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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 <b>THE HENRY MAYO NEWHALL FOUNDATION C/O KRAMER, BLUM AND ASSOCIATES, INC.</b>		A Employer identification number <b>94-6073084</b>
Number and street (or P O box number if mail is not delivered to street address) <b>57 POST STREET</b>	Room/suite <b>510</b>	B Telephone number <b>(415) 981-2966</b>
City or town, state, and ZIP code <b>SAN FRANCISCO, CA 94104</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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) \$ <b>36,686,479.</b>	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)
Revenue	1 Contributions, gifts, grants, etc., received	9,334.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	50.	50.		STATEMENT 1
	4 Dividends and interest from securities	1,062,198.	1,062,198.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,215,689.			
	b Gross sales price for all assets on line 6a	12,341,393.			
	7 Capital gain net income (from Part IV, line 2)		1,215,689.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	2,287,271.	2,277,937.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 3 43,026.	35,769.		7,256.
	c Other professional fees	STMT 4 319,043.	183,419.		135,624.
	17 Interest				
	18 Taxes	STMT 5 17,531.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	14,676.	0.		14,676.
	22 Printing and publications				
	23 Other expenses	STMT 6 8,326.	129.		8,197.
	24 Total operating and administrative expenses. Add lines 13 through 23	402,602.	219,317.		165,753.
	25 Contributions, gifts, grants paid	1,837,450.			1,837,450.
	26 Total expenses and disbursements. Add lines 24 and 25	2,240,052.	219,317.		2,003,203.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	47,219.				
b Net investment income (if negative, enter -0-)		2,058,620.			
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				
	2	Savings and temporary cash investments		2,681,233.	1,309,012.	1,309,012.
	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 7		2,497,034.	2,505,156.	2,564,338.
	b	Investments - corporate stock STMT 8		7,635,260.	10,177,089.	13,914,035.
	c	Investments - corporate bonds STMT 9		5,020,105.	4,340,947.	4,739,589.
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 10		13,207,072.	12,755,719.	14,159,505.	
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		31,040,704.	31,087,923.	36,686,479.	
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		31,040,704.	31,087,923.	
	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		31,040,704.	31,087,923.	
	31	Total liabilities and net assets/fund balances		31,040,704.	31,087,923.	

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	31,040,704.
2	Enter amount from Part I, line 27a	2	47,219.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	31,087,923.
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	31,087,923.

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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.)
<b>1a</b> CHARLES SCHWAB (SEE ATTACHMENT)	P	VARIOUS	VARIOUS
<b>b</b> CHARLES SCHWAB (SEE ATTACHMENT)	P	VARIOUS	VARIOUS
<b>c</b> CHARLES SCHWAB (SEE ATTACHMENT)	D	VARIOUS	VARIOUS
<b>d</b> CHARLES SCHWAB CAPITAL GAINS DISTRIBUTIONS	P		
<b>e</b>			

(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)
<b>a</b> 2,861,142.		2,630,433.	230,709.
<b>b</b> 8,481,472.		7,797,567.	683,905.
<b>c</b> 937,136.		697,704.	239,432.
<b>d</b> 61,643.			61,643.
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
<b>a</b>			230,709.
<b>b</b>			683,905.
<b>c</b>			239,432.
<b>d</b>			61,643.
<b>e</b>			

<b>2</b> 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>	<b>2</b>	1,215,689.
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		<b>3</b>	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,886,066.	36,059,538.	.052304
2010	1,411,947.	33,713,846.	.041880
2009	1,662,460.	30,736,464.	.054088
2008	968,708.	13,450,604.	.072020
2007	699,757.	13,892,714.	.050369

<b>2</b> Total of line 1, column (d)	<b>2</b>	.270661
<b>3</b> 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	<b>3</b>	.054132
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	<b>4</b>	36,306,309.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	1,965,333.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	20,586.
<b>7</b> Add lines 5 and 6	<b>7</b>	1,985,919.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	2,003,203.

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)**

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)		1	20,586.
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		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	20,586.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	20,586.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	21,911.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	
a 2012 estimated tax payments and 2011 overpayment credited to 2012		6d	
b Exempt foreign organizations - tax withheld at source		7	21,911.
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	
7 Total credits and payments. Add lines 6a through 6d		10	1,325.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		11	0.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 1,325. Refunded <input type="checkbox"/>			

**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
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. <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 ► <u>WWW.NEWHALLFOUNDATION.ORG</u>	13	X	
14	The books are in care of ► <u>KRAMER, BLUM AND ASSOCIATES, INC.</u> Telephone no. ► <u>(415) 981-2966</u> Located at ► <u>57 POST STREET, SAN FRANCISCO, CA</u> ZIP+4 ► <u>94104</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input 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	N/A	1b
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
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<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
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

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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**

**X**

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

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
SEE STATEMENT 11		0.	0.	0.

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

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

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

**0**

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATLANTIC TRUST PRIVATE WEALTH MANAGEMENT - 4675 MAC ARTHUR COURT, SUITE 1150, NEWPORT KRAMER, BLUM AND ASSOCIATIONS	INVESTMENT MANAGEMENT	183,419.
57 POST STREET, SAN FRANCISCO, CA 94104	FINANCIAL MANAGEMENT	135,624.

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	
<b>Total.</b> 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	35,892,450.
b	Average of monthly cash balances	1b	966,747.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	36,859,197.
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	36,859,197.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	552,888.
5	<b>Net value of noncharitable-use assets</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	36,306,309.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	1,815,315.

**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	1,815,315.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	20,586.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	20,586.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,794,729.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,794,729.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,794,729.

**Part XII** Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,003,203.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,003,203.
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	20,586.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	1,982,617.

**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.

**THE HENRY MAYO NEWHALL FOUNDATION**  
**C/O KRAMER, BLUM AND ASSOCIATES, INC.**

Form 990-PF (2012)

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**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7				1,794,729.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2012:				
<b>a</b> From 2007				
<b>b</b> From 2008	253,068.			
<b>c</b> From 2009	147,347.			
<b>d</b> From 2010				
<b>e</b> From 2011	125,779.			
<b>f</b> Total of lines 3a through e	526,194.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ► \$ 2,003,203.				
<b>a</b> Applied to 2011, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2012 distributable amount				1,794,729.
<b>e</b> Remaining amount distributed out of corpus	208,474.			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	734,668.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	734,668.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2008	253,068.			
<b>b</b> Excess from 2009	147,347.			
<b>c</b> Excess from 2010				
<b>d</b> Excess from 2011	125,779.			
<b>e</b> Excess from 2012	208,474.			

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

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

**d** 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

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(i)(3)(B)(iii)

**(3) Largest amount of support from an exempt organization**

**(4) Gross investment income**

[illegible]

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

## 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 12

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

**c Any submission deadlines:**

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

## THE HENRY MAYO NEWHALL FOUNDATION

Form 990-PF (2012)

C/O KRAMER, BLUM AND ASSOCIATES, INC.

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**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
<b>a Paid during the year</b>				
SEE ATTACHED STATEMENT B	NONE	PUBLIC CHARITY	GENERAL FUND	1,837,450.
<b>Total</b>			<b>3a</b>	1,837,450.
<b>b Approved for future payment</b>				
SEE ATTACHED STATEMENT B	NONE	PUBLIC CHARITY	GENERAL FUND	392,500.
<b>Total</b>			<b>3b</b>	392,500.

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	50.		
4 Dividends and interest from securities			14	1,062,198.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	1,215,689.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		2,277,937.		0.
13 Total. Add line 12, columns (b), (d), and (e)						2,277,937.

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

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

[illegible]

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


		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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


b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Sign Here 
 Date 13.30.13
 Title President

Signature of officer or trustee \_\_\_\_\_ Date \_\_\_\_\_ Title \_\_\_\_\_

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature 	Date 3/27/13	Check <input type="checkbox"/> if self-employed	PTIN P01008919
	Firm's name ▶ BURR PILGER MAYER, INC.			Firm's EIN ▶ 26-3839190	
	Firm's address ▶ 600 CALIFORNIA STREET, SUITE 1300 SAN FRANCISCO, CA 94108			Phone no. 415.421.5757	

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

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

OMB No 1545-0047

**2012**

Name of the organization

THE HENRY MAYO NEWHALL FOUNDATION  
C/O KRAMER, BLUM AND ASSOCIATES, INC.

Employer identification number

94-6073084

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)( ) (enter number) organization

☐4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

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

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

**Special Rules**☐

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

☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ \_\_\_\_\_**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization <b>THE HENRY MAYO NEWHALL FOUNDATION</b> <b>C/O KRAMER, BLUM AND ASSOCIATES, INC.</b>	Employer identification number <b>94-6073084</b>
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	LEILA NEWHALL CHARITABLE REMAINDER TRUST C/O WELLS FARGO BANK N.A., P.O. BOX 63954  SAN FRANCISCO, CA 94163	\$ <u>9,334.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



Name of organization

THE HENRY MAYO NEWHALL FOUNDATION  
C/O KRAMER, BLUM AND ASSOCIATES, INC.

Employer identification number

94-6073084

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

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

Name of organization

Employer identification number

THE HENRY MAYO NEWHALL FOUNDATION  
C/O KRAMER, BLUM AND ASSOCIATES, INC.

94-6073084

**Part III**

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

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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FORM 990-PF	INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS	STATEMENT	1
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SOURCE	AMOUNT
CITY NATIONAL BANK	50.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	50.

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FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ACCRUED INTEREST PAID	-7,000.	0.	-7,000.
BOND AMORTIZATION	9,618.	0.	9,618.
CASH FROM LIQUIDATION	3,157.	0.	3,157.
CORPORATE BONDS	239,662.	0.	239,662.
GOVERNMENT OBLIGATION INTEREST	53,656.	0.	53,656.
MONEY FUNDS DIVIDENDS	86.	0.	86.
STOCK DIVIDENDS	720,831.	0.	720,831.
TREASURY BONDS	42,188.	0.	42,188.
TOTAL TO FM 990-PF, PART I, LN 4	1,062,198.	0.	1,062,198.

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FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	29,026.	21,769.		7,256.
AUDIT	14,000.	14,000.		0.
TO FORM 990-PF, PG 1, LN 16B	43,026.	35,769.		7,256.

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FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT FEES	183,419.	183,419.		0.	
MANAGEMENT FEES	135,624.	0.		135,624.	
TO FORM 990-PF, PG 1, LN 16C	319,043.	183,419.		135,624.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL INCOME TAXES	17,531.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	17,531.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK CHARGES	129.	129.		0.	
FILING FEES	160.	0.		160.	
OFFICE EXPENSES	5,559.	0.		5,559.	
INSURANCE	2,478.	0.		2,478.	
TO FORM 990-PF, PG 1, LN 23	8,326.	129.		8,197.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS				STATEMENT	7
DESCRIPTION		U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
400,000 US TREAS NOTE 4.25% 8/15/15		X		431,647.	440,750.	
100,000 US TREAS NOTE 4.25% 11/15/14		X		105,365.	107,422.	
150,000 UST INFL IDX 1.25% 4/15/14		X		167,600.	169,051.	
200,000 UST INFL IDX 1.625% 1/15/18		X		206,779.	256,029.	
300,000 FEDERAL HOME LN 4.375% 7/17/15		X		320,696.	330,153.	
300,000 US TREASURY NOTE 5.125% 5/16		X		357,026.	346,875.	
300,000 FEDERAL NAT'L MTG 5%		X		348,640.	343,080.	
475,000 FEDERAL NAT'L MTG 5.375%		X		567,403.	570,978.	
TOTAL U.S. GOVERNMENT OBLIGATIONS				2,505,156.	2,564,338.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS						
TOTAL TO FORM 990-PF, PART II, LINE 10A				2,505,156.	2,564,338.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
3,445 ABBOTT LAB	0.	0.	
3,170 ACCENTURE PLC	0.	0.	
7,110 AETNA INC	245,294.	329,263.	
4,320 ANADARKO PETROLEUM CORP	274,518.	321,018.	
2,460 APPLE COMPUTER INC	218,848.	1,309,144.	
2,685 CVS CAREMARK INC	147,219.	210,323.	
15,020 CISCO SYSTEMS INC	262,081.	295,134.	
6,705 COMCAST CORP	114,290.	250,499.	
4,885 DANAHER CORP	176,963.	273,072.	
1,985 EQT CORP	74,884.	117,075.	
6,593 EXPRESS SCRIPTS INC	304,320.	356,022.	
3,886 FIDELITY NATL INFO SVCS	77,237.	135,272.	
3,030 FISERV INC.	146,275.	239,461.	
16,945 GENERAL ELECTRIC CO	255,750.	355,676.	
5,705 HEINZ CO	239,571.	329,064.	
7,475 JP MORGAN	259,000.	328,669.	
5,749 MERCK & CO INC.	172,721.	235,364.	
2,410 NIKE INC	70,661.	124,356.	
1,815 NORFOLK SOUTHERN CORP	0.	0.	
12,180 ORACLE CORP	256,347.	405,838.	
2,715 PEPSICO INCORPATED	146,854.	185,787.	

2,940 PRAXAIR INC	252,424.	321,783.
3,005 PROCTOR & GAMBLE	0.	0.
2,000 SCHLUMBERGER LTD	0.	0.
4,995 TARGET CORPORATION	196,364.	295,554.
3,820 UNITED TECHNOLOGIES	223,671.	313,278.
5,730 UNITED HEALTH GROUP INC	143,441.	310,795.
1,395 VF CORP	135,676.	210,603.
7,425 WALGREEN COMPANY	219,180.	274,799.
10,125 WELLS FARGO & CO	305,318.	346,073.
8,000 WESTERN UNION COMPANY	0.	0.
12,825 WILLIAMS COMPANIES	260,437.	419,891.
897 ALLIANCE DATA SYSTEMS	50,030.	129,850.
2,875 APACHE CORP	255,874.	225,688.
2,221 EXXON MOBIL CORP	0.	0.
8,605 REPUBLIC SERVICES INC.	238,304.	252,385.
5,920 SPECTRA ENERGY CORP	139,289.	162,090.
2,690 TJX COS INC.	57,834.	114,191.
935 TIME WARNER	0.	0.
1,045 VISA INC	70,788.	158,401.
5,285 AUTO DATA PROCESSING	223,398.	300,875.
2,530 CORRECTIONS CP AMER NEW	0.	0.
4,460 COVIDIEN PLC NEW	208,503.	257,520.
5,010 FREEPORT MCMORAN COPPER	170,153.	171,342.
496 GOOGLE INC CLASS A	275,230.	350,860.
3,235 MCDONALDS CORP	251,889.	285,359.
1,010 MEDCOHEALTH SOLUTIONS	0.	0.
12,395 MICROSOFT CORP	313,781.	331,067.
3,410 NETAPP INC	128,267.	114,406.
1,965 VALSPAR CORPORATION	0.	0.
3,285 BMC SOFTWARE INC.	128,591.	130,152.
16,085 BANK OF AMERICA CORP	127,241.	186,747.
741 BLACKROCK	130,948.	153,172.
4,000 CITIGROUP INC	127,927.	158,240.
2,745 CHECK PT SOFTWARE TECH	129,979.	130,772.
2,190 CME GROUP INC.	127,100.	110,967.
6,110 CROWN HOLDINGS INC	212,935.	224,909.
8,375 E M C CORP MASS	202,685.	211,888.
10,285 FORD MOTOR COMPANY	127,759.	133,191.
2,970 JOHNSON & JOHNSON	202,116.	208,197.
6,910 KINDER MORGAN INC	232,058.	244,130.
4,015 PG&E CORP	166,750.	161,323.
8,640 QEP RESOURCES INC	262,421.	261,533.
3,785 STRYKER CORP	200,641.	207,494.
4,100 U S BANCORP	136,400.	130,954.
895 UNION PACIFIC CORP	98,854.	112,519.
TOTAL TO FORM 990-PF, PART II, LINE 10B	10,177,089.	13,914,035.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
200,000 ABBOT LABS 5.6% 11/30/17	0.	0.	
400,000 BERKSHIRE HEALTH FIN 5.4% 5/15/18	440,612.	481,181.	
200,000 CATERPILLAR INC 5.7% 8/15/16	208,849.	231,333.	
400,000 CHEVRON CORP 3.95% 3/3/14	0.	0.	
250,000 EI DU PONT DE NEMOURS 5% 7/15/13	263,615.	256,247.	
600,000 GOLDMAN SACHS 0% 5/7/13	293,330.	533,630.	
75,000 HOUSEHOLD FIN 6.375%	0.	0.	
250,000 IBM CORP 7.5% 6/15/13	282,865.	258,135.	
150,000 JOHN DEERE CAP CORP 2.875% 6/19/12	0.	0.	
400,000 JP MORGAN CHASE 4.65% 6/1/14	419,648.	421,058.	
250,000 NORTHERN TRUST CORP 5.5% 8/15/13	264,088.	257,667.	
125,000 ORACLE 5.25% 1/15/16	122,888.	141,292.	
200,000 PITNEY BOWES 4.625% 10/1/12	0.	0.	
250,000 SOWSTN BELL TEL 7% 7/1/15	0.	0.	
300,000 UNITED TECH CORP 5.375% 12/15/17	312,163.	356,774.	
100,000 BAACT 2007 5.59% 11/15/14	0.	0.	
100,000 PG&E EGY RECOVERY 5.03% 3/25/14	0.	0.	
150,000 EI DU PONT DE NEMOURS 6% 7/15/18	178,219.	185,499.	
150,000 HEWLETT PACKARD 4.75%	166,683.	156,241.	
150,000 CISCO SYSTEMS INC 4.95%	172,177.	177,890.	
400,000 GEN ELEC CAP 5.625%	432,545.	474,378.	
250,000 PEPSICO INC 4.5% 1/15/20	286,685.	288,821.	
250,000 SOUTHWESTERN BELL TEL 7% 7/1/15	258,695.	286,524.	
200,000 DISNEY WALT CO 5.625% 9/15/16	237,885.	232,919.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,340,947.	4,739,589.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
100,000 LEHMAN BROS HLDG 0% 2/11/10	COST	0.	17,750.
34,159.715 DREYFUS EMERG MKT DEBT	COST	486,142.	524,010.
29,425.085 TEMPLETON GLOBAL BOND	COST	345,345.	392,530.
71,129.266 BOSTON TRUST SMALL CAP	COST	722,297.	927,539.
31,012.540 MANAGERS AMG TIMES	COST		
SQUARE MID CAP		335,520.	466,739.
27,036.286 MATTHEWS ASIAN GROWTH & INCOME FUND	COST	0.	0.
203,557.830 PIMCO COMMODITY REAL	COST	0.	0.
351 GEN ELECT CAP 6.625%	COST	7,813.	8,782.
100,061.238 RIDGEWORTH SEIX FLOAT	COST	0.	0.
41,848.083 FIRST EAGLES OVERSEAS	COST	0.	0.

21,163.411 MATTHEWS PACIFIC TIGER	COST	198,310.	260,107.
95,722.517 NEUBERGER BERMAN EQUITY	COST	1,039,135.	1,118,996.
37,810 JP MORGAN EXCH TRADED NT	COST	1,316,552.	1,454,173.
6,180 SPDR S&P 400 ETF	COST	585,926.	1,147,688.
13,730 SPDR S&P 500 ETF	COST	0.	0.
21,370 VANGUARD MSCI EMERGING	COST	0.	0.
5,880 ISHARES TR BARCLAYS BOND	COST	613,792.	620,222.
214,137.518 RIDGEWORTH SEIX FLOAT	COST	1,906,620.	1,922,955.
710,708.052 FRANKLIN HIGH INCOME	COST	1,400,050.	1,485,380.
272,248.710 PRUDENTIAL HIGH YIELD	COST	1,516,966.	1,557,263.
167,264.038 CREDIT SUISSE COMMODITY	COST	1,400,000.	1,343,130.
15,444.842 LAZARD EMERG MKTS INST	COST	304,612.	301,792.
41,623.817 VIRTUS EMRG MKTS OPPTY	COST		
FD		404,544.	429,142.
8,835.644 YACKTMAN FOCUSED FUND	COST	172,095.	181,307.
TOTAL TO FORM 990-PF, PART II, LINE 13		12,755,719.	14,159,505.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 11
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARION HILL 57 POST STREET, SUITE 510 SAN FRANCISCO, CA 94104	DIRECTOR 1.00	0.	0.	0.
DAVID S. NEWHALL 57 POST STREET, SUITE 510 SAN FRANCISCO, CA 94104	VICE PRESIDENT / DIRECTOR 1.00	0.	0.	0.
ANGELICA C. SIMMONS 57 POST STREET, SUITE 510 SAN FRANCISCO, CA 94104	SECRETARY / DIRECTOR 1.00	0.	0.	0.
ROGER B. NEWHALL 57 POST STREET, SUITE 510 SAN FRANCISCO, CA 94104	PRESIDENT / DIRECTOR 1.00	0.	0.	0.
PRUDENCE J. NOON 57 POST STREET, SUITE 510 SAN FRANCISCO, CA 94104	DIRECTOR 1.00	0.	0.	0.
GEORGE NEWHALL 57 POST STREET, SUITE 510 SAN FRANCISCO, CA 94104	DIRECTOR 1.00	0.	0.	0.



ANTHONY NEWHALL 57 POST STREET, SUITE 510 SAN FRANCISCO, CA 94104	TREASURER/DIRECTOR 1.00	0.	0.	0.
DONNA CHESEBROUGH 57 POST STREET, SUITE 510 SAN FRANCISCO, CA 94104	DIRECTOR 1.00	0.	0.	0.
NATASHA HUNT 57 POST STREET, SUITE 510 SAN FRANCISCO, CA 94104	DIRECTOR 1.00	0.	0.	0.
SCOTT DUNHAM 57 POST STREET, SUITE 510 SAN FRANCISCO, CA 94104	DIRECTOR 1.00	0.	0.	0.
ROBERT NEWHALL CHESEBROUGH III 57 POST STREET, SUITE 510 SAN FRANCISCO, CA 94104	DIRECTOR 1.00	0.	0.	0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

0.	0.	0.
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FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT	12
	PART XV, LINES 2A THROUGH 2D		

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NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

THE HENRY MAYO NEWHALL FOUNDATION, C/O KRAMER, BLUM AND ASSOCIATES, INC.  
57 POST STREET  
SAN FRANCISCO, CA 94104

TELEPHONE NUMBER

(415) 986-2966

FORM AND CONTENT OF APPLICATIONS

PROPOSALS SHOULD INCLUDE A DESCRIPTION OF THE CHARITY, THE AMOUNT OF THE REQUEST, AND A WRITTEN DESCRIPTION OF THE PROJECT WITH BUDGET. THE CHARITY'S ANNUAL RETURN AND TAX EXEMPT PAPERWORK SHOULD BE INCLUDED WITH THE REQUEST

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

THE HENRY MAYO NEWHALL FOUNDATION  
2012 Capital Gains / Losses Recap  
FEIN 94-6073084

Gain Loss Transaction Detail

Asset Description	Disposition Trade Date	Acquisition Date	Shares / Par Value	Proceeds	Cost	Short Term Gain or Loss	Long Term Gain or Loss
EXXON MOBIL CORP COM	01/12/2012	10/01/2010	-2,221.000	\$186,949.02	\$134,507.93	\$0.00	\$52,441.09
COMCAST CORP CL A	01/20/2012	01/29/2008	-2,250.000	\$58,302.06	\$39,919.24	\$0.00	\$18,382.82
VALSPAR CORP COM	01/24/2012	07/20/2011	-1,965.000	\$82,422.99	\$67,774.33	\$14,648.66	\$0.00
WPX ENERGY INC COM	01/25/2012	07/27/2010	-2,855.000	\$45,859.17	\$28,563.00	\$0.00	\$17,296.17
TIME WARNER CABLE INC COM	01/30/2012	12/20/2011	-935.000	\$68,253.53	\$58,236.82	\$10,016.71	\$0.00
CORRECTIONS CORP AMER NEW COM NEW	02/06/2012	10/14/2011	-557.000	\$13,207.41	\$12,521.83	\$685.58	\$0.00
CORRECTIONS CORP AMER NEW COM NEW	02/07/2012	10/14/2011	-1,973.000	\$47,083.69	\$44,354.69	\$2,729.00	\$0.00
SCHLUMBERGER LTD COM	02/14/2012	11/08/2006	-2,000.000	\$155,501.46	\$81,262.53	\$0.00	\$74,238.93
COMCAST CORP CL A	02/15/2012	01/29/2008	-2,430.000	\$69,787.17	\$43,112.78	\$0.00	\$26,674.39
SPDR S&P 500 ETF TRUST	02/15/2012	12/14/2011	-13,730.000	\$1,851,470.19	\$1,670,843.57	\$180,626.62	\$0.00
CME GROUP INC COM	03/01/2012	02/15/2012	-210.000	\$60,680.70	\$60,938.54	-\$257.84	\$0.00
PIMCO COMMODITY REALRETURN	03/06/2012	various	-69,131.022	\$474,221.85	\$510,637.50	-\$36,415.65	\$0.00
STRATEGYFD INS #45	03/06/2012	various	-134,426.808	\$922,134.91	\$992,945.95	\$0.00	-\$70,811.04
PIMCO COMMODITY REALRETURN	03/09/2012	various	-809.864	\$13,395.15	\$11,850.08	\$1,545.07	\$0.00
MATTHEWS ASIAN GROWTH & INCOME FD	03/09/2012	various	-26,226.422	\$433,785.02	\$383,749.86	\$0.00	\$50,035.16
MATTHEWS ASIAN GROWTH & INCOME FD	03/09/2012	various	-10,596.026	\$240,000.00	\$195,821.94	\$0.00	\$44,178.06
MATTHEWS PACIFIC TIGER FD CL I	03/12/2012	12/29/2010	-1,015.000	\$61,938.83	\$44,821.66	\$0.00	\$17,117.17
ACCENTURE PLC CLASS A ORDINARYSHARES	03/26/2012	04/11/2007	-5,264.026	\$5,264.02	\$5,260.41	\$0.00	\$3.61
PG&E ENERGY RECOVERY FDG LLC 2005	04/03/2012	8/22/2011	-1,010.000	\$75,302.47	\$53,883.66	\$21,418.81	\$0.00
2ENERGY RECOVERY BD CL A 2.503% DTD	04/04/2012	1/22/2010	-0.100	\$5.69	\$5.65	\$0.04	\$0.00
MEDCO HEALTH SOLUTIONS INC COM							
EXPRESS SCRIPTS HLDG CO COM							
VANGUARD INTL EQUITY INDEX FDSMSCI	04/23/2012	10/20/2011	-21,370.000	\$895,803.52	\$823,386.50	\$72,417.02	\$0.00
EMERGING MKTS ETF							
VISA INC COM CL A	04/25/2012	4/19/2011	-690.000	\$82,869.30	\$52,230.15	\$0.00	\$30,639.15
TJX COS INC NEW COM	05/08/2012	04/11/2011	-1,730.000	\$71,005.44	\$44,217.72	\$0.00	\$26,787.72
FIRST EAGLE OVERSEAS FD I #902	05/09/2012	various	-1,059.885	\$22,669.67	\$20,920.39	\$1,749.28	\$0.00
FIRST EAGLE OVERSEAS FD I #902	05/09/2012	various	-40,788.198	\$872,410.88	\$805,092.27	\$0.00	\$67,318.61
ISHARES TR BARCLYS 1 3YR CR	05/16/2012	05/09/2012	-3,820.000	\$400,205.77	\$400,779.42	-\$573.65	\$0.00
FIDELITY NATL INFORMATION SVCS INCCOM	05/18/2012	10/05/2010	-1,720.000	\$54,816.37	\$46,119.90	\$0.00	\$8,696.47
PEPSICO INC COM	05/18/2012	01/07/2010	-1,315.000	\$89,292.54	\$73,236.93	\$0.00	\$16,055.61
ACCENTURE PLC CLASS A ORDINARYSHARES	06/07/2012	11/29/2010	-2,155.000	\$126,923.96	\$94,097.46	\$0.00	\$32,826.50
BA CREDIT CARD TR SER 2007 8A CL A5.59%	06/15/2012	05/30/2008	-100,000.000	\$100,000.00	\$102,685.16	\$0.00	-\$2,685.16

**THE HENRY MAYO NEWHALL FOUNDATION**  
**2012 Capital Gains / Losses Recap**  
**FEIN 94-6073084**

**Gain Loss Transaction Detail**

Asset Description	Disposition Trade Date	Acquisition Date	Shares / Par Value	Proceeds	Cost	Short Term Gain or Loss	Long Term Gain or Loss
JOHN DEERE CAP CO MTN FDIC-TLG GTDNT	06/19/2012	04/13/2009	-150,000.000	\$150,000.00	\$155,177.00	\$0.00	-\$5,177.00
BLACKROCK INC COM	06/25/2012	02/15/2012	-753.000	\$126,414.59	\$143,702.56	-\$17,287.97	\$0.00
PITNEY BOWES INC SR NT4.625% DTD	06/30/2012	4/3/2008	-200,000.000	\$200,953.57	\$201,242.00	\$0.00	-\$288.43
VISA INC COM CLA	07/16/2012	7/19/2011	-545.000	\$69,800.67	\$39,077.56	\$0.00	\$30,723.11
TJX COS INC NEW COM	08/01/2012	04/11/2011	-1,370.000	\$60,559.45	\$32,153.30	\$0.00	\$28,406.15
TARGET CORP COM	08/20/2012	01/06/2011	-1,270.000	\$80,758.32	\$70,095.20	\$0.00	\$10,663.12
TJX COS INC NEW COM	08/27/2012	12/20/2010	-1,770.000	\$81,046.03	\$38,510.72	\$0.00	\$42,535.31
ISHARES TR BARCLYS 1 3YR CR	09/18/2012	05/09/2012	-4,730.000	\$499,763.48	\$494,292.70	\$5,470.78	\$0.00
NORFOLK SOUTHN CORP COM	09/20/2012	01/28/2009	-1,815.000	\$120,097.62	\$71,932.42	\$0.00	\$48,165.20
GOOGLE INC CL A	09/25/2012	03/15/2011	-97.000	\$73,740.19	\$54,709.28	\$0.00	\$19,030.91
VISA INC COM CLA	10/12/2012	1/20/2011	-515.000	\$71,744.80	\$36,125.54	\$0.00	\$35,619.26
ALLIANCE DATA SYSTEMS CORP COM	10/31/2012	11/29/2010	-478.000	\$67,864.00	\$27,247.96	\$0.00	\$40,616.04
WESTERN UN CO COM	10/31/2012	11/29/2010	-4,436.000	\$56,685.85	\$78,894.94	\$0.00	-\$22,209.09
CME GROUP INC COM	11/01/2012	2/15/2012	-1,185.000	\$66,756.36	\$68,773.49	-\$2,017.13	\$0.00
ABBOTT LAB NTS5.60% DTD 11/09/2007 DUE	11/13/2012	8/24/2010	-200,000.000	\$246,170.05	\$239,668.20	\$0.00	\$6,501.85
ALLIANCE DATA SYSTEMS CORP COM	11/19/2012	2/19/2010	-470.000	\$65,403.10	\$26,791.93	\$0.00	\$38,611.17
STRYKER CORP COM	11/19/2012	2/15/2012	-1,055.000	\$55,603.39	\$56,620.94	-\$1,017.55	\$0.00
WESTERN UN CO COM	11/19/2012	Various	-4,623.101	\$58,858.22	\$81,887.21	-\$23,028.99	\$0.00
WESTERN UN CO COM	11/19/2012	Various	-3,615.899	\$46,035.20	\$64,047.03	\$0.00	-\$18,011.83
HEINZ H J CO COM	11/20/2012	1/7/2010	-1,220.000	\$70,015.16	\$51,833.15	\$0.00	\$18,182.01
HOUSEHOLD FIN CORP FR6.375% DTD	11/27/2012	9/15/2003	-75,000.000	\$75,000.00	\$81,449.50	\$0.00	-\$6,449.50
ISHARES TR BARCLYS 1 3YR CR	11/29/2012	10/25/2011	-9,500.000	\$1,001,380.72	\$991,742.55	\$0.00	\$9,638.17
CHEVRON CORPORATION SR NT3.95% DTD	12/28/2012	10/25/2011	-400,000.000	\$416,400.00	\$418,246.32	\$0.00	-\$1,846.32
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Short Term Transactions for Purchased Securities				\$2,861,141.57	\$2,630,432.78	\$230,708.79	\$0.00
Long Term Transactions for Purchased Securities				\$8,481,471.98	\$7,797,566.59	\$0.00	\$683,905.39
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Total Transactions for Purchased Securities				\$11,342,613.55	\$10,427,999.37	\$230,708.79	\$683,905.39

THE HENRY MAYO NEWHALL FOUNDATION  
2012 Capital Gains / Losses Recap  
FEIN 94-6073084

Gain Loss Transaction Detail

Asset Description	Disposition Trade Date	Acquisition Date	Shares / Par Value	Proceeds	Cost	Short Term Gain or Loss	Long Term Gain or Loss
LEHMAN BROS HLDGS INC MTN ENHNCD	04/17/2012	12/19/2008	-100,000.000	\$4,750.00	\$4,750.00	\$0.00	\$0.00
LKDZERO CPN DTD 02/11/2008 DUE	04/23/2012	12/19/2008	-2,820.000	\$494,670.86	\$267,364.20	\$0.00	\$227,306.66
SPDR S&P MIDCAP 40 ETF TR UNIT SER1	05/18/2012	12/19/2008	-1,060.000	\$67,854.55	\$63,790.80	\$0.00	\$4,063.75
STANDARD & POORS DEP RCPT	06/06/2012	12/19/2008	-3,345.000	\$202,182.74	\$208,042.45	\$0.00	-\$5,859.71
PROCTER & GAMBLE CO COM	07/13/2012	12/19/2008	-1,945.000	\$126,452.70	\$117,050.10	\$0.00	\$9,402.60
ABBOTT LABORATORIES COM	11/13/2012	12/19/2008	-1,649.000	\$41,225.00	\$36,706.74	\$0.00	\$4,518.26
PROCTER & GAMBLE CO COM							
GENERAL ELEC CAP CORP PUBLIC INCOMENT							
Long Term Transactions for Donated Securities				\$937,135.85	\$697,704.29	\$0.00	\$239,431.56

THE HENRY MAYO NEWHALL FOUNDATION  
2012 Grant Payments and Commitments  
#94-6073084  
(2/20/2013)

GRANTEE	LOCATION	PURPOSE	GRANT	UNPAID
			PAYMENTS 2012	GRANTS 12/31/2012
Access Institute for Psychological Services	San Francisco	For the Elder Psychology Program (matching grant)	15,000	
Aim High	San Francisco	For the science and conservation stewardship program for middle school students	20,000	
Alan Hancock College Foundation	Santa Maria	For the new Registered Veterinarian Technician Program	50,000	
Alvarado Elementary School PTA	San Francisco	For the science enrichment program	10,500	
Alzheimer's Association-Central Coast Chapter	Santa Barbara	For the Santa Maria Valley Family Services Program	15,000	
The BASIC Fund	San Francisco	For tuition scholarships for low-income, K-8 grade students to attend SF private and parochial schools	20,000	
Bethany Center Foundation of San Francisco	San Francisco	For the Ruth's Table arts and culture program for low-income seniors (matching grant)	15,000	
Boys & Girls Club of Santa Clara Valley	Santa Paula	For the Fillmore Clubhouse arts program	7,000	
Boys & Girls Club of Santa Clara Valley	Santa Clara	For the afterschool academic enrichment and recreational programs	60,000	
Cal 4-H Foundation & Chapters	Davis	For the Revolution of Responsibility Centennial Campaign (2-year matching grant)	200,000	
California Future Farmers of America	Elk Grove	For the Sacramento Leadership Experience	20,000	
Carousel Ranch	Agua Dulce	For the equestrian therapy programs for children with special needs (challenge grant)	12,500	
CASA - Court Appointed Special Advocates	San Francisco	For the San Francisco Youth Advocacy Program	12,500	
CASA - Court Appointed Special Advocates	Santa Maria	For the Santa Maria Foster Youth Advocacy Program	25,000	
Catholic Charities of LA, Ventura County Region	Camarillo	For the Older Adult Services and Intervention System program in Fillmore and Piru	10,000	
Center for Young Women's Development	San Francisco	For the Sisters Rising Employment Training Program (matching grant)	-	10,000
Children's Resource Network of the Central Coast	Pismo Beach	For the Santa Maria Valley distribution center of donated clothing (matching grant)	5,000	
College of the Canyons Foundation	Santa Clara	For the Culinary Arts Institute campaign (2-year payout)	100,000	
Curry Senior Center	San Francisco	For the Breakfast Program and Computer Center for low-income older adults (matching grant)	25,000	25,000
Samuel Dixon Family Health Centers	Valencia	For core health care services during the transition to a reimbursable health care model (2-year payout)	100,000	
Domestic Violence Center of SCV	Newhall	For core support services to domestic violence victims and their children (matching grant)	10,000	

THE HENRY MAYO NEWHALL FOUNDATION  
2012 Grant Payments and Commitments

#94-6073084

(2/20/2013)

Eldergivers	San Francisco	For the Art with Elders program (matching grant)	-	25,000
Elkus Ranch Environmental Education Center	Half Moon Bay	For environmental education programs for low-income students and underserved schools within San Francisco	15,650	
Family Promise of Santa Clara Valley	Canyon Country	For the Enhanced Counseling Services for Homeless Families (matching grant)	-	10,000
Fillmore High School	Fillmore	For college scholarship support program	24,000	
Firebaugh High School	Firebaugh	For college scholarship support program	24,000	
Foodbank of Santa Barbara County	Santa Maria	For general operations and food literacy education in Santa Maria Valley	40,000	
Fort Mason Center	San Francisco	For the preservation and rehabilitation of the Pier 2 shed and historic buildings (matching grant, 2-year payout)	50,000	
Foundation Center	San Francisco	For library and program services for Bay Area grantseekers and grantmakers	5,000	
Foundation for Children's Dental Health	Santa Clara		10,000	
FRIENDS of the San Francisco Public Library	San Francisco	For the Neighborhood Library Campaign (matching grant, 2-year payout)	50,000	50,000
GenSpan Foundation	Santa Maria	For expansion of volunteer mentoring program in Santa Maria Valley classrooms	5,000	
Hart Union High School District	Santa Clara	For college scholarship support program	120,000	
Hearing & Speech Center of Northern CA	San Francisco	For the FACES program	20,000	
Home Away from Homelessness	San Francisco	For afterschool programs for youth living in shelters and transitional housing	25,000	
Huntington Library	San Marino	For the <i>Vision of Empire Quest for a Railroad Across America 1840-1880</i> exhibition	50,000	
Ignite	Oakland	For training San Francisco high school and college women to become the next generation of civic leaders	15,000	
Indochinese Housing Development Corporation	San Francisco	For year-round academic, social and job training programs for youth living in the Tenderloin neighborhood	10,000	
Junior Statesmen Foundation	San Mateo	For scholarships to attend the JSA Summer School programs (2-year matching grant)	-	25,000
Kids in the Parks	San Francisco	For environmental education programs for Visitacion Valley elementary, middle and high school students	15,000	
Marsh Youth Theatre	San Francisco	For the Teen Troupe program for high school students	15,000	
Meals on Wheels of San Francisco	San Francisco	For the Volunteer Visitor program for homebound seniors	15,000	
Mechanics Institute Library & Chess Room	San Francisco	For the Youth Outreach Chess Program in SF public schools and community centers (matching grant)	-	40,000
Mission Graduates	San Francisco	For the College Connect Program (matching grant)	-	50,000
Mission High School	San Francisco	For the instructional kitchen as part of the Green Pathway Initiative to teach students cooking, healthy eating and sustainability	25,000	

THE HENRY MAYO NEWHALL FOUNDATION  
2012 Grant Payments and Commitments

Natural History Museum of Los Angeles	Los Angeles	#94-0073084 For the purchase of a new equal and public programming at the W Hart Museum	10,000	
Newhall School District	Valencia	For the new science lab at Oak Hills Elementary School	10,000	
Northlake Hills Elementary School	Castaic	For the purchase/installation of SMART boards in four classrooms	30,800	
Old Skool Café	San Francisco	For restaurant-based on-the-job training and apprenticeships for marginalized, high-risk youth	12,500	12,500
One Step a la Vez	Fillmore	For the Teen Wellness Drop-In Center and Afterschool Program	10,000	
Partners for Potential (All People Access Community Service)	Van Nuys	For start-up costs of a Santa Clarita day program for moderate and low functioning adults with development disabilities (matching grant)	-	25,000
PAWS-Pets Are Wonderful Support	San Francisco	For the Seniors Program to help low-income clients care for their pets (in memory of Jane Newhall)	15,000	
Pelican Media	San Francisco	For the production costs for the in-progress environmental documentary, <i>Pelican Dreams</i>	20,000	
Project Avary	Novato	For guidance, training and support programs to improve the life outcomes of San Francisco children with incarcerated parents	15,000	
San Cayetano Elementary School	Fillmore	For the Art Program and the Annual Student Art Show	8,500	
San Francisco Botanical Garden Society	San Francisco	For the Educational and Interpretive Planning Initiative at the Botanical Garden (matching grant)	-	25,000
San Francisco Conservatory of Music	San Francisco	For the Conservatory in the School program in eight San Francisco schools	20,000	
San Francisco Green Schoolyard Alliance	San Francisco	For the Green Schools Corps Initiative of trained garden coordinators placed in San Francisco public schools (matching grant)	25,000	
San Francisco Maritime National Park Association	San Francisco	For the Age of Sail Education Program for 4-8th grade students	15,000	
San Francisco Recreation & Park Department	San Francisco	For the Camp Azure outdoor recreation summer program for children with autism (matching grant-2 year payout)	10,000	10,000
San Francisco Senior Center	San Francisco	For wellness and social programs to foster independence and self-reliance of seniors	10,000	
San Francisco Unified School District	San Francisco	For the Young At Art Festival to celebrate student art work and performances at the de Young Museum	15,000	
Santa Clarita Shakespeare Festival	Santa Clarita	For the Festival's educational and free public programs (matching grant)	7,500	
Santa Maria Future Farmers of America	Santa Maria	For support of the Santa Maria FFA chapter program	3,000	
Santa Maria Joint Union High School District	Santa Maria	For college scholarship support program	48,000	
Santa Maria Valley Humane Society	Santa Maria	For the main adoption center of the new animal shelter (matching grant)	25,000	
Santa Maria Valley YMCA	Santa Maria	For the Young Child's Preschool and Swim Program (matching grant)	-	50,000



THE HENRY MAYO NEWHALL FOUNDATION  
2012 Grant Payments and Commitments  
#94-6073084  
(2/20/2013)

Saugus Union School District	Santa Clarita	For the afterschool enrichment programs at 15 school sites	22,500	
SCV Education Foundation	Newhall	For the 6th Literacy & Arts Festival at the Newhall Library	4,000	
SCV Family YMCA	Northridge	For the childcare educational enrichment program for K-6 grades at six school sites in the SCV region	25,000	
SCV Film Festival	Newhall	For expansion of the Digital Arts Youth program (matching grant)	7,500	
SCV Food Pantry	Newhall	For the food distribution programs and projects to low-income children, seniors and families	30,000	
SCV International Charter School	Castaic	For the Family Giving Program (matching grant)	10,000	
SCV Senior Center	Santa Clarita	For the Home Delivered Meal Program	25,000	25,000
SCV Youth Project	Santa Clarita	For the peer mentoring and case management services for middle and high school students (matching grant)	20,000	
Square Peg Foundation	Half Moon Bay	For the horsemanship therapy program for at risk San Francisco youth	12,000	
Swords to Plowshares	San Francisco	For the Frontline Drop-in Center to assist homeless veterans (matching grant)	20,000	
Telegraph Hill Neighborhood Center	San Francisco	For the Senior Program	10,000	10,000
Transitions-Mental Health Association	Santa Maria	For the Growing Grounds Farm and new Art Gallery Program	25,000	
Tule Elk Park Early Education School	San Francisco	For expansion of the model garden program for pre-school students	25,000	
Women's Audio Mission	San Francisco	For expansion of training programs in digital media technology to prepare women and girls for jobs in music production and the recording arts	25,000	
<b>TOTAL APPROVED GRANTS</b>			<b>1,837,450</b>	<b>392,500</b>