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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE WILLIAM G. IRWIN CHARITY FOUNDATION		A Employer identification number 94-6069873
Number and street (or P O box number if mail is not delivered to street address) 235 MONTGOMERY STREET	Room/suite 711	B Telephone number (415) 362-6954
City or town, state, and ZIP code SAN FRANCISCO, CA 94104-2910		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 98,194,264.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		64.	64.		STATEMENT 1
4 Dividends and interest from securities		3,570,285.	3,481,885.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		563,831.			
b Gross sales price for all assets on line 6a		20,093,227.			
7 Capital gain net income (from Part IV, line 2)			563,831.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		4,134,180.	4,045,780.		
13 Compensation of officers, directors, trustees, etc		150,000.	60,000.		90,000.
14 Other employee salaries and wages		50,004.	20,002.		30,002.
15 Pension plans, employee benefits		39,276.	15,710.		23,566.
16a Legal fees STMT 3		9,366.	3,746.		5,620.
b Accounting fees STMT 4		19,935.	7,974.		11,961.
c Other professional fees STMT 5		229,508.	229,508.		0.
17 Interest					
18 Taxes STMT 6		125,133.	51,897.		7,736.
19 Depreciation and depletion					
20 Occupancy		55,276.	22,110.		33,166.
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		134,725.	95,560.		39,165.
24 Total operating and administrative expenses. Add lines 13 through 23		813,223.	506,507.		241,216.
25 Contributions, gifts, grants paid		4,648,000.			4,648,000.
26 Total expenses and disbursements. Add lines 24 and 25		5,461,223.	506,507.		4,889,216.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<1,327,043.>			
b Net investment income (if negative, enter -0-)			3,539,273.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	26,613.	27,682.	27,682.
	2 Savings and temporary cash investments	3,925,114.	2,484,030.	2,484,030.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 8	9,954,764.	10,097,329.	10,143,193.
	b Investments - corporate stock STMT 9	36,605,175.	37,724,881.	49,458,126.
	c Investments - corporate bonds STMT 10	36,634,009.	35,516,086.	36,031,415.
11 Investments - land, buildings, and equipment basis ▶ 13,978.				
Less: accumulated depreciation ▶	13,978.	13,978.	13,978.	
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment; basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ PURCHASED INTEREST)	67,216.	35,840.	35,840.	
16 Total assets (to be completed by all filers)	87,226,869.	85,899,826.	98,194,264.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	87,226,869.	85,899,826.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	87,226,869.	85,899,826.		
31 Total liabilities and net assets/fund balances	87,226,869.	85,899,826.		

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	87,226,869.
2 Enter amount from Part I, line 27a	2	<1,327,043.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	85,899,826.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	85,899,826.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE STATEMENT 15A	P	VARIOUS	VARIOUS
b SEE STATEMENT 15B	P	VARIOUS	VARIOUS
c CLASS ACTION SETTLEMENT-XEROX CORPORATION	P		11/20/12
d CLASS ACTION SETTLEMENT-BANK OF AMERICA	P		12/12/12
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 8,585,800.		8,577,710.	8,090.
b 11,507,137.		10,951,686.	555,451.
c 40.			40.
d 250.			250.
e			

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			8,090.
b			555,451.
c			40.
d			250.
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	563,831.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div> <div>If gain, also enter in Part I, line 8, column (c).</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	3	N/A

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	4,822,001.	98,528,177.	.048940
2010	4,114,881.	95,768,407.	.042967
2009	3,010,942.	86,385,697.	.034855
2008	5,777,761.	97,892,020.	.059022
2007	6,849,167.	114,969,573.	.059574

2 Total of line 1, column (d)	2	.245358
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	.049072
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	97,365,512.
5 Multiply line 4 by line 3	5	4,777,920.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	35,393.
7 Add lines 5 and 6	7	4,813,313.
8 Enter qualifying distributions from Part XII, line 4	8	4,889,216.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	35,393.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	35,393.
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	35,393.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012		6a	71,052.
b Exempt foreign organizations - tax withheld at source		6b	
c Tax paid with application for extension of time to file (Form 8868)		6c	
d Backup withholding erroneously withheld		6d	
7 Total credits and payments. Add lines 6a through 6d		7	71,052.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	35,659.
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 35,659. Refunded <input checked="" type="checkbox"/> 0.		11	0.

Part VII-A Statements Regarding Activities

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

N/A

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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 N/A	13	X	
14	The books are in care of DIANNA DEELEY Telephone no. (415) 362-6954 Located at 235 MONTGOMERY ST., SUITE 711, SAN FRANCISCO, CA ZIP+4 94104			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country N/A	16	Yes	No
				X

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

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

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

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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)?

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

6b

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

X

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DIANNA M. DEELEY 235 MONTGOMERY ST., STE 711 SAN FRANCISCO, CA 94104-2996 TRUSTEES - SEE STATEMENT 16	SECRETARY/GRANTS ADMIN. & OFFICE MGR.	40.00	150,000.	15,000.
		0.00	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LAUREL BEYL - 235 MONTGOMERY ST., STE 711, SAN FRANCISCO, CA	OFFICE ASSISTANT	40.00	50,004.	0.

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
RAND & ASSOCIATES LLC - 650 CALIFORNIA STREET, 24TH FLOOR, SAN FRANCISCO, CA 94108	INVESTMENT COUNSEL	173,614.
WELLS FARGO - 464 CALIFORNIA STREET, SAN FRANCISCO, CA 94104	ASSET CUSTODIAN	78,837.
SAN FRANCISCO SENTRY INVESTMENT GROUP - 100 PINE STREET, SUITE 2700, SAN FRANCISCO, CA	INVESTMENT COUNSEL	55,894.

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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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	1a	98,807,053.
b	Average of monthly cash balances	1b	41,183.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	98,848,236.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	98,848,236.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,482,724.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	97,365,512.
6	Minimum investment return. Enter 5% of line 5	6	4,868,276.

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	4,868,276.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	35,393.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	35,393.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,832,883.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	4,832,883.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	4,832,883.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	4,889,216.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,889,216.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	35,393.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,853,823.

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.

Form 990-PF (2012)

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				4,832,883.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			4,520,557.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 4,889,216.				
a Applied to 2011, but not more than line 2a			4,520,557.	
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				368,659.
e Remaining amount distributed out of corpus	0.			
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	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				4,464,224.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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)

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 18				4,648,000.
Total			3a	4,648,000.
b Approved for future payment				
SEE STATEMENT 19				762,000.
Total			3b	762,000.

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

SOURCE	AMOUNT
SUNDRY INTEREST	64.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	64.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
2012 INTEREST REPORTED IN 2011	701.	0.	701.
2013 INTEREST REPORTED IN 2012	<487.>	0.	<487.>
BOND ACCRETION	<12,551.>	0.	<12,551.>
WELLS FARGO BANK	3,582,622.	0.	3,582,622.
TOTAL TO FM 990-PF, PART I, LN 4	3,570,285.	0.	3,570,285.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	9,366.	3,746.		5,620.
TO FM 990-PF, PG 1, LN 16A	9,366.	3,746.		5,620.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	19,935.	7,974.		11,961.
TO FORM 990-PF, PG 1, LN 16B	19,935.	7,974.		11,961.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT ADVISORY FEES	229,508.	229,508.			0.
TO FORM 990-PF, PG 1, LN 16C	229,508.	229,508.			0.

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PAYROLL TAXES	12,894.	5,158.			7,736.
FEDERAL EXCISE TAX	65,500.	0.			0.
TAX WITHHELD ON FOREIGN INCOME	46,739.	46,739.			0.
TO FORM 990-PF, PG 1, LN 18	125,133.	51,897.			7,736.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MAINTENANCE - PAUL I. FAGAN MEMORIAL PARK	4,217.	0.			4,217.
SUBSCRIPTIONS & MEMBERSHIP	12,365.	578.			11,787.
TELEPHONE	2,903.	1,161.			1,742.
INSURANCE	21,937.	8,775.			13,162.
STATIONERY & SUPPLIES	1,198.	479.			719.
EQUIPMENT & REPAIR SERVICES	11,232.	4,493.			6,739.
POSTAGE	531.	212.			319.
WATER SERVICE	352.	141.			211.
WELLS FARGO BANK FEES	78,837.	78,837.			0.
MISCELLANEOUS	449.	180.			269.
POOLED INVESTMENT EXPENSES	494.	494.			0.
CANON ADR FEES	210.	210.			0.
TO FORM 990-PF, PG 1, LN 23	134,725.	95,560.			39,165.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT 12	X		6,011,614.	5,972,745.
SEE STATEMENT 12		X	4,085,715.	4,170,448.
TOTAL U.S. GOVERNMENT OBLIGATIONS			6,011,614.	5,972,745.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			4,085,715.	4,170,448.
TOTAL TO FORM 990-PF, PART II, LINE 10A			10,097,329.	10,143,193.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT 13	37,724,881.	49,458,126.
TOTAL TO FORM 990-PF, PART II, LINE 10B	37,724,881.	49,458,126.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT 14	35,516,086.	36,031,415.
TOTAL TO FORM 990-PF, PART II, LINE 10C	35,516,086.	36,031,415.

Name, Interest Rate & Year of Maturity	Beginning of Year		End of Year		Market Value	Unrealized Gain/Loss
	Face Value	Cost	Face Value	Cost		
FD HOME LN MTG CORP 5.625% 11/23/35	-	-	500,000	569,880	563,860	(6,020)
FED FARM CREDIT BK 1.690% 8/28/19	-	-	500,000	499,875	501,775	1,900
FED FARM CREDIT BK 2.940% 11/05/26	-	-	500,000	501,250	500,780	(470)
FED HOME LN BK 1.875% 10/02/20	-	-	500,000	499,900	500,070	170
FED HOME LN BK 2.000% 10/28/20	500,000	499,000	-	-	-	-
FED HOME LN BK 2.250% 10/11/22	-	-	500,000	499,875	499,450	(425)
FED HOME LN BK 2.500% 11/24/20	111,111	110,943	-	-	-	-
FED HOME LN BK 3.000% 11/08/27	-	-	500,000	499,875	500,470	595
FED HOME LN BK 4.145% 12/16/30	-	-	500,000	519,435	518,410	(1,025)
Fed Home Ln Mtg Corp 1.850% 7/24/20	-	-	500,000	505,055	504,735	(320)
FED NATL MTG ASSN 2.000% 7/16/21	-	-	500,000	499,775	502,555	2,780
FED NATL MTG ASSN 2.750% 10/29/27	-	-	500,000	497,800	502,305	4,505
FED NATL MTG ASSN 5.780% 6/7/22	500,000	540,180	-	-	-	-
VR FED HOME LN BK 3.000% 8/25/26	1,000,000	998,600	-	-	-	-
VR FED HOME LN MTG 3.000% 7/13/21	500,000	498,750	-	-	-	-
VR FED HOME LN MTG 3.000% 7/27/21	1,000,000	998,100	-	-	-	-
VR FED NATL MTG ASSN 1.000% 11/17/26	500,000	499,750	-	-	-	-
VR FED NATL MTG ASSN 1.250% 5/24/27	-	-	500,000	499,875	500,720	845
VR FED NATL MTG ASSN 1.500% 12/15/21	500,000	499,500	-	-	-	-
VR FED NATL MTG ASSN 3.00% 8/24/26	500,000	499,650	-	-	-	-
VR FED NATL MTG ASSN 3.000% 10/27/26	500,000	499,000	-	-	-	-
VR FED NATL MTG ASSN 3.000% 11/25/26	500,000	498,350	-	-	-	-
VR FED NATL MTG ASSN 3.125% 10/21/25	500,000	499,150	-	-	-	-
VR FED NATL MTG ASSN 3.250% 10/27/26	500,000	499,500	-	-	-	-
Mortgage-Backed Obligations - See Attached				5,592,595	5,595,130	2,535
Total U.S. Government Obligations				419,019	377,615	(41,404)
				6,011,614	5,972,745	(38,869)
COWLITZ CNTY WASH PU 5.000% 9/1/17	610,000	670,543	610,000	658,201	690,703	32,502
DAYTON OH 6200% 12/01/2024	500,000	552,735	500,000	552,735	604,420	51,685
IPS MULTI-SCH BLDG CORP 4.170% 01/15/2018	-	-	500,000	553,805	556,695	2,890
KENTUCKY ST ASSET/LI 3.928% 4/01/16	-	-	300,000	326,877	320,550	(6,327)
MCHEERY CNTY IL CMNT 4.160% 2/01/18	-	-	500,000	565,000	553,170	(11,830)
OCEANSIDE CA UNIF SC 4.500% 5/01/16	-	-	350,000	386,365	386,579	214
PUERTO RICO COMWLTH 5.000% 12/1/13	525,000	553,445	525,000	538,741	538,157	(585)
STRATFORD CN 2.305% 8/1/15	500,000	503,990	500,000	503,990	520,175	16,185
Total State and Muni Government Obligations				4,085,715	4,170,448	84,733
Total to Form 990-PF, Part II, Line 10A				10,097,329	10,143,193	45,864

Investments - Mortgage Backed Obligations
December 31, 2012

Name, Interest Rate & Year of Maturity	Beginning of Year		End of Year		Market Value	Unrealized Gain/Loss
	Face Value	Cost	Face Value	Cost		
Federal Nat'l Mortgage Assn. 6.0% - 16	35,018	34,977	18,430	18,408	19,587	1,179
Federal Nat'l Mortgage Assn. 7.5% - 26	66,961	66,617	51,604	51,339	55,473	4,134
Federal Nat'l Mortgage Assn. 7.0% - 31	7,642	7,728	6,102	6,171	7,295	1,125
Government Nat'l Mtg Assn. 9.5% - 19	2,083	2,110	1,199	1,214	1,204	(11)
Impac Sec'd Assets Corp. Var.% - 32	422,838	422,146	342,447	341,887	294,056	(47,831)
TOTAL		533,578		419,019	377,615	(41,404)

The William G. Irwin Foundation
Investments - Corporate Stock
December 31, 2012EIN: 94-6069873
Statement 13

Security	Beginning of Year		End of Year		Market Value	Unrealized Gain/Loss
	Shares	Cost Basis	Shares	Cost Basis		
3M COMPANY	15,000	1,104,510	15,000	1,104,510	1,392,750	288,240
ABBOTT LABS	25,000	1,199,951	25,000	1,199,951	1,637,500	437,549
AIR PRODUCTS AND CHEMICALS	12,000	715,438	12,000	715,438	1,008,240	292,802
ALERIAN MLP ETF	-	-	62,500	979,375	996,875	17,500
AMERICAN EXPRESS CO	30,000	889,686	30,000	889,686	1,724,400	834,714
AT&T INC	30,000	937,476	30,000	937,476	1,011,300	73,824
BANK OF AMERICA CORP	62,000	1,285,885	62,000	1,285,885	719,820	(566,065)
BCE INC	-	-	25,000	1,028,150	1,073,500	45,350
BED, BATH & BEYOND, INC.	20,000	750,800	20,000	750,800	1,118,200	367,400
BERKSHIRE HATHAWAY INC DEL	13	1,102,413	13	1,102,413	1,742,780	640,367
CANON INC - ADR	30,000	1,064,578	30,000	1,064,578	1,176,300	111,722
CATERPILLAR INC	14	427,584	14,000	427,584	1,254,519	826,935
CHEVRON CORP	24,000	629,483	24,000	629,483	2,595,360	1,965,878
CLOROX CO.	17,500	1,110,373	17,500	1,110,373	1,281,350	170,977
COMCAST CORP.	60,000	1,236,474	45,000	909,387	1,681,200	771,813
CONOCOPHILLIPS	30,000	1,280,255	30,000	986,949	1,739,700	752,751
DU PONT E I DE NEMOURS & CO	20,000	925,360	20,000	925,360	899,570	(25,790)
FREEMPORT-MCMORAN	15,000	322,575	15,000	322,575	513,000	190,425
Escrow GM Corp SR	1,500,000	1,152,960	1,500,000	1,132,927	11,250	(1,121,677)
GENERAL MILLS INC.	30,000	1,074,027	30,000	1,074,027	1,212,600	138,573
GENERAL ELECTRIC CO.	130,000	2,899,406	130,000	2,899,406	2,728,700	(170,706)
GM LIQUIDATION	-	-	1,541	20,033	32,669	12,636
GOOGLE INC	1,250	561,548	1,250	561,548	884,225	322,677
HEWLETT PACKARD CO	40,000	1,816,681	40,000	1,816,681	570,000	(1,246,681)
INTEL CORPORATION	50,000	1,003,990	50,000	1,003,990	1,031,000	27,010
IBM CORP	10,000	1,069,707	7,500	802,280	1,436,625	634,345
JOHNSON & JOHNSON	15,000	959,478	15,000	959,478	1,051,500	92,022
JPMORGAN CHASE & CO	25,000	1,149,250	25,000	1,149,250	1,099,228	(50,023)
MONSANTO CO	14,000	1,193,223	14,000	1,193,223	1,325,100	131,877
NOVARTIS AG - ADR	15,000	577,105	15,000	577,105	949,500	372,395
ORACLE CORP	37,500	517,500	37,500	517,500	1,249,500	732,000
PEPSICO INC.	20,000	1,169,176	20,000	1,169,177	1,368,600	199,424

Security	Beginning of Year		End of Year		Unrealized Gain/Loss
	Shares	Cost Basis	Shares	Cost Basis	
PROCTER & GAMBLE CO	16,000	39,380	16,000	39,380	1,046,860
STAPLES INC	80,000	714,272	80,000	714,272	197,728
TEVA PHARMACEUTICAL - ADR	15,000	954,338	15,000	954,338	(394,238)
TOTAL S.A. ADR	20,000	1,158,134	20,000	1,158,134	(117,934)
UNITED TECHNOLOGIES CORP	28,000	712,802	28,000	712,802	1,583,478
VERIZON COMMUNICATIONS	17,500	615,500	17,500	615,500	141,726
WALGREEN CO.	30,000	994,989	30,000	994,989	115,311
WELLS FARGO & CO NEW	54,000	20,960	54,000	20,960	1,824,760
ZIMMER HOLDINGS INC.	20,000	1,267,908	20,000	1,267,908	65,292
TOTAL		36,605,175		37,724,881	11,733,246

Name, Interest Rate & Year of Maturity	Beginning of Year		End of Year		Market Value	Unrealized Gain/Loss
	Face Value	Cost	Face Value	Cost		
AEGON NV 4.750% 6/1/13	500,000	509,775	500,000	509,775	507,705	(2,070)
AIRGAS INC 2.950% 6/15/16	-	-	500,000	514,945	527,465	12,520
AMERICAN EXPRESS 7.000% 3/19/18	1,000,000	1,010,730	-	-	-	-
AMEX CENTURION BK 1.500% 10/11/17	-	-	249,000	247,212	249,189	1,977
ARCELORMITTAL 9.000% 2/15/15	500,000	599,945	500,000	599,945	556,415	(43,530)
ARROW ELECTRONICS 3.375% 11/1/15	500,000	504,905	500,000	504,905	518,785	13,880
AUTOZONE INC 4.375% 6/1/13	500,000	524,090	500,000	524,090	507,680	(16,410)
AVALONBAY CMNTYS INC. 5.500% 1/15/12	264,000	270,312	-	-	-	-
AVON PRODUCTS INC 6.500% 3/1/19	500,000	591,700	500,000	591,700	539,415	(52,285)
BARCLAYS BANK PLC 3.750% 7/28/20	500,000	497,000	500,000	497,000	491,700	(5,300)
BARCLAYS BANK PLC 5.000% 9/22/16	500,000	543,275	500,000	543,275	560,445	17,170
BEST BUY CO INC 3.750% 3/15/16	500,000	492,355	500,000	492,355	467,500	(24,855)
BOARDWALK PIPELINES 5.500% 2/1/17	500,000	539,000	500,000	539,000	552,360	13,360
BOSTON SCIENTIFIC 6.250% 11/15/15	-	-	525,000	594,048	591,533	(2,515)
BP CAPITAL MARKETS 5.250% 11/7/13	500,000	551,540	500,000	551,540	520,305	(31,235)
BURLINGTON NORTHERN 8.125% 4/15/20	250,000	327,750	250,000	327,750	331,785	4,035
CITIGROUP INC. 6.000% 12/13/13	-	-	500,000	523,670	523,930	260
CLOROX 5.450% 10/15/12	500,000	519,495	-	-	-	-
CONSTELLATION ENERGY 5.150% 12/1/20	500,000	494,275	500,000	494,275	571,560	77,285
COVENTRY HEALTH CARE 6.125% 1/15/15	500,000	549,970	500,000	549,970	546,235	(3,735)
CSX CORP. 6.300% 3/15/12	1,000,000	1,015,780	-	-	-	-
DEUTSCHE BK FINL LLC 5.375% 3/02/15	500,000	516,405	500,000	516,405	529,530	13,125
DEUTSCHE TELEKOM 5.250% 7/22/13	-	-	500,000	528,180	512,785	(15,395)
DISCOVER BANK 1.050% 10/13/15	-	-	249,000	248,119	248,686	568
DOMINION RESOURCES 5.150% 7/15/15	500,000	560,550	500,000	560,550	552,030	(8,520)
DOW CHEMICAL CO. 7.600% 5/15/14	500,000	567,555	215,000	244,049	234,733	(9,316)
EASTMAN CHEMICAL 7.000% 4/15/12	1,000,000	1,071,290	-	-	-	-
ENERGY TRANSFER PART 5.950% 2/01/15	-	-	500,000	552,175	547,925	(4,250)
FEDERATED RETAIL HOLDINGS 5.350% 3/15/12	1,000,000	986,450	-	-	-	-
FORTUNE BRANDS INC. 6.375% 6/15/14	500,000	511,625	500,000	511,625	538,960	27,335
FREEMPORT-MCMORAN COPPER & GOLD 2.150 3/1/17	-	-	500,000	497,905	502,655	4,750
GE CAPITAL FINANCIAL 2.000 9/30/16	-	-	249,000	253,980	254,416	436
GENERAL ELEC CAP COR 4.800% 5/1/13	1,000,000	961,990	1,000,000	961,990	1,014,560	52,570
GENERAL ELEC CAP CORP 6.000% 9/15/23	500,000	513,735	-	-	-	-
GOLDMAN SACHS GRO 3.500% 6/22/18	500,000	496,250	-	-	-	-
Goldman Sachs Group 5.700% 9/1/12	950,000	999,799	-	-	-	-
HEALTH CARE PROPERTIES 5.650% 12/15/13	500,000	531,060	500,000	531,060	522,995	(8,065)
HESS CORP 8.125% 2/15/19	500,000	632,745	500,000	632,745	658,055	25,310
HEWLETT PACKARD CO 3.00% 9/15/16	500,000	503,115	500,000	503,115	503,200	85
HOME DEPOT INC 5.250% 12/16/13	1,000,000	971,400	1,000,000	971,400	1,046,260	74,860
HSBC FINANCE CORP 4.500% 8/15/12	500,000	518,075	-	-	-	-

Name, Interest Rate & Year of Maturity	Beginning of Year		End of Year		Market Value	Unrealized Gain/Loss
	Face Value	Cost	Face Value	Cost		
HSBC FINANCE CORP 5.050% 1/15/13	1,000,000	995,620	1,000,000	995,620	1,001,400	5,780
JOHNSON CONTROLS INC. 4.875% 9/15/13	500,000	507,595	500,000	507,595	514,615	7,020
JPMORGAN CHASE & CO 3.450% 3/1/16	500,000	505,420	500,000	505,420	531,005	25,585
KIMCO RLTG CORP 5.584% 11/23/15	500,000	540,760	500,000	540,760	555,250	14,490
KLA INSTRUMENTS CORP 6.900% 5/01/18	500,000	578,645	500,000	578,645	600,620	21,975
KROGER CO 6.400% 8/15/17	-	-	500,000	608,910	603,510	(5,400)
LIBERTY PROPERTY LP 5.500% 12/15/16	500,000	548,305	500,000	548,305	567,855	19,550
MAYTAG CORP 5.000% 5/15/15	500,000	533,150	500,000	533,150	524,405	(8,745)
MCKESSON HBC INC. 5.250% 3/1/13	500,000	495,585	500,000	495,585	503,725	8,140
MEDCO HEALTH SOLUTIONS 2.750% 9/15/15	-	-	500,000	503,830	521,190	17,360
MORGAN STANLEY 5.300%	1,000,000	1,025,730	1,000,000	1,025,730	1,005,460	(20,270)
MORGAN STANLEY 4.750% 4/01/14	1,000,000	953,835	1,000,000	953,835	1,035,480	81,645
MORGAN STANLEY 4.000% 7/30/20	500,000	493,750	500,000	493,750	509,325	15,575
NATIONAL RETAIL PROPERTIES 6.150% 12/15/15	500,000	551,650	500,000	551,650	564,505	12,855
NATIONWIDE HLTH 6.000% 5/20/15	500,000	544,225	500,000	544,225	555,665	11,440
NORDSTROM INC. 6.750% 6/1/14	750,000	760,125	750,000	760,125	813,585	53,460
NORDSTROM INC. 6.250% 1/15/18	500,000	589,210	500,000	589,210	606,175	16,965
POST APARTMENT HOMES 5.450% 6/01/12	500,000	508,255	-	-	-	-
PROTECTIVE LIFE SEC 5.450% 9/28/12	500,000	536,395	-	-	-	-
ROYAL BK SCOTLND GRP 6.400% 10/21/19	500,000	555,295	500,000	555,295	590,820	35,525
RPM INTERNATIONAL IN 6.500% 2/15/18	500,000	563,380	500,000	563,380	585,365	21,985
SAFEWAY INC 3.400% 12/01/16	-	-	500,000	518,285	516,360	(1,925)
SAFEWAY INC 5.625% 8/15/14	-	-	500,000	539,835	531,975	(7,860)
SCOTTISH PWR PLC 5.375% 3/15/15	250,000	273,428	250,000	273,428	268,058	(5,370)
SENIOR HOUSING PROP 4.300% 1/15/16	500,000	499,785	500,000	499,785	518,385	18,600
SIMON PROPERTY GROUP 2.150% 9/15/17	-	-	500,000	500,900	518,625	17,725
SOUTHERN PWR CO. 4.875% 7/15/15	500,000	497,805	500,000	497,805	547,675	49,870
SYMANTEC CORP 2.750% 6/15/17	-	-	500,000	513,350	514,210	860
TOYOTA MOTOR CREDIT 3.200% 6/17/15	500,000	507,610	500,000	507,610	530,205	22,595
UBS AG JERSEY BR 3.000% 8/4/15	500,000	506,000	500,000	506,000	501,620	(4,380)
UDR INC 5.130% 1/15/14	500,000	524,945	500,000	524,945	520,460	(4,485)
VALERO ENERGY CORP. 6.875% 4/15/12	500,000	540,000	-	-	-	-
VERIZON GLOBAL FDG 4.375% 6/1/13	500,000	535,560	500,000	535,560	508,140	(27,420)
WEINGARTEN REALTY IN 4.857% 1/15/14	-	-	500,000	521,400	517,475	(3,925)
WESTPAC BANKING CORP 4.200% 2/27/15	-	-	500,000	525,405	536,375	10,970
WHIRLPOOL CORP. 8.600% 5/1/14	500,000	549,575	500,000	549,575	547,520	(2,055)
WM WRIGLEY JR CO 4.650% 7/15/15	500,000	528,430	500,000	528,430	533,580	5,150
TOTAL		<u>36,634,009</u>		<u>35,516,085</u>	<u>36,031,415</u>	<u>515,330</u>

Capital Gains and Losses for Tax on Investment Income-Short Term
Year Ending December 31, 2012

Shares	Security	Bought	Sold	Gross Proceeds	Cost Basis	Gain/Loss
500,000	VR FED HOME LN MTG 3.000% 7	6/20/2011	1/13/2012	500,000	498,750	1,250
500,000	VR FED NATL MTG ASSN 3.125% 10	8/2/2011	1/21/2012	500,000	499,150	850
500,000	VR FED HOME LN MTG 3.000% 7	7/8/2011	1/27/2012	500,000	499,350	650
500,000	VR FED HOME LN MTG 3.000% 7	6/30/2011	1/27/2012	500,000	498,750	1,250
500,000	VR FED HOME LN BK 3.000% 8	8/16/2011	2/25/2012	500,000	499,600	400
107,143	VR FED HOME LN BK 3.000% 8	8/16/2011	2/27/2012	107,143	106,929	214
500,000	VR FED NATL MTG ASSN 1.000% 11	11/18/2011	5/17/2012	500,000	499,750	250
500,000	VR FED NATL MTG ASSN 3.000% 8	8/16/2011	5/24/2012	500,000	499,650	350
392,857	VR FED HOME LN BK 3.000% 8	8/16/2011	5/25/2012	392,857	392,071	786
500,000	POST APARTMENT HOMES 5.450% 6	12/16/2011	6/1/2012	500,000	508,255	(8,255)
500,000	VR FED NATL MTG ASSN 1.500% 12	11/22/2011	6/15/2012	500,000	499,500	500
500,000	VR FED NATL MTG ASSN 3.250% 10	10/13/2011	7/27/2012	500,000	499,500	500
500,000	VR FED NATL MTG ASSN 3.000% 10	10/24/2011	7/27/2012	500,000	499,000	1,000
500,000	VR FED NATL MTG ASSN 3.000% 11	11/14/2011	8/25/2012	500,000	498,350	1,650
500,000	VR FED NATL MTG ASSN 1.000% 4	4/4/2012	10/26/2012	500,000	500,000	-
500,000	FED NATL MTG ASSN 4.000% 11	5/16/2012	11/7/2012	500,000	506,570	(6,570)
500,000	FED HOME LN BK 5.625% 6	1/26/2012	11/28/2012	585,800	572,660	13,140
500,000	VR FED NATL MTG ASSN 1.500% 3	2/23/2012	12/19/2012	500,000	499,875	125
TOTAL				8,585,800	8,577,710	8,090

The William G. Irwin Foundation
Capital Gains and Losses for Tax on Investment Income-Long Term
Year Ending December 31, 2012EIN: 94-6069873
Statement 15B

Shares	Security	Bought	Sold	Gross Proceeds	Cost Basis	Gain/Loss
264,000.00	AVALONBAY CMNTYS INC 5.500%	7/28/2009	1/15/2012	264,000	270,312	(6,312)
2,630.60	VR IMPAC SECD ASSE 4.892% 8	3/1/2005	1/25/2012	2,631	2,626	4
500,000.00	FED HOME LN BK 2.000% 10	10/15/2010	1/28/2012	500,000	499,000	1,000
70.92	GNMA POOL 279915 09.5000081	7/31/1989	2/15/2012	71	72	(1)
111,111.11	FED HOME LN BK 2.500% 11	11/2/2010	2/24/2012	111,111	110,944	167
420.64	FNMA POOL 354006 7.500% 81	8/7/1996	5/10/7718	421	418	2
118.21	FNMA POOL 535915 7.000% 41	6/7/2001	2/25/2012	118	120	(1)
873.49	FNMA POOL 576386 6.000% 51	5/8/2001	2/25/2012	873	872	1
8,387.74	VR IMPAC SECD ASSE 4.892% 8	3/1/2005	2/25/2012	8,388	8,374	14
1,000,000.00	CSXCORP 6.300% 3	8/25/2008	3/15/2012	1,000,000	1,015,780	(15,780)
71.52	GNMA POOL 279915 09.5000081	7/31/1989	3/15/2012	72	72	(1)
1,000,000.00	FEDERATED RETAIL HOL 5.350% 3	12/5/2007	3/15/2012	1,000,000	986,450	13,550
49.61	FNMA POOL 535915 7.000% 41	6/7/2001	3/25/2012	50	50	(1)
879.40	FNMA POOL 576386 6.000% 51	5/8/2001	3/25/2012	879	878	1
10,503.78	VR IMPAC SECD ASSE 4.892% 8	3/1/2005	3/25/2012	10,504	10,487	17
203.75	FNMA POOL 354006 7.500% 81	8/7/1996	3/25/2012	204	203	1
1,000,000.00	EASTMAN CHEMICAL 7.000% 4	4/2/2008	4/15/2012	1,000,000	1,071,290	(71,290)
72.11	GNMA POOL 279915 09.5000081	7/31/1989	4/15/2012	72	73	(1)
500,000.00	VALERO ENERGY CORP 6.875% 4	7/21/2010	4/15/2012	500,000	540,000	(40,000)
13,193.39	FNMA POOL 354006 7.500% 81	8/7/1996	4/25/2012	13,193	13,126	68
4,481.92	VR IMPAC SECD ASSE 4.892% 8	3/1/2005	4/25/2012	4,482	4,475	7
884.10	FNMA POOL 576386 6.000% 51	5/8/2001	4/25/2012	884	883	1
71.44	FNMA POOL 535915 7.000% 41	6/7/2001	4/25/2012	71	72	(1)
72.72	GNMA POOL 279915 09.5000081	7/31/1989	5/15/2012	73	74	(1)
163.42	FNMA POOL 354006 7.500% 81	8/7/1996	5/25/2012	163	163	1
62.12	FNMA POOL 535915 7.000% 41	6/7/2001	5/25/2012	62	63	(1)
888.87	FNMA POOL 576386 6.000% 51	5/8/2001	5/25/2012	889	888	1
4,061.54	VR IMPAC SECD ASSE 4.892% 8	3/1/2005	5/25/2012	4,062	4,055	7
500,000.00	FED NATL MTG ASSN 5.780% 6	5/19/2009	6/7/2012	500,000	540,180	(40,180)
50.00	PHILLIPS 66	3/26/2009	6/8/2012	1,606	917	689
2,500.00	INTERNATIONAL BUSINESS MACHS	8/24/2001	6/8/2012	483,950	267,427	216,523
150.00	PHILLIPS 66	3/26/2009	6/8/2012	4,817	2,752	2,065
2,100.00	PHILLIPS 66	3/26/2009	6/8/2012	67,437	38,518	28,919

Capital Gains and Losses for Tax on Investment Income-Long Term

Year Ending December 31, 2012

Shares	Security	Bought	Sold	Gross Proceeds	Cost Basis	Gain/Loss
5,200.00	PHILLIPS 66	3/26/2009	6/8/2012	166,986	95,425	71,561
50.00	PHILLIPS 66	7/27/2009	6/8/2012	1,606	1,037	568
1,622.00	PHILLIPS 66	7/27/2009	6/8/2012	52,087	33,660	18,427
2,271.50	PHILLIPS 66	7/27/2009	6/8/2012	72,944	47,169	25,775
1,909.50	PHILLIPS 66	7/27/2009	6/8/2012	61,319	39,643	21,676
1,647.00	PHILLIPS 66	7/27/2009	6/8/2012	52,890	34,186	18,704
73.32	GNMA POOL 279915 09.5000081	7/31/1989	6/15/2012	73	74	(1)
164.53	FNMA POOL 354006 7.500% 81	8/7/1996	6/25/2012	165	164	1
101.94	FNMA POOL 535915 7.000% 41	6/7/2001	6/25/2012	102	103	(1)
893.64	FNMA POOL 576386 6.000% 51	5/8/2001	6/25/2012	894	893	1
1,185.12	VR IMPAC SECD ASSE 4.892% 8	3/1/2005	6/25/2012	1,185	1,183	2
73.93	GNMA POOL 279915 09.5000081	7/31/1989	7/15/2012	74	75	(1)
165.68	FNMA POOL 354006 7.500% 81	8/7/1996	7/15/2012	166	165	1
70.14	FNMA POOL 535915 7.000% 41	6/7/2001	7/25/2012	70	71	(1)
942.75	FNMA POOL 576386 6.000% 51	5/8/2001	7/25/2012	943	942	1
7,088.64	VR IMPAC SECD ASSE 4.892% 8	3/1/2005	7/25/2012	7,089	7,077	12
500,000.00	HSBC FINANCE CORP 4.500% 8	6/14/2011	8/15/2012	500,000	518,075	(18,075)
74.55	GNMA POOL 279915 09.5000081	7/31/1989	8/15/2012	75	76	(1)
166.82	FNMA POOL 354006 7.500% 81	8/7/1996	8/25/2012	167	166	1
64.90	FNMA POOL 535915 7.000% 41	6/7/2001	8/25/2012	65	66	(1)
7,162.91	FNMA POOL 576386 6.000% 51	5/8/2001	8/25/2012	7,163	7,154	9
11,670.50	VR IMPAC SECD ASSE 4.892% 8	3/1/2005	8/25/2012	11,671	11,651	19
950,000.00	GOLDMAN SACHS GROUP 5.700% 9	3/13/2003	9/1/2012	950,000	999,799	(49,799)
15,000.00	COMCAST CORP CLASS A	9/12/2008	9/14/2012	529,697	327,087	202,610
500,000.00	GENERAL ELEC CAP COR 6.000% 9	6/23/2010	9/15/2012	500,000	513,735	(13,735)
75.17	GNMA POOL 279915 09.5000081	7/31/1989	9/15/2012	75	76	(1)
500,000.00	GOLDMAN SACHS GRO 3.500% 6	6/16/2011	9/22/2012	500,000	496,250	3,750
9,185.02	VR IMPAC SECD ASSE 4.892% 8	3/1/2005	9/25/2012	9,185	9,170	15
866.16	FNMA POOL 576386 6.000% 51	5/8/2001	9/25/2012	866	865	1
381.35	FNMA POOL 535915 7.000% 41	6/7/2001	9/25/2012	381	386	(4)
167.97	FNMA POOL 354006 7.500% 81	8/7/1996	9/25/2012	168	167	1
500,000.00	PROTECTIVE LIFE SECD 5.450% 9	12/15/2009	9/28/2012	500,000	536,395	(36,395)
500,000.00	CLOROX 5.450% 10	3/30/2009	10/15/2012	500,000	519,495	(19,495)
75.79	GNMA POOL 279915 09.5000081	7/31/1989	10/15/2012	76	77	(1)

Year Ending December 31, 2012

Shares	Security	Bought	Sold	Gross Proceeds	Cost Basis	Gain/Loss
169.12	FNMA POOL 354006 7.500% 81	8/7/1996	10/25/2012	169	168	1
199.28	FNMA POOL 535915 7.000% 41	6/7/2001	10/25/2012	199	202	(2)
976.26	FNMA POOL 576386 6.000% 51	5/8/2001	10/25/2012	976	975	1
12,761.02	VR IMPAC SECD ASSE 4.892% 8	3/1/2005	10/25/2012	12,761	12,740	21
76.43	GNMA POOL 279915 09.500008	7/31/1989	11/15/2012	77	77	0
170.27	FNMA POOL 354006 7.500% 8	8/7/1996	11/25/2012	170	169	1
67.87	FNMA POOL 535915 7.000% 4	6/7/2001	11/25/2012	68	69	(1)
3,431.58	VR IMPAC SECD ASSE 4.892% 8	3/1/2005	11/25/2012	3,432	3,426	6
842.55	FNMA POOL 576386 6.000% 5	5/8/2001	11/25/2012	843	842	1
77.07	GNMA POOL 279915 09.500008	7/31/1989	12/15/2012	77	78	(1)
285,000.00	DOW CHEMICAL COMPANY 7.600%	12/13/2011	12/17/2012	312,453	323,506	(11,053)
1,000,000.00	AMERICAN EXPRESS 7.000% 3	3/13/2008	12/18/2012	1,262,110	1,010,730	251,380
262.70	FNMA POOL 535915 7.000% 41	6/7/2001	12/25/2012	263	266	(3)
171.47	FNMA POOL 354006 7.500% 81	8/7/1996	12/25/2012	172	171	2
499.20	FNMA POOL 576386 6.000% 51	5/8/2001	12/25/2012	499	499	1
5,003.78	VR IMPAC SECD ASSE 4.892% 8	3/1/2005	12/25/2012	5,004	4,996	8
				11,508,534	10,953,082	555,452
Less: Sales in 2013						
77.70	GNMA POOL 279915 09.5000081	7/31/1989	1/15/2013	78	79	(1)
172.62	FNMA POOL 354006 7.500% 81	8/7/1996	1/25/2013	173	172	1
2,262.35	FNMA POOL 576386 6.000% 51	5/8/2001	1/25/2013	2,262	2,260	3
124.04	FNMA POOL 535915 7.000% 41	6/7/2001	1/25/2013	124	125	(1)
				2,637	2,636	1
Add: 2012 sales reported on 2011 tax statement						
70.34	GNMA POOL 279915 09.5000 08/15/19	7/31/1989	1/15/2012	70	71	(1)
879.25	FNMA POOL 576386 6.000% 5/01/16	5/8/2001	1/25/2012	879	878	1
199.55	FNMA POOL 354006 7.500% 8/01/26	8/7/1996	1/25/2012	200	199	1
90.56	FNMA POOL 535915 7.000% 4/01/31	6/7/2001	1/25/2012	91	92	(1)
				1,240	1,240	0
TOTAL				11,507,137	10,951,686	555,451

THE WILLIAM G. IRWIN CHARITY FOUNDATION

YEAR 2012

PART VIII - SECTION 1

<u>Name</u>	<u>Title</u>	<u>Address</u>	<u>Comp</u>	<u>Hours</u>
William Lee Olds, Jr.	President	711 Russ Building 235 Montgomery Street San Francisco, CA 94104	None	10- 15/wk
Jane Olds Bogart	Vice President &Trustee	711 Russ Building 235 Montgomery Street San Francisco, CA 94104	None	10- 15/wk
William L. Olds III	Trustee	711 Russ Building 235 Montgomery Street San Francisco, CA 94104	None	10- 15/wk
Anthony O. Zanze	Trustee	711 Russ Building 235 Montgomery Street San Francisco, CA 94104	None	10- 15/wk
James F. Zanze	Trustee	711 Russ Building 235 Montgomery Street San Francisco, CA 94104	None	10- 15/wk

THE WILLIAM G. IRWIN CHARITY FOUNDATION

Year 2012

Supplementary Information

Part XV – Line 2

Question 2a: Contact Person

Dianna Deeley
Grants Administrator & Office Manager
711 Russ Building
235 Montgomery Street
San Francisco, CA 94104
(415) 362-6954

Question 2b: Application Form and Included Information

- 1) Expression of Interest requires summary letter only
- 2) Complete Proposal: including current Financial Statements and Budget; List of Officers, Directors and/or Trustees; copies of Federal and State Tax Exemption Letters; and Complete Justification for Request, History of Organization, and a Description of its Activities.

Question 2c: Submission Deadlines

Approximately Four (4) to Six (6) weeks prior to meeting date. Meetings are held approximately every Two (2) months.

Question 2d: Restrictions or Limitations on Awards

- 1) Grants are restricted to charitable uses in the states of California and Hawaii.
- 2) It is not a Foundation policy to approve grants for individuals or scholarships.
- 3) A waiting period of Twelve (12) months is required between proposal submissions.

<u>Community Projects</u>			
The Arc San Francisco	Major building renovation	100,000	9/20/2012
Covenant House, Oakland	Interior furnishings and equipment upgrade	50,000	11/30/2012
Episcopal Community Services, San Francisco	Server replacement project	76,000	5/25/2012
The Foundation Center, San Francisco	Operating support	7,500	3/2/2012
Hearing & Speech Center, San Francisco	Facilities improvement	100,000	11/30/2012
Hope 4 The Heart, Hayward	Construction project	100,000	11/30/2012
Jewish Community Center, San Francisco	Fitness center renovation project	50,000	11/16/2012
Novato Youth Center	Handicap accessible van	20,000	7/6/2012
St. Anne's Home, San Francisco	Security upgrade project	50,000	11/30/2012
St. Anthony Dining Room, San Francisco	Annual Grant	65,000	10/12/2012 - 12/13/2012
St. Paul of the Shipwreck Catholic Community, San Francisco	Bathroom renovation project	30,000	2/10/2012
St. Paul of the Shipwreck Catholic Community, San Francisco	Retaining wall project	34,000	12/21/2012 - 10/12/2012
The Salvation Army, San Francisco	Annual Grant	55,000	12/13/2012
San Francisco Food Bank	Hybrid truck purchase	182,000	8/3/2012
San Francisco Recreation and Parks Department	Boeddeker Park renovation project	100,000	11/30/2012
YMCA of San Francisco	Construction project	<u>100,000</u>	6/7/2012
		1,119,500	

<u>Cultural Projects</u>			
San Francisco Ballet	Annual Grant	40,000	12/21/2012
SFJAZZ	SFJAZZ Center Project	200,000	11/30/2012
San Francisco Opera	Annual Grant	40,000	12/21/2012
San Francisco Symphony	Annual Grant	<u>40,000</u>	12/21/2012
		320,000	

<u>Education Projects</u>			
Archbishop Riordan High School, San Francisco	Dormitory building renovation	250,000	2/29/2012
Children's Day School, San Francisco	Property purchase & renovation	100,000	11/30/2012
De Marillac Academy, San Francisco	Campus improvement	150,000	3/23/2012

Eastside College Preparatory School, East Palo Alto	Van purchase	31,000	12/21/2012
Marin Primary & Middle School, Larkspur	Magnolia Access Project	200,000	7/18/2012
Oakland Military Institute	Capital campaign	100,000	12/21/2012
Oakland School for the Arts	Equipment purchase	110,000	4/6/2012
St. Cecilia School, San Francisco	Remodeling project	75,000	6/28/2012
St. Ignatius College Preparatory SLS (St. Luke's School), San Francisco	Swimming pool refurbishment	100,000	2/10/2012
	Capital campaign	200,000	11/30/2012
St. Thomas the Apostle School, San Francisco	Boiler renovation project	37,500	4/20/2012
The San Francisco School	Community at the Center project	100,000	9/20/2012
Star of the Sea School, San Francisco			
	Windows replacement project	50,000	11/30/2012
Town School for Boys	Capital campaign	500,000	11/30/2012
		<u>2,003,500</u>	
	<u>Medical Projects</u>		
Hospice by the Bay	Mortgage reduction	100,000	1/6/2012
LifeLong Medical Care, Berkeley	Clinic construction	150,000	11/2/2012
St. Francis Memorial Hospital, San Francisco	Bothin Burn Center	150,000	9/7/2012
St. Mary's Medical Center, San Francisco	Vascular Suite	<u>250,000</u>	11/30/2012
		<u>650,000</u>	
	<u>Hawaii Projects</u>		
Aloha United Way, Honolulu	Annual Grant	<u>55,000</u>	9/20/2012
		<u>55,000</u>	
	<u>Southern California Projects</u>		
Dunn School, Los Olivos	Wastewater management system	<u>500,000</u>	11/30/2012
		<u>500,000</u>	
	Total Grants Paid in 2012	<u>4,648,000</u>	

The William G. Irwin Charity
Foundation
Grants Approved for Future Payment
December 31, 2012

Epiphany School, SF	30,000
Mercy Retirement & Care, SF	152,000
St. Brendan School, SF	30,000
St. Luke's School, SF	200,000
Society of St. Vincent de Paul, San Mateo	100,000
Town School for Boys, SF	<u>250,000</u>
TOTAL	762,000