE STATEMENT 39

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines:

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

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
<i>a Paid during the year</i> SEE STATEMENTS 25 TO 37 BAY AREA COUNTIES, CA				1,941,000.
Total			3 a	1,941,000.
<i>b Approved for future payment</i> SEE STATEMENT 38 BAY AREA COUNTIES, CA				100,000.
Total			3 b	100,000.

YEAR 2012

FORM 990-PF, PART I - REVENUE AND EXPENSES

=====

	<u>COLUMN (a)</u> <u>REV. & EXP.</u> <u>PER BOOKS</u>	<u>COLUMN (b)</u> <u>INVESTMENT</u> <u>INCOME</u>	<u>COLUMN (d)</u> <u>CHARITABLE</u> <u>PURPOSES</u>
<u>LINE 16(b) - ACCOUNTING FEES</u>			
EXAMINATION OF FINANCIAL STATEMENTS	15,450.	6,180.	9,270.
PREPARATION OF EXEMPT ORGANIZATION RETURNS	<u>4,000.</u>	<u>1,600.</u>	<u>2,400.</u>
TOTALS TO LINE 16(b)	<u><u>19,450.</u></u>	<u><u>7,780.</u></u>	<u><u>11,670.</u></u>

LINE 16(c) - OTHER PROFESSIONAL FEES

CAPITAL MANAGEMENT FEES:			
ADVISORY RESEARCH INC	24,279.	24,279.	0.
CANTERBURY CONSULTING INC	57,000.	57,000.	0.
DELAWARE INVESTMENT ADVISORS	28,906.	28,906.	0.
NWQ INVESTMENT MANAGEMENT	33,935.	33,935.	0.
CUSTODIAN FEES:			
UNION BANK OF CALIFORNIA	16,194.	16,194.	0.
U.S. BANK	3,520.	3,520.	0.
PARTNERSHIP ADVISORY FEES:			
COLCHESTER GLOBAL BOND FUND	<u>13,841.</u>	<u>13,841.</u>	<u>0.</u>
TOTALS TO LINE 16(c)	<u><u>177,676.</u></u>	<u><u>177,676.</u></u>	<u><u>0.</u></u>

LINE 18 - TAXES

FEDERAL EXCISE TAX:			
2012 QUARTERLY ESTIMATES	1,100.	0.	0.
EMPLOYER PAYROLL TAXES	15,887.	6,355.	9,532.
FOREIGN TAX WITHHELD	<u>4,386.</u>	<u>4,386.</u>	<u>0.</u>
TOTALS TO LINE 18	<u><u>21,373.</u></u>	<u><u>10,741.</u></u>	<u><u>9,532.</u></u>

YEAR 2012

FORM 990-PF, PART I - REVENUE AND EXPENSES

=====

	<u>COLUMN (a)</u> <u>REV. & EXP.</u> <u>PER BOOKS</u>	<u>COLUMN (b)</u> <u>INVESTMENT</u> <u>INCOME</u>	<u>COLUMN (d)</u> <u>CHARITABLE</u> <u>PURPOSES</u>
<u>LINE 17 - INTEREST</u>			
FOREIGN CURRENCY TRANSACTION COLCHESTER GLOBAL BOND FUND	<u>19,935.</u>	<u>19,935.</u>	<u>0.</u>

THE AMOUNT ABOVE IS AN IRC SECTION 988 FOREIGN
CURRENCY EXCHANGE LOSS. PURSUANT TO SECTION 988 (a)(2)
AND REGULATIONS, IT IS TREATED AS INTEREST EXPENSE.

LINE 19 - DEPRECIATION

SEE STATEMENT 3	<u>7,296.</u>	<u>2,918.</u>	<u>0.</u>
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DEPRECIATION WAS COMPUTED PURSUANT TO OPTIONAL
MACRS RECOVERY TABLES USING HALF YEAR CONVENTION
FOR 5-YEAR PROPERTY.

LINE 23 - OTHER EXPENSES

OFFICE SUPPLIES AND EXPENSE	12,125.	4,850.	7,275.
INSURANCE	4,226.	1,690.	2,536.
TELEPHONE & INTERNET SERVICE	2,245.	898.	1,347.
SEMINARS	1,387.	1,387.	0.
COMPUTER CONSULTING	755.	302.	453.
POSTAGE	724.	290.	435.
ASSOCIATION OF SMALL FOUNDATIONS	695.	0.	695.
BANK SERVICE CHARGES	385.	385.	0.
MISCELLANEOUS EXPENSE	49.	20.	29.
ANNUAL FILING FEES:			
CALIFORNIA ATTORNEY GENERAL	150.	0.	150.
CALIFORNIA SECRETARY OF STATE	20.	0.	20.
FRANCHISE TAX BOARD	10.	0.	10.
TOTALS TO LINE 23	<u>22,773.</u>	<u>9,822.</u>	<u>12,951.</u>

YEAR 2012

FORM 990-PF, PARTS I & II - DEPRECIATION

ASSET DESCRIPTION	DATE PLACED IN SERVICE	UNADJUSTED COST OR BASIS	BUSINESS PERCENT	BEGINNING ACCUMULATED DEPRECIATION	CURRENT-YEAR DEPRECIATION	ENDING ACCUMULATED DEPRECIATION
TECHNOLOGY EQUIPMENT:						
DELL C521 COMPUTER	7/1/2007	1,464	100 00%	1,380	84	1,464
DELL STUDIO XPS 8100 DESKTOP	1/1/2011	1,975	100 00%	198	395	592
TELEPHONE EQUIPMENT	4/1/2008	3,415	100 00%	2,390	683	3,073
FUJITSU SCANNER	5/1/2008	889	100 00%	622	178	800
OFFICE FURNITURE:						
RECEPTION AREA:						
SOFA	7/1/2008	2,182	100 00%	1,527	436	1,963
SOFA SIDE CHAIRS (2)	7/1/2008	2,719	100 00%	1,903	544	2,447
COFFEE TABLE	7/1/2008	360	100 00%	252	72	324
LATERAL FILES (2)	7/1/2008	1,945	100 00%	1,361	389	1,750
WALL MIRROR	10/1/2008	705	100 00%	494	141	635
CONFERENCE ROOM:						
CONFERENCE TABLE	7/1/2008	1,150	100 00%	805	230	1,035
SIDE CHAIRS (4)	7/1/2008	1,462	100 00%	1,023	292	1,315
WORK SURFACE TABLE	7/1/2008	924	100 00%	647	185	831
SONY BRAVIA 26" TELEVISION	8/22/2008	657	100 00%	460	132	592
EXECUTIVE DIRECTOR'S OFFICE:						
EXECUTIVE DESK	7/1/2008	1,135	100 00%	795	227	1,022
EXECUTIVE LEATHER CHAIR	7/1/2008	1,572	100 00%	1,100	314	1,415
WORK SURFACE TABLE	7/1/2008	924	100 00%	647	185	831
SMALL COFFEE TABLE	7/1/2008	333	100 00%	233	67	300
COFFEE TABLE ARM CHAIRS (2)	7/1/2008	928	100 00%	650	186	835
LATERAL FILE	7/1/2008	972	100 00%	681	194	875
LATERAL FILE WITH DRAWERS	7/1/2008	891	100 00%	624	178	802
OPEN STORAGE DECK	7/1/2008	842	100 00%	590	168	758
UPPER STORAGE DECKS (2)	7/1/2008	1,373	100 00%	961	275	1,236
ADMINISTRATIVE DIRECTOR'S OFFICE:						
EXECUTIVE DESK	7/1/2008	1,872	100 00%	1,310	374	1,685
CREDENZA	7/1/2008	1,749	100 00%	1,224	350	1,574
WORK SURFACE TABLE	7/1/2008	924	100 00%	647	185	831
LATERAL FILES (2)	7/1/2008	1,945	100 00%	1,361	389	1,750
OPEN STORAGE DECK	7/1/2008	842	100 00%	590	168	758
UPPER STORAGE DECKS (2)	7/1/2008	1,373	100 00%	961	275	1,236
FULLY DEPRECIATED ASSETS:						
SOFTWARE - GRANTS MANAGEMENT SYSTEM	1999	10,000	100 00%	10,000	0	10,000
HP LASER JET 4200	2003	1,192	100 00%	1,192	0	1,192
POLYCOM CONFERENCE TELEPHONE	5/1/2004	532	100 00%	532	0	532
XEROX 432 COPIER	6/1/2004	5,000	100 00%	5,000	0	5,000
TOTALS		54,246		42,159	7,296	49,455

YEAR 2012

FORM 990-PF, PART VIII - OFFICER INFORMATION

(a) NAME AND ADDRESS OF OFFICER OR DIRECTOR	(b) TITLE AND TIME DEVOTED TO POSITION	(c) COMPENSATION	(d) CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	(e) EXPENSE ACCT AND OTHER ALLOWANCES
ANDREW A. CRESCI 2171 JUNIPERO SERRA #310 DALY CITY, CA 94014	VICE CHAIRMAN AND DIRECTOR UNDER 1 HR PER WEEK	6,000.	0.	0.
JOHN J. FITZPATRICK 2171 JUNIPERO SERRA #310 DALY CITY, CA 94014	SECRETARY AND EXECUTIVE DIRECTOR 30 HOURS PER WEEK	170,000.	5,828.	0.
MARIE C. BENTLEY 2171 JUNIPERO SERRA #310 DALY CITY, CA 94014	TREASURER AND ADMIN DIRECTOR 30 HOURS PER WEEK	88,410.	0.	0.
LORRAINE D'ELIA 2171 JUNIPERO SERRA #310 DALY CITY, CA 94014	DIRECTOR UNDER 1 HR PER WEEK	6,000.	0.	0.
ROBERT J. GRASSILLI, JR. 2171 JUNIPERO SERRA #310 DALY CITY, CA 94014	CHAIRMAN AND DIRECTOR UNDER 1 HR PER WEEK	6,000.	0.	0.
MICHAEL J. KING 2171 JUNIPERO SERRA #310 DALY CITY, CA 94014	DIRECTOR UNDER 1 HR PER WEEK	6,000.	0.	0.
J. MALCOLM VISBAL 2171 JUNIPERO SERRA #310 DALY CITY, CA 94014	DIRECTOR UNDER 1 HR PER WEEK	4,500.	0.	0.
TOTALS TO PART VIII, LINE 1		286,910.	5,828.	0.

YEAR 2012

FORM 990-PF, PART II - BALANCE SHEETS

LINE 2 - TEMPORARY CASH INVESTMENTS

INVESTMENT	COLUMN (b)	COLUMN (c)
	END OF YEAR	
	BOOK VALUE	FAIR MKT VALUE
CASH	413.10	413.10
CHASE WAMU BANK CHECKING ACCOUNT	16,098.93	16,098.93
FIRST AMERICAN PRIME OBLIGATION FUND	253,573.95	253,573.95
TOTAL TEMPORARY CASH	270,085.98	270,085.98

YEAR 2012

FORM 990-PF, PART II - BALANCE SHEETS

LINE 10(b) - CORPORATE STOCK INVESTMENTS

SECURITY	NUMBER OF SHARES	COLUMN (b) END OF YEAR	COLUMN (c)
		BOOK VALUE	FAIR MKT VALUE
ADOBE SYS INC	4,450.	131,623.06	167,676.00
ALEXANDER & BALDWIN INC	1,690.	46,721.38	49,635.30
ALLEGHENY TECHNOLOGIES INC	1,470.	45,147.37	44,629.20
ALLERGAN INC	2,065.	96,100.93	189,422.45
AMERCO	320.	25,078.07	40,579.20
AMERICAN INTERNATIONAL GROUP INC	1,680.	54,044.62	59,304.00
ANGLOGOLD ASHANTI LTD ADR	1,834.	76,267.49	57,532.58
AON PLC	870.	42,671.32	48,380.70
APACHE CORP	860.	58,303.85	67,510.00
APPLE INC	555.	79,183.20	295,356.02
APPLIED MATERIALS INC	1,500.	17,068.50	17,160.00
ATLAS AIR WORLDWIDE HLDGS INC	920.	36,810.44	40,774.40
AVERY DENNISON CORP	570.	19,617.04	19,904.40
AVNET INC	2,020.	30,400.09	61,832.20
B M C SOFTWARE INC	4,150.	174,601.01	164,423.00
BARRICK GOLD CORP	950.	34,065.54	33,259.50
BERKLEY W R CORP	970.	25,582.64	36,607.80
CA INC	3,430.	77,843.76	75,391.40
CABOT CORP	1,330.	42,517.56	52,920.70
CANADIAN NAT RESOURCES LTD	2,060.	67,077.42	59,472.20
CAPITAL ONE FINANCIAL CORP	450.	24,882.50	26,068.50
CASEYS GEN STORES INC	980.	26,591.97	52,038.00
CATERPILLAR INC	725.	62,798.19	64,966.16
CELGENE CORP	1,100.	86,361.16	86,317.00
CISCO SYSTEMS INC	2,820.	50,024.21	55,411.31
CIT GROUP INC	1,570.	62,472.82	60,664.80

YEAR 2012

FORM 990-PF, PART II - BALANCE SHEETS

LINE 10(b) - CORPORATE STOCK INVESTMENTS

SECURITY	NUMBER OF SHARES	COLUMN (b) END OF YEAR	COLUMN (c)
		BOOK VALUE	FAIR MKT VALUE
CITIGROUP INC	1,780.	70,918.18	70,416.80
CME GROUP INC	1,600.	82,736.96	81,072.00
COMERICA INC	1,970.	58,142.91	59,769.80
CROWN CASTLE INTL CORP	3,200.	86,109.11	230,912.00
CVS CAREMARK CORP	710.	23,194.58	34,328.50
DISCOVER FINL SVCS	1,390.	23,019.41	53,584.50
ENCORE WIRE CORP	1,240.	22,172.43	37,584.40
EOG RES INC	1,975.	181,318.97	238,560.25
FOOT LOCKER INC	1,620.	19,541.92	52,034.40
GENERAL MOTORS CO	1,730.	53,494.25	49,875.90
GOLDMAN SACHS GROUP INC	320.	43,645.14	40,819.20
GOOGLE INC	220.	110,368.21	155,623.60
HALLIBURTON CO	755.	17,945.77	26,190.95
HARTFORD FINL SVCS GROUP INC	2,890.	50,196.70	64,851.60
HYATT HOTELS CORP	1,600.	60,397.62	61,712.00
INGERSOLL-RAND PLC	610.	19,721.06	29,255.60
INTERCONTINENTAL EXCHANGE INC	935.	90,533.59	115,762.35
INTREPID POTASH INC	1,800.	36,229.07	38,322.00
INTUIT INC	2,800.	78,090.58	166,531.12
INVESTORS BANCORP INC	2,280.	35,432.07	40,538.40
JPMORGAN CHASE CO	800.	30,812.89	35,175.28
KAISER ALUMINUM CORP	950.	35,388.22	58,605.50
KEYCORP	4,760.	40,657.46	40,079.20
KINDER MORGAN INC	5,550.	193,266.45	196,081.50
KINDER MORGAN INC RIGHTS	2,100.	4,000.50	7,938.00
LEUCADIA NATL CORP	2,870.	52,692.38	68,277.30

YEAR 2012

FORM 990-PF, PART II - BALANCE SHEETS

LINE 10(b) - CORPORATE STOCK INVESTMENTS

SECURITY	NUMBER OF SHARES	COLUMN (b) END OF YEAR	COLUMN (c)
		BOOK VALUE	FAIR MKT VALUE
LIBERTY INTERACTIVE CORP	8,125.	153,503.90	159,900.00
LINCOLN NATL CORP	670.	18,512.48	17,353.00
LOEWS CORP	807.	18,504.71	32,885.25
LSB INDUSTRIES INC	590.	19,686.02	20,897.80
M D C HLDGS INC	1,600.	44,351.13	58,816.00
MASTERCARD INC	435.	92,356.74	213,706.80
MENS WEARHOUSE INC	1,570.	32,389.18	48,921.20
MERCK & CO INC	660.	22,106.44	27,020.40
METLIFE INC	1,480.	52,924.33	48,751.20
MICROSOFT CORP	1,530.	40,207.61	40,865.84
MOLEX INC	2,240.	34,338.88	49,996.80
MOSAIC CO	450.	22,526.91	25,483.50
NIKE INC	1,970.	54,967.62	101,652.00
NOBLE ENERGY INC	170.	6,450.61	17,295.80
NOVO NORDISK AS ADR	875.	54,767.03	142,808.75
NRG ENERGY INC	990.	41,784.32	22,760.10
OCCIDENTAL PETROLEUM CORP	330.	27,924.64	25,281.30
OWENS CORNING INC	1,120.	36,383.32	41,428.80
PACCAR INC	600.	20,585.00	27,126.00
PERRIGO CO	780.	50,869.66	81,143.40
PFIZER INC	2,250.	39,100.48	56,428.43
PHILIP MORRIS INTL INC	180.	4,725.57	15,055.20
PIONEER NATURAL RESOURCES	450.	44,685.41	47,965.50
PITNEY BOWES INC	890.	34,487.20	9,469.60
PLAINS ALL AMERICAN PIPELINE LP	830.	21,735.76	37,549.20
PLEXUS CORP	850.	23,076.23	21,930.00

YEAR 2012

FORM 990-PF, PART II - BALANCE SHEETS

LINE 10(b) - CORPORATE STOCK INVESTMENTS

SECURITY	NUMBER OF SHARES	COLUMN (b) END OF YEAR	COLUMN (c)
		BOOK VALUE	FAIR MKT VALUE
PLUM CREEK TIMBER CO	1,820.	69,819.96	80,753.40
POLYCOM INC	4,250.	56,777.96	44,455.00
PRICELINE.COM INC	240.	50,383.67	148,893.60
PROGRESSIVE CORP	6,625.	145,421.07	139,787.50
QUALCOMM INC	3,500.	126,099.54	216,508.60
RANGE RESOURCES CORP	440.	22,548.27	27,645.20
RAYMOND JAMES FINANCIAL INC	1,270.	29,091.92	48,933.10
RAYTHEON COMPANY	470.	17,372.04	27,053.20
SALLY BEAUTY COMPANY	1,825.	45,546.15	43,015.25
SANOFI ADR	1,660.	53,892.52	78,650.80
SCHNITZER STEEL INDS INC	1,030.	48,377.45	31,239.90
SEACOR HOLDINGS INC	430.	41,460.98	36,034.00
SL GREEN REALTY CORP	520.	13,716.26	39,858.00
SPIRIT AEROSYSTEMS HLDGS INC	1,230.	20,712.93	20,873.10
STAPLES INC	6,225.	106,777.64	70,965.00
SYNGENTA AG ADR	1,565.	79,083.21	126,452.00
TALISMAN ENERGY INC	6,030.	77,180.41	68,319.90
TECH DATA CORP	700.	27,124.32	31,871.00
TERADATA CORP	1,700.	51,093.84	105,213.00
TEVA PHARMACEUTICAL INDS LTD ADR	1,030.	39,242.38	38,460.20
TIME WARNER INC	910.	29,322.69	43,525.30
TRINITY INDS INC	1,830.	36,395.42	65,550.60
UNION PACIFIC CORP	210.	6,140.74	26,401.20
UNIVERSAL AMERICAN FINL CORP	2,350.	26,520.67	20,186.50
UNUM GROUP	2,520.	55,223.76	52,466.40
VAIL RESORTS INC	1,030.	38,941.08	55,712.70

YEAR 2012

FORM 990-PF, PART II - BALANCE SHEETS

LINE 10(b) - CORPORATE STOCK INVESTMENTS

SECURITY	NUMBER OF SHARES	COLUMN (b) END OF YEAR	COLUMN (c)
		BOOK VALUE	FAIR MKT VALUE
VERIFONE SYSTEMS INC	1,775.	53,171.96	52,682.00
VERISIGN INC	2,725.	89,510.27	105,784.50
VIACOM INC	1,000.	41,095.69	52,740.00
VISA INC	1,550.	109,362.38	234,949.00
VISTEON CORP	1,160.	48,519.77	62,431.20
WALGREEN CO	3,925.	146,225.12	145,264.25
WELLS FARGO & CO	1,240.	34,703.86	42,383.20
WHITE MTNS INS GROUP LTD	127.	26,536.72	65,405.00
ARCHSTONE OFFSHORE FUND LTD		2,400,000.00	2,854,310.00
ABERDEEN EMERGING MARKETS FUND	157,010.06	2,066,044.13	2,490,179.62
DIAMOND HILL LARGE CAP FUND	136,026.97	2,083,792.45	2,259,407.91
DODGE & COX INTERNATIONAL FUND	88,121.479	3,233,200.23	3,052,528.03
EUROPACIFIC GROWTH FUND	78,046.668	3,012,475.68	3,211,620.39
HSBC INVESTOR OPPORTUNITY FUND	157,360.032	2,016,365.38	2,119,639.63
PACIFIC ALTERNATIVE ASSET MGMT		1,900,000.00	1,980,984.51
RS GLOBAL NATURAL RESOURCES FUND	27,960.821	1,110,580.50	1,040,981.37
POST LIMITED TERM HIGH YIELD FUND		2,000,000.00	2,012,608.39
TOTAL EQUITY INVESTMENTS		25,712,684.77	28,846,354.59

YEAR 2012

FORM 990-PF, PART II - BALANCE SHEETS

LINE 10(c) - BOND INVESTMENTS

SECURITY	NUMBER OF SHARES	COLUMN (b)	COLUMN (c)
		END OF YEAR	
		BOOK VALUE	FAIR MKT VALUE
COLCHESTER GLOBAL BOND FUND		2,280,931.00	2,383,920.00
PIMCO TOTAL RETURN FUND	345,496.544	3,783,549.31	3,883,381.15
PIMCO COMMODITY REAL RETURN FUND	161,796.985	1,421,838.88	1,074,331.98
WAMCO CORE PLUS BOND PORTFOLIO	329,971.407	3,264,569.92	3,850,766.32
TOTAL BOND INVESTMENTS		10,750,889.11	11,192,399.45

YEAR 2012

FORM 990-PF, PART IV - CAPITAL GAINS AND LOSSES

LINE 1a - SECURITIES GAINS AND LOSSES

SECURITY	QUANTITY	SOLD	PROCEEDS	COST	GAIN OR LOSS	
					SHORT	LONG
VIACOM INC	200	1/06/12	9,194.	8,219.	0.	975
VIACOM INC	200	1/09/12	9,164.	8,219.	0.	945
HESS CORP	200	1/10/12	11,599.	11,366.	0	233
HESS CORP	200	1/11/12	11,449.	11,366.	0.	83
HESS CORP	200	1/12/12	11,376.	11,366.	0.	10
HESS CORP	200	1/13/12	11,729.	11,366.	0	363
HESS CORP	110	1/17/12	6,381.	6,251.	0.	129
HESS CORP	100	1/18/12	5,816.	5,683.	0.	133
RANGE RES CORP	140	1/18/12	7,636.	7,101.	0.	535.
ONEOK INC	150	1/19/12	13,243.	4,262.	0.	8,981.
ULTRA PETE CORP	940	1/19/12	24,069	47,048.	0.	-22,979
HESS CORP	90	1/20/12	5,186.	5,115.	0.	71
CABOT OIL & GAS CORP	140	1/24/12	9,028.	5,782	0	3,246.
ONEOK INC	270	1/24/12	23,934	7,672	0	16,263.
CABOT OIL & GAS CORP	450	1/26/12	29,392	15,966.	756.	12,670.
CABOT OIL & GAS CORP	100	1/30/12	6,458.	4,650	1,808.	0.
ONEOK INC	120	1/30/12	10,504.	3,410.	0.	7,095.
CABOT OIL & GAS CORP	180	2/01/12	5,889.	4,185.	1,703	0
ONEOK INC	130	2/01/12	11,169.	3,694.	0	7,475
VIACOM INC	220	2/06/12	10,491.	9,041	0	1,450
UNION PAC CORP	40	2/07/12	4,592.	1,170	0	3,422
MOTOROLA SOLUTIONS	200	2/08/12	9,382.	6,461	0	2,921
UNION PAC CORP	100	2/08/12	11,617	2,924	0	8,693.
VIACOM INC	25	2/08/12	1,207	1,027	0	179.
LOWES COS INC	200	2/09/12	5,417.	4,015	0	1,402.
MASTERCARD INC	25	2/09/12	9,693	5,081	0.	4,613.
MOTOROLA SOLUTIONS	100	2/09/12	4,671	3,231.	0.	1,440.
VIACOM INC	55	2/09/12	2,663.	2,260.	0	402
LOWES COS INC	400	2/10/12	10,818	8,747.	0	2,071.
VISA INC	100	2/10/12	10,712	4,845	0.	5,866.
DODGE & COX INTERNATIONAL FUND	3,450.44	2/13/12	110,000	127,494.	-17,494.	0
LOWES COS INC	1000	2/13/12	26,906	21,754.	0.	5,152.
LOWES COS INC	800	2/14/12	21,520.	18,541.	0	2,979
EUROPACIFIC GROWTH FUND	2,872.62	2/15/12	110,000.	110,953.	-953.	0.
LOWES COS INC	600	2/15/12	16,185	14,298	0.	1,887.
LOWES COS INC	400	2/16/12	10,931	9,114	0.	1,817.
LOWES COS INC	300	2/17/12	8,189.	6,709	0.	1,480.
LOWES COS INC	600	2/21/12	16,385.	13,483.	0.	2,902
LOWES COS INC	100	2/22/12	2,732	2,239.	0.	493.
INGERSOLL-RAND COMPANY LTD	300	2/27/12	12,266.	9,699	0.	2,567
INGERSOLL-RAND COMPANY LTD	15	2/28/12	609	485	0	124.
INGERSOLL-RAND COMPANY LTD	15	2/29/12	613	485.	0.	128.
INGERSOLL-RAND COMPANY LTD	70	3/01/12	2,826.	2,263	0	563.

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FORM 990-PF, PART IV - CAPITAL GAINS AND LOSSES

LINE 1a - SECURITIES GAINS AND LOSSES

SECURITY	QUANTITY	SOLD	PROCEEDS	COST	GAIN OR LOSS	
					SHORT	LONG
PENNEY J C INC	120	3/06/12	4,670	3,930.	0.	740
MOTOROLA SOLUTIONS	100	3/14/12	5,138.	3,231.	0	1,908
MOTOROLA SOLUTIONS	100	3/19/12	5,047	3,273.	0.	1,774
LINCOLN NATL CORP	100	3/21/12	2,705.	2,764.	0.	-59
MOTOROLA SOLUTIONS	100	3/21/12	5,053.	3,288.	0.	1,764
LINCOLN NATL CORP	200	3/22/12	5,407.	5,528.	0.	-122
MOTOROLA SOLUTIONS	115	3/22/12	5,799.	3,781.	0	2,017
WHITE MTNS INS GROUP LTD	20	3/22/12	9,986.	11,830.	0.	-1,844
MOTOROLA SOLUTIONS	15	3/23/12	756.	493.	0.	262
HARTFORD FINL SVCS GROUP INC	200	3/26/12	4,560.	3,208.	0.	1,352
MOTOROLA SOLUTIONS	70	3/26/12	3,526	2,302.	0.	1,224.
FOOT LOCKER INC	490	3/28/12	15,042.	5,447	0	9,594.
MENS WEARHOUSE INC	340	3/28/12	13,286.	7,751.	0	5,535
VERISIGN INC	200	3/29/12	7,691	3,364.	0.	4,327.
APOLLO GROUP INC	200	3/30/12	7,958	10,398.	0	-2,440.
APPLE COMPUTER INC	85	3/30/12	52,182	14,275.	0.	37,907.
VERISIGN INC	200	3/30/12	7,678	3,913.	0.	3,765.
VERISIGN INC	200	4/02/12	7,650	3,941	0	3,709
VERISIGN INC	150	4/03/12	5,751	3,084	0	2,667
APOLLO GROUP INC	100	4/10/12	3,658.	5,210.	0.	-1,552.
APOLLO GROUP INC	100	4/11/12	3,638	5,171.	0.	-1,532.
ENCORE WIRE CORP	320	4/12/12	9,041	5,722.	0.	3,319.
FAMILY DOLLAR STORES INC	245	4/12/12	15,683	9,061	0	6,622.
PENNEY J C INC	380	4/18/12	12,943	12,445.	0	498.
PENNEY J C INC	370	4/19/12	12,495	12,090	0	405
GENWORTH FINL INC	2,700	4/23/12	16,528	63,526	0	-46,998
APOLLO GROUP INC	100	4/24/12	3,524.	5,229.	0.	-1,705.
GENWORTH FINL INC	200	4/24/12	1,199	2,233	0	-1,034.
GENWORTH FINL INC	4,000	4/24/12	24,042.	44,810	0.	-20,768
PENNEY J C INC	690	4/24/12	23,557.	21,850.	0.	1,707.
APOLLO GROUP INC	100	4/25/12	3,496.	5,229.	0	-1,733.
GENWORTH FINL INC	400	4/25/12	2,422	4,651	0	-2,229
APOLLO GROUP INC	100	4/26/12	3,427.	3,700	0.	-273.
GENWORTH FINL INC	500	4/26/12	2,993	5,780	0.	-2,788
RAYTHEON CO	100	4/26/12	5,266.	3,234.	0	2,032
APOLLO GROUP INC	100	4/27/12	3,371.	3,700	0	-329
GENWORTH FINL INC	300	4/27/12	1,812	3,498	0	-1,685
RAYTHEON CO	200	4/27/12	10,607	6,467.	0.	4,139.
APPLE COMPUTER INC	5	4/30/12	3,033	840	0	2,193
GENWORTH FINL INC	600	4/30/12	3,497	7,193	0	-3,696
INTERCONTINENTAL EXCHANGE INC	15	4/30/12	1,983	1,361.	0	622
INTUIT	25	4/30/12	1,438	578	0.	860
MASTERCARD INC	5	4/30/12	2,209	1,016	0	1,193

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FORM 990-PF, PART IV - CAPITAL GAINS AND LOSSES

LINE 1a - SECURITIES GAINS AND LOSSES

SECURITY	QUANTITY	SOLD	PROCEEDS	COST	GAIN OR LOSS	
					SHORT	LONG
QUALCOMM INC	25	4/30/12	1,570.	852	0.	718
RAYTHEON CO	100	4/30/12	5,307.	3,234	0.	2,073
VISA INC	25	4/30/12	3,049.	1,211	0.	1,838
APOLLO GROUP INC	100	5/01/12	3,599.	3,700	0.	-101
GENWORTH FINL INC	300	5/01/12	1,768.	3,623.	0.	-1,855
GOOGLE INC	20	5/01/12	12,286	8,049.	0	4,237
MOTOROLA SOLUTIONS	600	5/01/12	30,637	19,729.	0	10,908
RAYTHEON CO	100	5/01/12	5,424	3,234.	0.	2,190.
APOLLO GROUP INC	100	5/02/12	3,565	3,700.	0.	-135.
GENWORTH FINL INC	350	5/02/12	2,075	4,334.	0	-2,259.
MOTOROLA SOLUTIONS	297	5/02/12	15,065	11,230.	2,105	1,731.
PENNEY J C INC	700	5/03/12	25,323.	22,396.	2,453	474.
APOLLO GROUP INC	100	5/08/12	3,449.	3,700	0	-251.
APOLLO GROUP INC	100	5/09/12	3,386.	3,700	0.	-314
GOOGLE INC	25	5/09/12	14,961.	10,062	0.	4,899
VISA INC	100	5/09/12	11,767.	4,845	0.	6,922
APOLLO GROUP INC	100	5/10/12	3,372.	3,700	0.	-328.
APOLLO GROUP INC	75	5/14/12	2,491.	2,775	0.	-284
MASTERCARD INC	25	5/17/12	10,458	5,081.	0	5,377
TOUCHSTONE EMERGING MKTS FUND	181,257.92	5/17/12	2,039,152.	2,141,172.	-142,924.	40,903
VERISIGN INC	200	5/17/12	7,969.	4,201	0.	3,768
VISA INC	100	5/17/12	11,663	4,845.	0	6,818.
VERISIGN INC	100	5/18/12	3,992	2,101.	0	1,891.
ANGLOGOLD ASHANTI LTD ADR	1,600	5/21/12	50,822	52,711.	0	-1,889.
AON PLC	1,300	5/21/12	61,128.	63,762	-2,634.	0
APACHE CORP	700	5/21/12	57,864.	47,457.	0.	10,407
BARRICK GOLD CORP	1,400	5/21/12	49,803	27,958.	0	21,845.
BEST BUY INC	1,500	5/21/12	28,641	32,577.	-3,937	0.
CA INC	5,500	5/21/12	141,817.	149,722.	0.	-7,905.
CANADIAN NAT RES LTD	1,900	5/21/12	55,032.	63,181	0.	-8,149
CISCO SYS INC	3,600	5/21/12	60,191.	60,878	-8.	-679
CITIGROUP INC	2,100	5/21/12	56,995.	66,150	0.	-9,155
CVS CAREMARK CORPORATION	1,300	5/21/12	58,778.	41,336	0.	17,442
GENERAL MTS CO	2,000	5/21/12	44,079	60,490.	0	-16,410
GOLDMAN SACHS GROUP INC	400	5/21/12	39,723	58,832	0.	-19,109.
HALLIBURTON CO	700	5/21/12	21,343	12,602	0.	8,741
HARTFORD FINL SVCS GROUP INC	3,600	5/21/12	66,613.	58,155	1,313.	7,144
HEWLETT PACKARD CO	2,500	5/21/12	55,299.	63,200.	-7,901.	0
INGERSOLL-RAND COMPANY LTD	1,000	5/21/12	42,274	32,330.	0.	9,944.
JPMORGAN CHASE & CO	1,200	5/21/12	43,019	46,219	0.	-3,200.
LINCOLN NATL CORP	800	5/21/12	17,544	22,214	0.	-4,671.
LOEWS CORP	1,800	5/21/12	70,701	43,034	0	27,667
MERCK & CO	1,000	5/21/12	38,229.	31,375.	0	6,854.

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FORM 990-PF, PART IV - CAPITAL GAINS AND LOSSES

LINE 1a - SECURITIES GAINS AND LOSSES

SECURITY	QUANTITY	SOLD	PROCEEDS	COST	GAIN OR LOSS	
					SHORT	LONG
METLIFE INC	2,000	5/21/12	63,947.	56,076.	0	7,870.
MICROSOFT CORP	2,000	5/21/12	59,819.	52,559.	0	7,260
MOSAIC CO	700	5/21/12	32,748.	38,359.	-5,611.	0
NOBLE ENERGY INC	500	5/21/12	42,173.	18,972.	0.	23,201
NRG ENERGY INC	1,000	5/21/12	15,790	42,206.	0.	-26,417
OCCIDENTAL PETE CORP	300	5/21/12	23,915	25,275.	0.	-1,360
PACCAR INC	500	5/21/12	19,507.	18,024.	1,483.	0
PFIZER INC	5,300	5/21/12	119,566.	90,140	0.	29,426.
PHILIP MORRIS INTL	500	5/21/12	42,669.	13,127	0	29,542
PITNEY BOWES INC	700	5/21/12	9,506.	27,125.	0.	-17,619.
RAYTHEON CO	600	5/21/12	30,721.	19,402.	0.	11,319
SANOFI ADR	2,200	5/21/12	75,447.	88,105.	0.	-12,657
TALISMAN ENERGY INC	5,900	5/21/12	57,878.	115,073.	-22,061.	-35,133
TEVA PHARMACEUTICAL ADR	1,100	5/21/12	44,057.	54,169.	-10,113.	0.
TIME WARNER INC	1,500	5/21/12	53,129	47,172	0	5,957.
UNION PAC CORP	300	5/21/12	33,713	8,772	0.	24,941.
UNUM GROUP	2,900	5/21/12	60,013.	64,450	0	-4,438.
VIACOM INC	1,800	5/21/12	85,120.	73,972.	0.	11,148
WELLS FARGO & CO	2,200	5/21/12	70,672	62,174.	0.	8,498.
CTRIIP COM INTL LTD ADR	1000	5/22/12	21,410.	43,095.	0.	-21,685
CTRIIP COM INTL LTD ADR	100	5/23/12	1,943	4,118.	0.	-2,175.
CTRIIP COM INTL LTD ADR	100	5/24/12	1,931	4,009	0	-2,077.
CTRIIP COM INTL LTD ADR	200	5/29/12	3,802	7,854	0	-4,052.
CTRIIP COM INTL LTD ADR	100	5/30/12	1,870	3,822	0	-1,952.
DENBURY RESOURCES INC	720	5/30/12	10,934	6,740	0	4,195
CTRIIP COM INTL LTD ADR	100	5/31/12	1,842	3,811	0	-1,970.
EL PASO CORP		5/31/12	54,500.	36,596	17,904	0
CTRIIP COM INTL LTD ADR	200	6/01/12	3,809.	7,601.	0	-3,792
CTRIIP COM INTL LTD ADR	100	6/04/12	1,867.	3,823.	0.	-1,957
CTRIIP COM INTL LTD ADR	200	6/05/12	3,655	7,686.	0.	-4,031.
CTRIIP COM INTL LTD ADR	300	6/06/12	5,376.	11,667	0.	-6,291.
DENBURY RESOURCES INC	650	6/07/12	9,229	6,085.	0	3,144.
RANGE RES CORP	230	6/07/12	12,419.	11,455	0	965.
TECH DATA CORP	490	6/07/12	22,713.	18,631.	0.	4,082.
FOOT LOCKER INC	280	6/18/12	8,447	3,113.	0.	5,334.
TECH DATA CORP	210	6/18/12	9,876	8,305.	0.	1,571.
KINDER MORGAN INC	FRAC SH	6/19/12	20	22.	-2.	0
KINDER MORGAN INC WARRANT	ADJUSTMT	6/19/12	4,572	0.	4,572.	0
FOOT LOCKER INC	191	6/21/12	5,636.	2,123.	0	3,512
FOOT LOCKER INC	389	6/22/12	11,563	4,325	0.	7,238.
DISCOVER FINL SVCS	920	6/26/12	30,912	14,340.	0.	16,572.
VERISIGN INC	300	6/29/12	13,141	6,302.	0.	6,839.

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FORM 990-PF, PART IV - CAPITAL GAINS AND LOSSES

LINE 1a - SECURITIES GAINS AND LOSSES

SECURITY	QUANTITY	SOLD	PROCEEDS	COST	GAIN OR LOSS	
					SHORT	LONG
THE CUSTODIAN (UNION BANK) DID NOT PROVIDE DATES OF ACQUISITION FOR THE SECURITIES ABOVE, BUT DID CLASSIFY THEM AS LONG-TERM AND SHORT-TERM.						
THE NEW CUSTODIAN (U.S. BANK) ALSO DID NOT PROVIDE DATES OF ACQUISITION FOR THE SECURITIES BELOW, AND DID NOT CLASSIFY THEM AS LONG-TERM OR SHORT-TERM.						
FAMILY DOLLAR STORES	1,145	7/13/12	77,175	45,014.		32,160.
MASTERCARD INC	30	7/16/12	13,113.	6,097.		7,016
VISA INC	100	7/16/12	12,668.	4,845		7,823
PFIZER INC	700	7/18/12	16,515	12,035		4,480.
CVS CAREMARK CORP	20	7/19/12	919.	655		264.
SL GREEN REALTY CORP	130	7/20/12	10,166.	12,292.		-2,127
CROWN CASTLE INTL CORP	100	7/24/12	5,792	3,466		2,326
VERISIGN INC	325	7/24/12	13,499.	6,876		6,623.
CROWN CASTLE INTL CORP	100	7/25/12	5,792.	3,466		2,326.
APOLLO GROUP INC	200	7/27/12	5,632.	7,472.		-1,840
CME GROUP INC	400	7/27/12	20,962	24,997		-4,035.
EXPEDITORS INTL WASH INC	600	7/27/12	21,728	12,679		9,049.
LOEWS CORP	200	7/27/12	8,310	4,597		3,713.
VERISIGN INC	200	7/27/12	9,099	4,445		4,653.
CME GROUP INC	100	7/30/12	5,232	6,191		-959.
EXPEDITORS INTL WASH INC	400	7/30/12	14,461.	8,453.		6,008
PIMCO TOTAL RETURN FUND	16,157.21	7/30/12	185,000	175,790.		9,210
VERISIGN INC	200	7/30/12	9,122	7,080.		2,042
APOLLO GROUP INC	200	7/31/12	5,440	7,472.		-2,031.
CME GROUP INC	100	7/31/12	5,227	3,278		1,949.
EXPEDITORS INTL WASH INC	200	7/31/12	7,154.	4,226.		2,928
VERISIGN INC	75	7/31/12	3,337.	2,655		682
APOLLO GROUP INC	25	8/01/12	673.	934.		-261.
EXPEDITORS INTL WASH INC	200	8/01/12	7,060	4,226.		2,834
CME GROUP INC	100	8/02/12	5,021	3,278.		1,744.
EXPEDITORS INTL WASH INC	100	8/02/12	3,505.	2,113.		1,392
EXPEDITORS INTL WASH INC	100	8/03/12	3,614.	2,113		1,501
BEST BUY CO INC	120	8/06/12	2,451.	2,651.		-200
EXPEDITORS INTL WASH INC	100	8/06/12	3,624	2,113		1,511.
ASSISTED LIVING CONCEPT INC	630	8/07/12	5,361	9,712.		-4,351.
EXPEDITORS INTL WASH INC	300	8/07/12	10,656	7,273.		3,383
NOBLE ENERGY INC	20	8/07/12	1,781.	759.		1,022
ASSISTED LIVING CONCEPT INC	1,519	8/08/12	11,047.	23,418		-12,371.
EXPEDITORS INTL WASH INC	300	8/08/12	10,792.	12,125		-1,333
NOBLE ENERGY INC	80	8/08/12	7,136.	3,036		4,100
COMMONWEALTH REIT	360	8/09/12	5,804.	9,870.		-4,065

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FORM 990-PF, PART IV - CAPITAL GAINS AND LOSSES

LINE 1a - SECURITIES GAINS AND LOSSES

SECURITY	QUANTITY	SOLD	PROCEEDS	COST	GAIN OR LOSS	
					SHORT	LONG
PRICELINE COM INC	50	8/09/12	28,077	11,775.		16,302
COMMONWEALTH REIT	100	8/10/12	1,589	2,742.		-1,153.
LIBERTY VENTURES	200	8/10/12	9,310	0.		9,310.
COMMONWEALTH REIT	150	8/14/12	2,359	4,112.		-1,754.
COMMONWEALTH REIT	540	8/16/12	8,149	14,867.		-6,718.
MATSON INC	940	8/16/12	24,338	23,774.		564.
VIACOM INC	20	8/17/12	1,028	822.		206.
VIACOM INC	100	8/20/12	5,094	4,110.		985.
VIACOM INC	20	8/21/12	1,023.	822		201
COMMONWEALTH REIT	790	8/23/12	11,804.	21,285		-9,481.
LIBERTY VENTURES	103	8/24/12	4,807.	0		4,807
ASSISTED LIVING CONCEPT INC	787	8/31/12	6,134	12,762.		-6,629.
CVS CAREMARK CORP	20	9/06/12	927	655.		273.
LOEWS CORP	100	9/06/12	4,116	2,299		1,818
LOEWS CORP	50	9/07/12	2,021	1,149		872
PHILIP MORRIS INTL INC	90	9/07/12	8,002	2,363.		5,639.
VIACOM INC	25	9/07/12	1,271	1,027.		244.
VIACOM INC	25	9/10/12	1,272	1,027.		244.
CVS CAREMARK CORP	20	9/11/12	922	655		268
VIACOM INC	10	9/11/12	509	411		98
LIBERTY INTERACTIVE CORP RIGHTS	100	9/13/12	1,273.	0		1,273
WELLS FARGO CO	110	9/19/12	3,908.	2,750		1,158.
LIBERTY INTERACTIVE CORP RIGHTS	2	9/25/12	28	0		28
CA INC	35	10/01/12	893.	953		-60.
LIBERTY VENTURES	FRAC SH	10/01/12	34	0.		34.
CA INC	65	10/02/12	1,662	1,769.		-107
CA INC	80	10/03/12	2,039.	2,178		-139
CA INC	70	10/04/12	1,779.	1,906.		-127.
CA INC	10	10/05/12	256	272.		-16.
GOOGLE INC	25	10/09/12	18,713	10,062.		8,652
BEST BUY CO INC	300	10/10/12	5,381	6,617		-1,235
CROWN CASTLE INTL CORP	200	10/10/12	12,916.	6,932		5,984
APPLE INC	25	10/11/12	15,765	4,198		11,566
BEST BUY CO INC	200	10/11/12	3,579	4,405.		-826
CROWN CASTLE INTL CORP	100	10/11/12	6,437	3,466.		2,971
MASTERCARD INC	50	10/11/12	23,612.	10,161.		13,451.
VISA INC	125	10/11/12	17,295.	6,056		11,238
BEST BUY CO INC	100	10/12/12	1,774	2,202		-428.
BEST BUY CO INC	100	10/15/12	1,751	2,207		-456.
BEST BUY CO INC	160	10/16/12	2,817	3,511.		-694.
APOLLO GROUP INC	1,200	10/17/12	27,160	46,218.		-19,058.
BEST BUY CO INC	100	10/17/12	1,751	2,180.		-429.
APOLLO GROUP INC	400	10/18/12	8,315	17,871.		-9,556

YEAR 2012

FORM 990-PF, PART IV - CAPITAL GAINS AND LOSSES

LINE 1a - SECURITIES GAINS AND LOSSES

SECURITY	QUANTITY	SOLD	PROCEEDS	COST	GAIN OR LOSS	
					SHORT	LONG
BEST BUY CO INC	100	10/18/12	1,741	2,180		-439
DENBURY RESOURCES INC	1,080	10/18/12	17,844.	10,110.		7,735
FIFTH THIRD BANCORP	1,080	10/18/12	16,310.	11,320		4,990.
APOLLO GROUP INC	50	10/19/12	999.	2,356.		-1,357.
BEST BUY CO INC	100	10/19/12	1,736	2,181.		-446.
BEST BUY CO INC	100	10/22/12	1,722	2,182.		-460.
DENBURY RESOURCES INC	370	10/22/12	5,862.	3,463.		2,398.
FIFTH THIRD BANCORP	780	10/22/12	11,663.	8,112.		3,550.
BEST BUY CO INC	120	10/23/12	2,040.	2,618.		-578.
DENBURY RESOURCES INC	370	10/24/12	5,642.	3,463.		2,179.
FIFTH THIRD BANCORP	880	10/24/12	12,859.	9,088.		3,771.
SPIRIT AEROSYSTEMS HOLDINGS INC	1,310	10/25/12	20,248.	26,089.		-5,841.
DENBURY RESOURCES INC	396	10/31/12	6,018	3,707.		2,311
SPIRIT AEROSYSTEMS HOLDINGS INC	280	10/31/12	4,253	5,859.		-1,606
FIFTH THIRD BANCORP	840	11/01/12	12,155.	9,715		2,440
APPLE INC	25	11/06/12	14,538	4,198		10,340.
CROWN CASTLE INTL CORP	175	11/07/12	11,903	6,066		5,838.
NOVO-NORDISK A S ADR	100	11/07/12	14,898.	4,906		9,992
PLEXUS CORP	390	11/07/12	7,833.	11,874.		-4,041.
NOVO-NORDISK A S ADR	25	11/08/12	3,658.	1,061.		2,597.
KAISER ALUMINUM CORP	80	11/19/12	4,741	1,804		2,937
GOOGLE INC	35	11/20/12	23,441	14,087.		9,354
HEWLETT PACKARD CO	300	11/20/12	3,510	7,302.		-3,792.
NIKE INC	200	11/20/12	19,092	10,184		8,909
SYNGENTA AG ADR	150	11/20/12	11,404	6,149		5,255
HEWLETT PACKARD CO	2,610	11/21/12	30,908	59,285		-28,377.
NOBLE ENERGY INC	100	11/21/12	9,513.	3,794.		5,719.
NOBLE ENERGY INC	20	11/23/12	1,915.	759		1,157.
SPIRIT AEROSYSTEMS HOLDINGS INC	210	11/26/12	3,120	4,498.		-1,378.
AMERICAN INTERNATIONAL GROUP INC	470	11/29/12	15,622	15,073.		550.
ANGLOGOLD ASHANTI LIMITED	630	11/29/12	19,800	20,755		-955
AON PLC	230	11/29/12	13,055	11,281		1,774
APACHE CORP	140	11/29/12	10,748	9,491.		1,256
BARRICK GOLD CORP	750	11/29/12	26,039.	15,866		10,174
CA INC	560	11/29/12	12,381.	15,244		-2,863
CANADIAN NATURAL RESOURCES LTD	400	11/29/12	11,496	13,034.		-1,539.
CAPITAL ONE FINANCIAL CORP	250	11/29/12	14,495.	12,913.		1,582.
CISCO SYS INC	980	11/29/12	18,590.	16,206		2,384
CITIGROUP INC	450	11/29/12	15,786.	14,175		1,611.
CVS CAREMARK CORP	180	11/29/12	8,312.	5,891		2,422.
GENERAL MOTORS CO	560	11/29/12	14,504.	18,949		-4,446.
GOLDMAN SACHS GROUP INC	120	11/29/12	14,241	17,977.		-3,735.
HALLIBURTON CO	290	11/29/12	9,518.	5,230		4,287.

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FORM 990-PF, PART IV - CAPITAL GAINS AND LOSSES

LINE 1a - SECURITIES GAINS AND LOSSES

SECURITY	QUANTITY	SOLD	PROCEEDS	COST	GAIN OR LOSS	
					SHORT	LONG
HARTFORD FINANCIAL SERVICES GROUP	910	11/29/12	19,137.	15,785		3,352
INGERSOLL RAND PLC	40	11/29/12	1,943.	1,293.		650
J P MORGAN CHASE CO	300	11/29/12	12,318.	11,555.		763
LINCOLN NATL CORP	230	11/29/12	5,665.	6,368.		-704
LOEWS CORP	220	11/29/12	8,978.	5,057.		3,921
MERCK & CO INC	190	11/29/12	8,483.	5,961		2,522
METLIFE INC	320	11/29/12	10,665.	11,439		-774.
MICROSOFT CORP	220	11/29/12	5,911	5,781		130.
MOSAIC CO	150	11/29/12	8,143	7,995		148
NOBLE ENERGY INC	60	11/29/12	5,848.	2,277		3,571
NRG ENERGY INC	560	11/29/12	11,698.	23,636.		-11,937.
PACCAR INC	200	11/29/12	8,809.	7,024.		1,784
PFIZER INC	790	11/29/12	19,599	13,718		5,882.
PHILIP MORRIS INTL INC	80	11/29/12	7,212	2,100		5,112
PIMCO TOTAL RETURN FUND	77,519.38	11/29/12	900,000.	843,411.		56,589.
PITNEY BOWES INC	610	11/29/12	6,771.	23,637.		-16,866
RAYTHEON COMPANY	130	11/29/12	7,363.	4,204.		3,159.
SANOFI ADR	540	11/29/12	24,256	17,911		6,346.
TALISMAN ENERGY INC	1,170	11/29/12	13,560	16,428		-2,868
TEVA PHARMACEUTICAL INDS LTD ADR	240	11/29/12	9,650	11,457		-1,806.
TIME WARNER INC	290	11/29/12	13,621	9,164		4,457
UNION PACIFIC CORP	50	11/29/12	6,149.	1,462		4,687
UNUM GROUP	830	11/29/12	16,849	18,394		-1,546.
VIACOM INC	250	11/29/12	12,842	10,274		2,568
WAMCO CORE PLUS BOND PORTFOLIO	94,178.08	11/29/12	1,100,000	973,672		126,328
WELLS FARGO CO	350	11/29/12	11,588	8,750		2,838.
ALLEGHENY TECHNOLOGIES INC	290	11/30/12	7,645.	9,116.		-1,471.
AMERCO	200	11/30/12	23,772.	8,186		15,587.
CASEYS GEN STORES INC	90	11/30/12	4,399	2,417		1,982.
CIT GROUP INC	610	11/30/12	22,456	23,734		-1,278
COMERICA INC	380	11/30/12	11,183	11,185		-2.
DISCOVER FINANCIAL SVCS	650	11/30/12	26,968.	10,044.		16,924.
ENCORE WIRE CORP	480	11/30/12	14,798.	8,583		6,215.
FIFTH THIRD BANCORP	840	11/30/12	12,255.	10,992.		1,263.
FOOT LOCKER INC	670	11/30/12	23,900	7,782		16,118.
HYATT HOTELS CORP	120	11/30/12	4,366.	4,025.		341.
INTREPID POTASH INC	410	11/30/12	8,736.	8,114.		621.
INVESTORS BANCORP INC	1,200	11/30/12	20,335.	18,648		1,686
KAISER ALUMINUM CORP	650	11/30/12	39,639.	14,654.		24,986.
KEYCORP	1,060	11/30/12	8,543.	8,974.		-431.
MOLEX INC	540	11/30/12	11,669.	6,368.		5,301.
OWENS CORNING INC	330	11/30/12	11,223.	10,679.		544.
PIONEER NAT RES CO	260	11/30/12	27,781.	25,239.		2,542.

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FORM 990-PF, PART IV - CAPITAL GAINS AND LOSSES

LINE 1a - SECURITIES GAINS AND LOSSES

SECURITY	QUANTITY	SOLD	PROCEEDS	COST	GAIN OR LOSS	
					SHORT	LONG
PLAINS ALL AMER PIPELINE LP	630	11/30/12	29,153	16,498.		12,655.
PLEXUS CORP	490	11/30/12	11,245	14,385.		-3,139.
PLUM CREEK TIMBER CO INC	530	11/30/12	22,524.	20,332.		2,191
RANGE RESOURCES CORP	140	11/30/12	9,040.	7,169.		1,871
RAYMOND JAMES FINL INC	470	11/30/12	17,653.	11,085		6,568
SCHNITZER STEEL INDS INC	240	11/30/12	6,794.	13,928		-7,134
SEACOR HOLDINGS INC	90	11/30/12	8,076.	8,902.		-826
SL GREEN REALTY CORP	80	11/30/12	5,978.	3,349.		2,629
TRINITY INDS INC	470	11/30/12	14,880	15,980.		-1,101.
UNIVERSAL AMERICAN SPIN CORP	750	11/30/12	6,162	8,453.		-2,291.
VAIL RESORTS INC	650	11/30/12	36,507	35,746		761.
VISTEON CORP	250	11/30/12	12,515.	8,940.		3,575
WHITE MTNS INS GROUP LTD	40	11/30/12	20,496.	20,943.		-447.
WR BERKLEY CORP	540	11/30/12	21,377.	13,557.		7,820.
ADOBE SYS INC	525	12/04/12	18,587	13,752		4,835.
ALLERGAN INC	260	12/04/12	23,858.	11,683.		12,176.
APPLE INC	70	12/04/12	40,164	11,756.		28,408.
B M C SOFTWARE INC	475	12/04/12	19,145	19,430.		-285.
CATERPILLAR INC	75	12/04/12	6,301	6,810.		-508.
CELGENE CORP	75	12/04/12	5,966	5,729.		238.
CME GROUP INC	200	12/04/12	10,862	6,555		4,307
CROWN CASTLE INTL CORP	375	12/04/12	25,288.	12,998		12,290
E O G RES INC	225	12/04/12	26,337	20,750.		5,588.
GOOGLE INC	25	12/04/12	17,252	10,062.		7,190.
INTERCONTINENTAL EXCHANGE INC	125	12/04/12	16,365	11,343.		5,022
INTUIT INC	325	12/04/12	19,348.	7,510		11,838
KINDER MORGAN INC	650	12/04/12	22,036	22,748.		-712.
KINDER MORGAN INC WARRANT	300	12/04/12	1,104	572.		532
LIBERTY INTERACTIVE CORPORATION	950	12/04/12	18,331.	17,389		942.
MASTERCARD INC	40	12/04/12	19,281	8,129.		11,152.
NIKE INC	125	12/04/12	12,210	6,395.		5,815
NOVO-NORDISK A S ADR	100	12/04/12	16,098	4,223.		11,875
PERRIGO CO	95	12/04/12	9,924	6,333.		3,592.
POLYCOM INC	500	12/04/12	5,081	7,037.		-1,956.
PRICELINE COM INC	25	12/04/12	16,635.	5,784.		10,852.
PROGRESSIVE CORP	775	12/04/12	16,482.	16,306		176.
QUALCOMM INC	425	12/04/12	26,921.	14,478		12,443
SALLY BEAUTY COMPANY	200	12/04/12	4,980.	4,910.		70.
STAPLES INC	725	12/04/12	8,142.	13,160		-5,018.
SYNGENTA AG ADR	210	12/04/12	16,816.	8,273		8,543.
TERADATA CORP	200	12/04/12	11,583.	5,523		6,060.
VERIFONE SYSTEMS INC	200	12/04/12	6,017	6,069		-52.
VERISIGN INC	325	12/04/12	11,683.	11,482		202.

YEAR 2012

FORM 990-PF, PART IV - CAPITAL GAINS AND LOSSES

LINE 1a - SECURITIES GAINS AND LOSSES

SECURITY	QUANTITY	SOLD	PROCEEDS	COST	GAIN OR LOSS	
					SHORT	LONG
VISA INC	200	12/04/12	29,543	9,986.		19,556
WALGREEN CO	450	12/04/12	15,338	17,765.		-2,427
HSBC INVESTOR OPPORTUNITY FUND	36,496 35	12/06/12	500,000	474,201		25,799
PFIZER INC	200	12/06/12	5,123	3,484		1,639
PFIZER INC	210	12/07/12	5,356	3,658		1,698
ATLAS AIR WORLDWIDE HOLDINGS	180	12/14/12	7,504.	7,842		-338
ATLAS AIR WORLDWIDE HOLDINGS	330	12/21/12	14,517.	14,370		147
INTERCONTINENTAL EXCHANGE INC	100	12/21/12	12,643.	9,074		3,569
SPIRIT AEROSYSTEMS HOLDINGS INC	790	12/21/12	12,770.	15,340		-2,570
INTERCONTINENTAL EXCHANGE INC	100	12/26/12	12,519.	9,074		3,445
COLCHESTER GLOBAL BOND FUND						
AS REPORTED ON SCHEDULE K-1:						
LONG-TERM CAPITAL GAIN						13,797.
SHORT-TERM CAPITAL LOSS					-6,717	
TOTALS TO PART IV, LINES 1a & 1b			<u>10,579,605</u>	<u>9,765,267.</u>	<u>-186,258.</u>	<u>1,007,676</u>

YEAR 2012

FORM 990-PF, PART IV - CAPITAL GAINS AND LOSSES

LINE 1b - CAPITAL GAIN DISTRIBUTIONS

<u>MUTUAL FUND</u>	<u>CAP GAIN DISTRIBUTION</u>
AON CORP	28,513.
COLCHESTER GLOBAL BOND FUND	
DIAMOND HILL LARGE CAP FUND	6,193.
HSBC INVESTOR OPPORTUNITY FUND	91,726.
PIMCO COMMODITY REAL RETURN FUND	11,078.
PIMCO TOTAL RETURN FUND	89,512.
RS GLOBAL NATURAL RESOURCES FUND	3,051.
TOTAL TO PART IV, LINE 1b	230,073.

YEAR 2012

FORM 990-PF, PART IV - CAPITAL GAINS AND LOSSES

LINE 1c - SECURITIES LITIGATION SETTLEMENTS

<u>SECURITY</u>	<u>LITIGATION SETTLEMENT</u>
AOL TIME WARNER INC	143.
COLBURN	52.
MICRON TECHNOLOGY INC	505.
QWEST COMMUNICATIONS INT'L	57.
ROYAL DUTCH SHELL PLC	20.
SCHERING-PLOUGH CORP	659.
TYCO INTERNATIONAL LTD	57.
VERITAS SOFTWARE CORP	124.
TOTAL TO PART IV, LINE 1c	<u>1,616.</u>

YEAR 2012

FORM 990-PF, PART X - MINIMUM INVESTMENT RETURN

LINE 1a - AVERAGE FMV OF SECURITIES

<u>MONTH ENDING</u>	<u>FAIR MARKET VALUE STOCKS & BONDS</u>	<u>FAIR MARKET VALUE ALTERNATIVE INVESTMENTS</u>	<u>FAIR MARKET VALUE OF ALL SECURITIES</u>
1/31/2012	33,825,637.	4,547,283.	38,372,920.
2/29/2012	35,174,132.	4,629,684.	39,803,816.
3/31/2012	35,811,924.	4,683,440.	40,495,365.
4/30/2012	35,851,472.	4,696,065.	40,547,536.
5/31/2012	34,725,980.	4,639,485.	39,365,466.
6/30/2012	34,164,339.	4,586,695.	38,751,034.
7/31/2012	34,834,510.	4,603,865.	39,438,374.
8/31/2012	35,323,493.	4,651,119.	39,974,612.
9/30/2012	36,128,650.	4,710,753.	40,839,404.
10/31/2012	36,465,005.	4,749,508.	41,214,513.
11/30/2012	36,444,625.	4,776,454.	41,221,079.
12/31/2012	35,883,750.	4,814,494.	40,698,244.
TOTAL			480,722,363.
DIVIDED BY 12			+ 12
CARRY TO PART X, LINE 1a			40,060,197.

LINE 1b - AVERAGE CASH BALANCES

<u>MONTH ENDING</u>	<u>FAIR MARKET VALUE CHECKING ACCOUNT</u>	<u>FAIR MARKET VALUE MONEY MKT FUNDS</u>	<u>FAIR MARKET VALUE TEMPORARY CASH</u>
1/31/2012	20,628.	391,311.	411,939.
2/29/2012	22,601.	472,493.	495,093.
3/31/2012	14,193.	463,618.	477,811.
4/30/2012	25,126.	376,768.	401,894.
5/31/2012	26,456.	313,210.	339,667.
6/30/2012	13,614.	235,604.	249,218.
7/31/2012	6,668.	266,397.	273,065.
8/31/2012	7,443.	331,241.	338,683.
9/30/2012	14,433.	285,742.	300,176.
10/31/2012	27,749.	260,790.	288,539.
11/30/2012	29,543.	274,821.	304,363.
12/31/2012	16,776.	263,960.	280,736.
TOTAL			4,161,185.
DIVIDED BY 12			+ 12
CARRY TO PART X, LINE 1b			346,765.

YEAR 2012

FORM 990-PF, PART XV - SUPPLEMENTARY INFORMATION
LINE 3(a) - GRANTS PAID DURING THE YEAR

GRANT RECIPIENT	PURPOSE OF GRANT	AMOUNT
All Souls Elementary School South San Francisco, CA	<i>Kindle Fire Project</i>	5,000.
Arbor Bay School San Carlos, CA	<i>Gellert Scholarship Fund for Krystal Rascone</i>	5,000.
ARC of San Francisco San Francisco, CA	<i>Residential Services for Adults with Developmental Disabilities</i>	15,000.
Archbishop Riordan High School San Francisco, CA	<i>Tuition Assistance</i>	40,000.
Archdiocese of San Francisco San Francisco, CA	<i>Faith Formation Institute</i>	15,000.
Avenidas Palo Alto, CA	<i>Senior Day Health Programs</i>	5,000.
Basic Fund San Francisco, CA	<i>2012 Scholars Program</i>	60,000.
Bellarmino College Preparatory San Jose, CA	<i>Construction of the Student Life Center and Auxiliary Gym</i>	100,000.
Bishop O'Dowd High School Oakland, CA	<i>Center for Environmental Studies</i>	2,500.
Boys & Girls Clubs - North San Mateo County South San Francisco, CA	<i>Education and Career Development Program, Tutoring Component</i>	2,500.
Boys Hope Girls Hope San Francisco, CA	<i>Educational and Developmental Services for Youth in Need</i>	7,500.
California College of the Arts Oakland, CA	<i>CCA Connects</i>	2,500.
California Pacific Medical Center Foundation San Francisco, CA	<i>Emergency Department Child Life Services at Saint Luke's</i>	10,000.
Canal Alliance San Rafael, CA	<i>Youth Scholarship Program</i>	5,000.

YEAR 2012

FORM 990-PF, PART XV - SUPPLEMENTARY INFORMATION
LINE 3(a) - GRANTS PAID DURING THE YEAR

GRANT RECIPIENT	PURPOSE OF GRANT	AMOUNT
Canine Companions for Independence Santa Rosa, CA	<i>Exceptional Dogs for Exceptional Children</i>	5,000.
Capuchin Franciscan Friars Burlingame, CA	<i>Care of Aging Friars - Retirement and Endowment</i>	5,000.
Carondelet High School Concord, CA	<i>2012-13 Tuition Assistance Program</i>	3,000.
CASA of San Mateo County Redwood City, CA	<i>Core Services</i>	10,000.
Cathedral of Saint Mary of the Assumption San Francisco, CA	<i>Choir School Project - Saint Brigid School Honor Choir</i>	2,500.
Catherine's Center San Mateo, CA	<i>General Operating Support</i>	10,000.
Catholic Charities - East Bay Oakland, CA	<i>Family Literacy Program</i>	2,000.
Catholic Charities CYO San Francisco, CA	<i>San Carlos Adult Day Services</i>	15,000.
Charles Armstrong School Belmont, CA	<i>Financial Aid</i>	15,000.
Children's Empowerment Inc Colma, CA	<i>Scholastic Aptitude Test (SAT) Prep Course</i>	2,500.
Circulo de Vida Cancer Support and Resource Center San Francisco, CA	<i>Women's Support Program</i>	2,500.
Clinic by the Bay San Francisco, CA	<i>Primary Care and Preventative Health Services for the Working Uninsured</i>	3,000.
Coastside Hope El Granada, CA	<i>Critical Family Needs Program</i>	2,500.
Daly City Host Lions Club Daly City, CA	<i>White Cane Project</i>	5,000.

YEAR 2012

FORM 990-PF, PART XV - SUPPLEMENTARY INFORMATION
LINE 3(a) - GRANTS PAID DURING THE YEAR

GRANT RECIPIENT	PURPOSE OF GRANT	AMOUNT
Daly City Public Library Associates Daly City, CA	<i>Community Outreach Utilizing Computers</i>	1,000.
De Marillac Academy San Francisco, CA	<i>Scholarship Assistance / Support for Low-Income Students</i>	12,500.
Dominican School of Philosophy and Theology Berkeley, CA	<i>Scholarships</i>	4,000.
Dominican Sisters of Mission San Jose Oakland, CA	<i>Dominican Sisters Technology Upgrade</i>	5,000.
Dominican Sisters of Mission San Jose - Office of School Development Oakland, CA	<i>Strategic Planning Initiative</i>	5,000.
Dominican University of California San Rafael, CA	<i>Tuition Assistance for First-Generation Presidential Scholars</i>	2,500.
Dorothy Day House Berkeley, CA	<i>Berkeley Homeless Breakfast Project</i>	2,500.
Dress for Success San Francisco San Francisco, CA	<i>Suiting Program and Career Center</i>	2,500.
Epiphany Elementary School San Francisco, CA	<i>Tuition Assistance</i>	5,000.
Family Aid - Catholic Education Oakland, CA	<i>2012-13 Tuition Assistance</i>	2,500.
Family House Inc San Francisco, CA	<i>Family House Equipment Project: Washer, Dryer, and Exhaust Fans</i>	5,000.
Family Supportive Housing San Jose, CA	<i>After School Homework Program</i>	2,500.
Food Bank of Contra Costa and Solano Concord, CA	<i>Senior Food Program</i>	2,500.
Gateway High School San Francisco, CA	<i>Learning Centers</i>	5,000.

YEAR 2012

FORM 990-PF, PART XV - SUPPLEMENTARY INFORMATION
LINE 3(a) - GRANTS PAID DURING THE YEAR

GRANT RECIPIENT	PURPOSE OF GRANT	AMOUNT
Gilead House Novato, CA	<i>Life Skills Program: From Striving to Thriving</i>	2,500.
Good Shepherd Elementary School Pacifica, CA	<i>Tuition Assistance</i>	5,000.
Good Shepherd Gracenter San Francisco, CA	<i>Program Support</i>	2,500.
Gubbio Project San Francisco, CA	<i>Sacred Sleep Program</i>	2,500.
Hanna Boys Center Sonoma, CA	<i>Summer Read to Succeed Program (SRSP)</i>	15,000.
Healthy Cities Tutoring San Carlos, CA	<i>Healthy Cities Tutoring Program</i>	2,500.
Hiller Aviation Institute San Carlos, CA	<i>Opportunities for Discovery and Learning Initiative</i>	1,500.
History Guild of Daly City / Colma Daly City, CA	<i>The Daly City Centennial Documentary Film Project</i>	1,000.
Holy Angels Elementary School Colma, CA	<i>Scholarship Assistance</i>	5,000.
Holy Family Day Home San Francisco, CA	<i>Embrace A Child Scholarship Program</i>	10,000.
Holy Name of Jesus Elementary School San Francisco, CA	<i>Tuition Assistance Program</i>	5,000.
Holy Names High School Oakland, CA	<i>Financial Aid</i>	4,000.
Holy Spirit Elementary School Fremont, CA	<i>Tuition Assistance</i>	4,000.
Home Aid Northern California Pleasanton, CA	<i>Recovery Cafe, San Jose, CA</i>	5,000.

YEAR 2012

FORM 990-PF, PART XV - SUPPLEMENTARY INFORMATION
LINE 3(a) - GRANTS PAID DURING THE YEAR

GRANT RECIPIENT	PURPOSE OF GRANT	AMOUNT
Homeless Prenatal Program San Francisco, CA	<i>Community Health Worker (CHW) Training Program</i>	2,500.
Homework Central San Mateo, CA	<i>Direct Program Expenses</i>	2,000.
Human Investment Project San Mateo, CA	<i>Self-Sufficiency Program</i>	2,500.
Immaculate Conception Academy San Francisco, CA	<i>A Courageous Choice for the Future</i>	40,000.
Immaculate Heart of Mary Parish Belmont, CA	<i>Heating and Ventilation System</i>	2,500.
InnVision Shelter Network Burlingame, CA	<i>San Mateo County Family Programs</i>	7,500.
Institute on Aging San Francisco, CA	<i>Ruth Ann Rosenberg Adult Day Services (ADS) Program</i>	2,500.
Irish Immigration Pastoral Center San Francisco, CA	<i>Social Service Outreach, Counseling, and Education Program</i>	5,000.
Jamestown Community Center San Francisco, CA	<i>One on One Tutoring Program</i>	2,500.
Jean Weingarten Peninsula Oral School for the Deaf Redwood City, CA	<i>Scholarship Support</i>	2,500.
Jefferson Union High School District Daly City, CA	<i>Pathways for Success</i>	2,500.
Jesuit School of Theology of Santa Clara University Berkeley, CA	<i>Scholarships</i>	5,000.
Joanne Pang Foundation San Francisco, CA	<i>Cord Blood for Life</i>	5,000.
John's Closet Millbrae, CA	<i>John's Closet New Clothes Program</i>	5,000.

YEAR 2012

FORM 990-PF, PART XV - SUPPLEMENTARY INFORMATION
LINE 3(a) - GRANTS PAID DURING THE YEAR

GRANT RECIPIENT	PURPOSE OF GRANT	AMOUNT
Junipero Serra High School San Mateo, CA	<i>Center for the Arts and Sciences and Aquatics Center</i>	100,000.
Kainos Home & Training Center for the Developmentally Disabled Redwood City, CA	<i>Sheltered Workshop Expansion</i>	5,000.
La Casa de las Madres San Francisco, CA	<i>Emergency Domestic Violence Shelter Services</i>	2,500.
Learning and Loving Education Center Morgan Hill, CA	<i>Adult and Children Literacy Education and Technology Training</i>	2,500.
Little Sisters of the Poor San Francisco, CA	<i>Saint Anne's Home</i>	7,500.
Make A Wish Foundation San Francisco, CA	<i>Education-Related Wish Granting</i>	2,500.
Marianist Province of the United States Cupertino, CA	<i>Care for our Elderly</i>	5,000.
Meals on Wheels of Alameda County Oakland, CA	<i>Feeding Seniors in Alameda County</i>	2,500.
Meals on Wheels of San Francisco San Francisco, CA	<i>Emergency Starts Program</i>	2,500.
Mercy High School Burlingame Burlingame, CA	<i>Tuition Assistance</i>	40,000.
Mercy High School San Francisco San Francisco, CA	<i>Tuition Assistance Program</i>	40,000.
Mercy Housing California San Francisco, CA	<i>Visitation Valley Resident Services</i>	10,000.
Mercy Retirement and Care Center Oakland, CA	<i>Chantable Care Fund</i>	5,000.
Mid-Peninsula Boys and Girls Club San Mateo, CA	<i>Academy Program</i>	5,000.

YEAR 2012

FORM 990-PF, PART XV - SUPPLEMENTARY INFORMATION
LINE 3(a) - GRANTS PAID DURING THE YEAR

GRANT RECIPIENT	PURPOSE OF GRANT	AMOUNT
Mission Dolores Academy San Francisco, CA	<i>Mission Dolores Academy and Catholic Chanties CYO Counseling Program</i>	15,000.
Moreau Catholic High School Hayward, CA	<i>Tuition Assistance</i>	10,000.
Mount Saint Joseph - Saint Elizabeth San Francisco, CA	<i>Parent-Child Center</i>	5,000.
Museo Italo Americano San Francisco, CA	<i>The Italian Art Project: Creating Your Masterpiece</i>	2,500.
North Peninsula Food Pantry & Dining Center Daly City, CA	<i>Food for the Pantry</i>	2,500.
Notre Dame High School Belmont Belmont, CA	<i>Principal's Scholarship Fund</i>	40,000.
Notre Dame High School San Jose San Jose, CA	<i>Tuition Assistance Fund</i>	40,000.
Operation Santa Claus South San Francisco, CA	<i>Food and Christmas Toys for Needy Families</i>	2,500.
Order of Malta Oakland Clinic Inc Oakland, CA	<i>2013 Operations</i>	15,000.
Our Lady of Guadalupe Elementary School Fremont, CA	<i>Tuition Assistance</i>	2,500.
Our Lady of Mount Carmel Elementary School Redwood City, CA	<i>Transitional Kindergarten Program</i>	2,500.
Our Lady of Perpetual Help Elementary School Daly City, CA	<i>Zaner-Bloser Handwriting Program / Media Center Upgrade</i>	5,000.
Our Lady of the Rosary Elementary School Union City, CA	<i>Refurbished Portable Classroom Purchase</i>	5,000.
Our Lady of the Visitation Elementary School San Francisco, CA	<i>Boiler Renovation Project</i>	2,500.

YEAR 2012

FORM 990-PF, PART XV - SUPPLEMENTARY INFORMATION
LINE 3(a) - GRANTS PAID DURING THE YEAR

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GRANT RECIPIENT	PURPOSE OF GRANT	AMOUNT
Pacific Autism Center for Education Santa Clara, CA	<i>Therapeutic Play Equipment for Children with Autism</i>	2,500.
Palcare Burlingame, CA	<i>Scholarship Program</i>	5,000.
Pathways Home Health and Hospice Sunnyvale, CA	<i>Dementia Care Program</i>	2,500.
Peninsula Association for Retarded Children and Adults Burlingame, CA	<i>Family Support Services</i>	5,000.
Peninsula Family Connections San Carlos, CA	<i>Kindergarten Readiness Program</i>	2,000.
Peninsula Volunteers Inc Menlo Park, CA	<i>Rosener House Adult Day Services - Assistance for Low-Income Families</i>	3,000.
Pomeroy Recreation & Rehabilitation Center San Francisco, CA	<i>After School Program for Youth with Developmental Disabilities</i>	10,000.
Presentation Center Los Gatos, CA	<i>Looking to the Future - Phase 1 - Cottages</i>	10,000.
Presentation High School San Jose, CA	<i>Build on the Best: Ensure the Tradition Capital Campaign</i>	10,000.
Province of the Most Holy Name of Jesus Oakland, CA	<i>Saint Albert Organ Project</i>	2,500.
Raphael House of San Francisco San Francisco, CA	<i>Children's Services</i>	2,500.
Reading Partners Oakland, CA	<i>One-on-One Literacy Intervention Program in the Mission</i>	2,500.
Rebuilding Together Peninsula Menlo Park, CA	<i>Safe at Home Program</i>	2,500.
Ritter Center San Rafael, CA	<i>Integrated Case Management Services</i>	2,500.

YEAR 2012

FORM 990-PF, PART XV - SUPPLEMENTARY INFORMATION
LINE 3(a) - GRANTS PAID DURING THE YEAR

GRANT RECIPIENT	PURPOSE OF GRANT	AMOUNT
Rosalie Rendu Inc East Palo Alto, CA	<i>New Computers for Adult Computer Training Program</i>	2,500.
Rota Care Bay Area Daly City, CA	<i>Rota Care Clinic at Seton Medical Center</i>	2,500.
Sacred Heart Cathedral Preparatory San Francisco, CA	<i>Sister Caroline Collins, DC, Theater</i>	100,000.
Sacred Heart Community Service San Jose, CA	<i>Youth Education Program</i>	5,000.
Sacred Heart Nativity Middle Schools San Jose, CA	<i>Academic Scholarship Program</i>	5,000.
Saint Anthony Foundation San Francisco, CA	<i>New Saint Anthony Dining Room</i>	125,000.
Saint Anthony Immaculate Conception Elementary School San Francisco, CA	<i>Tuition Assistance</i>	15,000.
Saint Anthony of Padua Dining Room Menlo Park, CA	<i>Feeding the Needy: A Continuing Effort</i>	10,000.
Saint Catherine of Siena Parish Burlingame, CA	<i>Technology Update: Introducing iPads</i>	2,500.
Saint Cecilia Elementary School San Francisco, CA	<i>Tuition Assistance Program</i>	10,000.
Saint Charles Elementary School San Carlos, CA	<i>Financial Assistance Supporting Economic and Demographic Diversity</i>	5,000.
Saint Edward Elementary School Newark, CA	<i>Tuition Assistance Program</i>	2,500.
Saint Elizabeth High School Oakland, CA	<i>Tuition Assistance Program</i>	20,000.
Saint Elizabeth Seton Church Rohnert Park, CA	<i>Acoustic Retrofit</i>	2,500.

YEAR 2012

FORM 990-PF, PART XV - SUPPLEMENTARY INFORMATION
LINE 3(a) - GRANTS PAID DURING THE YEAR

GRANT RECIPIENT	PURPOSE OF GRANT	AMOUNT
Saint Elizabeth Seton Elementary School Palo Alto, CA	<i>Tuition Assistance</i>	2,500.
Saint Finn Barr Elementary School San Francisco, CA	<i>Tuition Assistance Program</i>	5,000.
Saint Francis Center of Redwood City Redwood City, CA	<i>On the Courts, Not in the Courts!</i>	87,500.
Saint Francis High School Mountain View, CA	<i>Holy Cross Achievers Program</i>	15,000.
Saint Gabriel Elementary School San Francisco, CA	<i>Tuition Assistance Program</i>	10,000.
Saint Gregory Parish San Mateo, CA	<i>Woner Center Meeting Room Improvement Project</i>	2,500.
Saint Ignatius Church San Francisco, CA	<i>Shelter Meal Program</i>	5,000.
Saint Ignatius College Preparatory San Francisco, CA	<i>Arrupe Fund</i>	25,000.
Saint James Elementary School San Francisco, CA	<i>Tuition Assistance</i>	15,000.
Saint Joseph Notre Dame High School Alameda, CA	<i>Marianist Hall Seismic Retrofitting Project</i>	5,000.
Saint Joseph's Family Center Gilroy, CA	<i>Gilroy Street Team</i>	2,500.
Saint Lawrence Academy Santa Clara, CA	<i>Tuition Assistance</i>	2,500.
Saint Martin de Porres Elementary School Oakland, CA	<i>Primary Literacy and Psychosocial Intervention Program (Year 2)</i>	30,000.
Saint Mary of the Immaculate Conception School Walnut Creek, CA	<i>Model Classroom Project</i>	2,500.

YEAR 2012

FORM 990-PF, PART XV - SUPPLEMENTARY INFORMATION
LINE 3(a) - GRANTS PAID DURING THE YEAR

GRANT RECIPIENT	PURPOSE OF GRANT	AMOUNT
Saint Mary's College High School Berkeley, CA	<i>2012-2013 Need Based Tuition Assistance</i>	20,000.
Saint Mary's College of California Moraga, CA	<i>Endowed Scholarships for Undergraduate Students with Financial Need</i>	5,000.
Saint Mary's Medical Center Foundation San Francisco, CA	<i>Mobile Medical Recliners for Patient Rooms</i>	5,000.
Saint Matthew Elementary School San Mateo, CA	<i>Tuition Assistance</i>	2,500.
Saint Patrick Elementary School San Jose, CA	<i>Counseling: An Integral Ministry of Saint Patrick School</i>	3,000.
Saint Paul of the Shipwreck Church San Francisco, CA	<i>Friary / Office Re-Roofing</i>	5,000.
Saint Peter's Elementary School San Francisco, CA	<i>Tuition Assistance for Low Income Challenged Families</i>	15,000.
Saint Raphael Elementary School San Rafael, CA	<i>Adopt-A-Student Tuition Assistance Program</i>	5,000.
Saint Thomas More Elementary School San Francisco, CA	<i>Tuition Assistance Program</i>	20,000.
Saint Thomas the Apostle Elementary School San Francisco, CA	<i>Tuition Assistance</i>	5,000.
Saint Timothy Elementary School San Mateo, CA	<i>Tuition Assistance</i>	5,000.
Saint Veronica Elementary School South San Francisco, CA	<i>Smart to be Square, Phase Two</i>	5,000.
Saint Vincent de Paul Society of Contra Costa Pittsburg, CA	<i>Rota Care Pittsburg Free Medical Clinic at Saint Vincent de Paul</i>	3,000.
Saint Vincent de Paul Society of San Francisco San Francisco, CA	<i>The Riley Center Services for Domestic Violence Survivors</i>	12,500.

YEAR 2012

FORM 990-PF, PART XV - SUPPLEMENTARY INFORMATION
LINE 3(a) - GRANTS PAID DURING THE YEAR

GRANT RECIPIENT	PURPOSE OF GRANT	AMOUNT
Saint Vincent de Paul Society of San Mateo County San Mateo, CA	<i>Homeless Help Centers</i>	10,000.
Saint Vincent's School for Boys San Rafael, CA	<i>House Safety Refurbishment Project</i>	12,500.
Samaritan House San Mateo, CA	<i>Safe Harbor Shelter</i>	30,000.
San Domenico High School San Anselmo, CA	<i>The Carl Gellert and Celia Berta Gellert Scholar</i>	5,000.
San Francisco Child Abuse Prevention Center San Francisco, CA	<i>Therapeutic Children's Playroom</i>	5,000.
San Francisco Food Bank San Francisco, CA	<i>Pantry Network</i>	2,500.
San Francisco Senior Center San Francisco, CA	<i>General Operating Support</i>	2,500.
Santa Clara University Santa Clara, CA	<i>Sustaining the Summer Engineering Seminars (SES)</i>	10,000.
Second Harvest Food Bank San Jose, CA	<i>General Operating Expenses</i>	5,000.
Sequoia Hospital Foundation Redwood City, CA	<i>The New Sequoia Hospital Campaign</i>	100,000.
Service League of San Mateo County Redwood City, CA	<i>Hope House General Operating Support</i>	12,500.
Seton Medical Center Foundation Daly City, CA	<i>AVEA Portable Ventilator for Patient Care</i>	2,500.
Sisters of Notre Dame de Namur Belmont, CA	<i>In-Home Care Services for Retired and Infirm Sisters</i>	5,000.
South of Market Health Center San Francisco, CA	<i>LoPrest 551 Minna Project</i>	5,000.

YEAR 2012

FORM 990-PF, PART XV - SUPPLEMENTARY INFORMATION
LINE 3(a) - GRANTS PAID DURING THE YEAR

GRANT RECIPIENT	PURPOSE OF GRANT	AMOUNT
Stanbridge Academy San Mateo, CA	<i>Tuition Assistance Program for 2012-2013 School Year</i>	7,500.
Star of the Sea Elementary School San Francisco, CA	<i>Window Replacement Project</i>	5,000.
Star Vista San Carlos, CA	<i>Cnsis Intervention and Suicide Prevention Center</i>	5,000.
Sunny Hills Services San Anselmo, CA	<i>Community Engagement and Youth Development (CEYD) Program</i>	2,500.
Tim Griffith Memorial Foundation Redwood City, CA	<i>Tim's House</i>	2,500.
Turn On To America (TOTA) Lafayette, CA	<i>Mr. Anthony Program</i>	2,500.
United Service Organizations San Francisco, CA	<i>USO Bay Area Family Strengthening Programs</i>	2,500.
University of San Francisco San Francisco, CA	<i>The John Lo Schiavo, S.J. Center for Science and Innovation</i>	50,000.
Up on Top San Francisco, CA	<i>After School Programs in 2012-2013</i>	2,000.
Vallombrosa Center Menlo Park, CA	<i>General Operating Fund for High School Student Retreats</i>	5,000.
Wardrobe for Opportunity Oakland, CA	<i>Find a Job Program</i>	2,500.
Women's Recovery Association Burlingame, CA	<i>Residential and Outpatient Dual Diagnosis Program</i>	7,500.
TOTAL TO PART XV, LINE 3(a)		<u>1,941,000.</u>

YEAR 2012

FORM 990-PF, PART XV - SUPPLEMENTARY INFORMATION

LINE 3(b) - GRANTS APPROVED FOR FUTURE PAYMENT

GRANT RECIPIENT & PURPOSE OF GRANT	TOTAL FUTURE GRANTS	SCHEDULED FOR PAYMENT IN CALENDAR YEAR		
		2013	2014	2015
Bellarmino College Preparatory San Jose, CA <i>Construction of the Student Life Center and Auxiliary Gym</i>	100,000.	100,000.	0.	0.
TOTAL TO PART XV, LINE 3(b)	<u>100,000.</u>	<u>100,000.</u>	<u>0.</u>	<u>0.</u>

APPLICATION FORM AND
GUIDELINES FOR GRANTS FROM
THE CARL GELLERT AND CELIA BERTA GELLERT FOUNDATION

THE CARL GELLERT AND CELIA BERTA GELLERT FOUNDATION

2012 GRANT REQUEST APPLICATION

Recreated, modified, or incomplete applications will not be accepted.

Name of Organization Applying for Grant

(Name entered here must match the Name on your IRS Exemption Letters AND Form 990/Financial Statements)

Mailing Address _____

Physical Address (If Different from Mailing Address) _____

Contact Name _____
(Mr. / Mrs. / Ms. / Dr. / Etc.)

Contact Title _____

Contact Telephone Number (_____) _____

Contact Email Address _____

Year Organization Began Operation _____

Tax I.D. # _____

Mission Statement of Organization _____

Do you have a Board of Directors _____ If yes, % of Board Members that give financially to your Organization _____ %

Title of Project for Which You Request Funding _____

DESCRIPTION OF THIS PROJECT and DESCRIPTION OF THE PORTION OF THIS PROJECT for Which You Request Funding

Project Budget \$ _____ Requested from this Foundation for This Project \$ _____

Funds raised to date for this project \$ _____ Cash \$ _____ Pledges \$ _____

Is this a construction project? _____ If yes, have you obtained permits? _____ Construction Start Date _____

I, (Printed Name) _____, as (Printed Title) _____
declare that I am authorized to sign this application on behalf of the organization listed above as the organization applying for a grant and that said organization has tax exempt status under IRS Section 501(c)(3), which has not been revoked or modified, and continues to maintain classification as a public charity under sections 509(a)(1) and 170(b)(1)(A) of the Internal Revenue Code.

Signature _____ Date _____

This application must be received in the offices of The Carl Gellert and Celia Berta Gellert Foundation no later than Wednesday, August 15, 2012, along with your complete proposal, according to the 2012 Application Guidelines and Submission Requirements. Only this complete application (even if information is in your proposal), with an original signature will be submitted with your complete proposal to the Board of Directors for review. Postmarks or other evidence of mailing will not be accepted if your complete request is not received in our office by the due date.

THE CARL GELLERT AND CELIA BERTA GELLERT FOUNDATION

2171 Junipero Serra Boulevard, Suite 310

Daly City, CA 94014

(650) 985-2080

www.gellertfoundation.org

DIRECTORS:

MARIE C BENTLEY

ANDREW A CRESCI

LORRAINE D'ELIA

JACK FITZPATRICK

ROBERT J GRASSILLI, JR

MICHAEL J KING

J MALCOLM VISBAL

2012 APPLICATION GUIDELINES AND SUBMISSION REQUIREMENTS

Deadline: Wednesday - August 15, 2012

Our Foundation's policy is to promote exclusively religious, charitable, scientific, literary or educational purposes, restricted to local giving in the nine counties of the greater San Francisco Bay Area - Alameda, Contra Costa, Marin, Napa, San Francisco, San Mateo, Santa Clara, Solano and Sonoma.

The following are not funded by the Foundation - individuals, organizations which do not have proof of current IRS 501(c)(3) tax exempt status AND classification as a public charity under Sections 509(a)(1) and 170(b)(1)(A) of the Internal Revenue Code (IRC), fiscal sponsors, private foundations, and organizations outside the nine counties of the San Francisco Bay Area. In addition, the Foundation does not fund sponsorships or fund-raising events such as dinners, walk-a-thons, tournaments, fashion shows, etc., or lobbying and attempts to influence legislation.

Completed grant requests with all items listed on pages 2-3 (**even if you have submitted a proposal to us in prior years**) that are received at the following address by August 15, 2012 will be considered by the Board of Directors. Electronic submissions (fax, email, etc.) will not be accepted.

Attention: Jack Fitzpatrick, Executive Director
THE CARL GELLERT AND CELIA BERTA GELLERT FOUNDATION
2171 Junipero Serra Boulevard, Suite 310
Daly City, CA 94014

Applications and proposals are welcome throughout the year. **However, due to the high submission of requests on or near the deadline day, only those requests received in our office by August 8, 2012 will be reviewed for completeness prior to the actual deadline date of August 15, 2012.**

The Foundation will not accept any requests or parts of requests that are postmarked on or prior to August 15, 2012 that are NOT RECEIVED in our office by that date. This requirement also applies to commercial delivery services (e.g. FedEx, UPS, etc.), courier services, messengers, etc. where the service does not complete the delivery by August 15, 2012. In fairness to all applicants, no exceptions will be made to the stated requirements or deadline.

All submissions, whether complete or incomplete, will be acknowledged in writing only. After requests have been considered, funds are generally distributed near the end of December, as approved by the Board. Notification of Board decisions is automatically made to all applicants in writing only.

Photos, videos, newsletters, binders, brochures, etc. will not be submitted to the Board or returned to you, and should only be submitted if requested by our office.

PLEASE SUBMIT ONE COPY OF ITEMS 1 - 5 TO THE FOUNDATION OFFICE NO LATER THAN AUGUST 15, 2012.

Please note that the name of the organization applying for a grant must be consistent on all required documentation (Application, Letterhead, IRS Letters, Form 990/990EZ/990N, etc.); the tax ID number/EIN must also be the same on all documentation; AND all documentation must show the address of your organization to be within one of the nine counties of the San Francisco Bay Area.

1. APPLICATION FORM

A "2012 Grant Request Application" form published by The Carl Gellert and Celia Berta Gellert Foundation with an original signature. ALL line items on this form must have an entry. Please do not leave any lines blank, or enter "refer to proposal", or enter "see reverse/attached" on any lines. All information required on this form is limited to the space provided. Additional information may be provided with the full proposal requirement (See Item 5 below). Hard copy forms may be typed or hand printed.

A hard copy of our 2012 Grant Request Application may be obtained by calling The Foundation office at (650) 985-2080, OR

Online application forms may also be printed from our website at www.gellertfoundation.org. You may either print a copy for completion, signature and submission OR complete the application on line and print the completed copy for signature and submission. When choosing the online methods, the application form will open in Adobe Acrobat.

Recreated or modified (cut and paste, scanned, etc.) applications, even if similar to our hard copy provided to you or downloaded from our website, WILL NOT BE ACCEPTED.

2. 501(c)(3) – Tax Exempt Classification DOCUMENTATION

A copy of the Final Determination letter from the Internal Revenue Service demonstrating that the applicant is exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code. If applicable, the following requirements also apply:

- A. **DBA (Doing Business As)** - If the name on your determination letter differs from your DBA, we require a copy of the County approved form registering the DBA name.
- B. **Name Change** - If you have changed the name of your organization since your final determination letter was issued, we require a copy of the letter from the Internal Revenue Service which acknowledges the change of name. We require copies of the succession of name changes from the Internal Revenue Service, beginning with the final determination through the current organization name that is listed on your application form, your letterhead, and your Form 990/990EZ/990N.
- C. **Group Rulings** - If your organization is included in a group ruling, this requirement should be satisfied with a copy of the page in the most recent "Official Directory" of the group, listing your organization, with your organization's name highlighted. For example, if you are part of a Catholic group ruling, this requirement may be satisfied with a copy of the page in the most recent "Official Catholic Directory" which lists your organization, with your organization's name highlighted.

If your group does not have an "Official Directory", you must submit a copy of the Group Ruling letter which indicates 501(c)(3) tax exempt status for the group AND documentation from the IRS indicating your inclusion within this group ruling. The name listed on our application form and the entity listed in the group ruling directory should be the same. **This option should only be used if you DO NOT have an "Official Directory".**

Committees, clubs, etc. operating within a church or school must submit all required documentation under the name of the church or school who holds the 501(c)(3) status.

3. 509(a)(1)-Not a Private Foundation and 170(b)(1)(A)-Public Charity DOCUMENTATION

A copy of the Final Determination or Advance Ruling letter from the Internal Revenue Service classifying the applicant as not being a private foundation under IRC section 509(a)(1) but rather a public charity under IRC sections 509(a)(1) and 170(b)(1)(A). This is usually included in the 501(c)(3) classification letter.

- A. **Advance Ruling Period** - If you are considered a public charity because of the receipt of an Advance Ruling, and that Advance Ruling Period expired prior to June 9, 2008, we require a copy of your Form 8734, Support Schedule for Advance Ruling Period, as submitted to the Internal Revenue Service requesting final determination.

4. FINANCIAL REPORT

A. All Applicants

- **Budget** for the **project** for which you are requesting funding.

B. Form 990 or Form 990EZ Filers

- One unbound copy of the most recently filed Form 990 or 990EZ of the organization applying for a grant. The Form 990/990EZ must be a complete copy as submitted to the Internal Revenue Service, including Schedules A and B, as well as all other attachments, statements, and schedules referenced in the Form 990/990EZ.

C. Form 990N Filers

- A copy of the receipt of 990N filing **AND**
- One unbound copy of your most recent audited annual financial statements, if an audit is conducted **OR**
- A year to date **Profit & Loss Statement** for the organization applying for a grant **AND**
- A year to date **Balance Sheet** for the organization applying for a grant

D. Exemption from Filing Form 990 or Form 990EZ

If you are exempt from filing Form 990 or Form 990EZ, we require the following items:

- Written submission of exemption from filing, as defined by the Internal Revenue Service *General Instructions for Form 990 and Form 990-EZ, Item B-Organizations Not Required To File*, specifically referencing the exemption item in these instructions that applies to the organization applying for a grant. To view these instructions, please visit the IRS website at www.irs.gov. **This letter should be on your letterhead and signed by an officer of your organization.** Please note that a Group Ruling document does not meet this requirement.

Example for a Religious School: Please be advised that "ABC School" is exempt from filing Forms 990 and 990EZ because ABC School is a school below college level affiliated with a church or operated by a religious organization.

AND

- One unbound copy of your most recent audited annual financial statements, if an audit is conducted **OR**
- A year to date **Profit & Loss Statement** for the organization applying for a grant **AND**
- A year to date **Balance Sheet** for the organization applying for a grant

5. **FULL PROPOSAL**

One unbound proposal, not to exceed 5 pages, excluding Items 1-4 above, to include the following format:

- A. A brief history and statement of the current goals and activities of the organization.
- B. A brief outline of the project and phase of project for which the organization seeks funding, showing demonstration of need, population served, specific objectives and outcomes, timeline of the project, amount of funding required for the project, and the specific amount of funding (*no ranges*) requested from our Foundation.

Since you know your priorities, we require that you select one project and the request amount when you submit the application for your organization. Please refer to the prior recipients section at our web site to see if your project might fit within our areas of interest.