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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation WILLIAM G GILMORE FOUNDATION		A Employer identification number 94-6079493	
Number and street (or P O box number if mail is not delivered to street address) 1660 BUSH STREET NO 300		B Telephone number (see instructions) (415) 561-6540	
City or town, state, and ZIP code SAN FRANCISCO, CA 94109		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 22,127,793		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	5,008	5,008		
	4 Dividends and interest from securities.	483,744	483,744		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,000,555			
	b Gross sales price for all assets on line 6a _____ 8,766,942				
	7 Capital gain net income (from Part IV, line 2)		1,000,555		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	76,971	49,471		
	12 Total. Add lines 1 through 11	1,566,278	1,538,778		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	20,950	8,930		6,740
	c Other professional fees (attach schedule)	95,819	18,533		68,698
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	14,200	0		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy	91,255	91,255		0
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	6,809	73		440
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	229,033	118,791		75,878
	25 Contributions, gifts, grants paid	1,581,500			1,581,500
	26 Total expenses and disbursements. Add lines 24 and 25	1,810,533	118,791		1,657,378
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-244,255			
	b Net investment income (if negative, enter -0-)		1,419,987		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	39,687	41,389	41,389
	2	Savings and temporary cash investments	453,037	1,490,174	1,490,174
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	20,981,700	20,590,459	20,590,459
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	14,864	5,771	5,771	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	21,489,288	22,127,793	22,127,793	
Liabilities	17	Accounts payable and accrued expenses	8,395	8,395	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	45,000	54,000	
	23	Total liabilities (add lines 17 through 22)	53,395	62,395	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	21,435,893	22,065,398	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	21,435,893	22,065,398	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	21,489,288	22,127,793	

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 21,435,893
2	Enter amount from Part I, line 27a	2 -244,255
3	Other increases not included in line 2 (itemize) ▶ _____	3 882,732
4	Add lines 1, 2, and 3	4 22,074,370
5	Decreases not included in line 2 (itemize) ▶ _____	5 8,972
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 22,065,398

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)
1 a	PUBLICLY TRADED SECURITIES	P		
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 8,766,942		7,766,387	1,000,555
b			
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			1,000,555
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,000,555
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	1,658,766	22,707,224	0 073050
2010	1,341,873	21,685,930	0 061878
2009	1,310,047	19,849,297	0 066000
2008	1,515,473	24,837,312	0 061016
2007	1,598,162	30,317,444	0 052714

2 Total of line 1, column (d).	2	0 314658
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 062932
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	22,115,735
5 Multiply line 4 by line 3.	5	1,391,787
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	14,200
7 Add lines 5 and 6.	7	1,405,987
8 Enter qualifying distributions from Part XII, line 4. 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	8	1,657,378

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

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ 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 ☒ and enter 1% of Part I, line 27b		1	14,200
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	14,200
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	14,200
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	14,500	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	10,000	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	24,500
8		Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	10,300
11		Enter the amount of line 10 to be Credited to 2013 estimated tax 10,300	Refunded	11	0

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	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.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ 0 (2) On foundation managers \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either - By language in the governing instrument, or - By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		No
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) CA _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶WWW PFS-LLC NET/GILMORE				
14	The books are in care of ▶PACIFIC FOUNDATION SERVICES LLC Telephone no ▶(415) 561-6536 Located at ▶1660 BUSH STREET SUITE 300 SAN FRANCISCO CA ZIP +4 ▶94109			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
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).	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 ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☒ 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		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?	☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No
	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?		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 (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WILLIAM MACKEY	SECRETARY	0	0	0
1660 BUSH STREET SUITE 300 SAN FRANCISCO,CA 94109	1 00			
DAVID JUBB	VICE PRESIDENT	0	0	0
1660 BUSH STREET SUITE 300 SAN FRANCISCO,CA 94109	1 00			
BOB BORTON	PRESIDENT	0	0	0
1660 BUSH STREET SUITE 300 SAN FRANCISCO,CA 94109	1 00			
MARY LEE BOKLUND	TREASURER/CFO	0	0	0
1660 BUSH STREET SUITE 300 SAN FRANCISCO,CA 94109	1 00			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
PACIFIC FOUNDATION SERVICES LLC	FOUNDATION MANAGEMENT	85,873
1660 BUSH STREET SUITE 300 SAN FRANCISCO,CA 94109		
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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

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

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	21,066,046
b	Average of monthly cash balances.	1b	1,386,477
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	22,452,523
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	22,452,523
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	336,788
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	22,115,735
6	Minimum investment return. Enter 5% of line 5.	6	1,105,787

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	1,105,787
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	14,200
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	14,200
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,091,587
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,091,587
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	1,091,587

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	1,657,378
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,657,378
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	14,200
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,643,178
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,091,587
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.	760,399			
c From 2009.	333,784			
d From 2010.	277,958			
e From 2011.	549,285			
f Total of lines 3a through e.	1,921,426			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,657,378				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				1,091,587
e Remaining amount distributed out of corpus	565,791			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,487,217			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	2,487,217			
10 Analysis of line 9				
a Excess from 2008. . . .	760,399			
b Excess from 2009. . . .	333,784			
c Excess from 2010. . . .	277,958			
d Excess from 2011. . . .	549,285			
e Excess from 2012. . . .	565,791			

Part XIV

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

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

ERIC L SLOAN SENIOR PROGRAM OFFICER
1660 BUSH STREET SUITE 300
SAN FRANCISCO, CA 94109
(415) 561-6540

b

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

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

c

Any submission deadlines

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

d

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

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

Form 990-PF (2012)

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	1,581,500
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments			14	5,008	
4 Dividends and interest from securities.			14	483,744	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			18	49,471	
8 Gain or (loss) from sales of assets other than inventory			18	1,000,555	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. . .					
11 Other revenue a <u>SUBLEASE RENTAL INCOME</u>			01	27,500	
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e).		0		1,566,278	0
13 Total. Add line 12, columns (b), (d), and (e).			13	1,566,278	1,566,278

[illegible]

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. (2) Other assets. b Other transactions (1) Sales of assets to a noncharitable exempt organization. (2) Purchases of assets from a noncharitable exempt organization. (3) Rental of facilities, equipment, or other assets. (4) Reimbursement arrangements. (5) Loans or loan guarantees. (6) Performance of services or membership or fundraising solicitations. c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. 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		Yes	No
1a(1)			No
1a(2)			No
1b(1)			No
1b(2)			No
1b(3)			No
1b(4)			No
1b(5)			No
1b(6)			No
1c			No

[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

**Sign
Here**

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

* * * * *

2013-08-16

* * * * *

Signature of officer or trustee

Date

Title

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

**Paid
Preparer
Use
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN P01023106
	NASI RAISSIAN	NASI RAISSIAN			
	Firm's name ☐	ROBERT LEE & ASSOCIATES LLP		Firm's EIN ☐ 27-1155496	
		226 AIRPORT PARKWAY SUITE 350			
	Firm's address ☐	SAN JOSE, CA 95110		Phone no (408) 855-6770	

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AIM HIGH FOR HIGH SCHOOL PO BOX 410715 SAN FRANCISCO,CA 94141		501 (C)(3) PUBLIC CH	SUMMER PROGRAM	20,000
ALAMEDA COUNTY COMMUNITY FOOD BANK 10901 RUSSET ST OAKLAND,CA 94603		501 (C)(3) PUBLIC CH	FOOD BANK'S CHILDREN'S FOOD DISTRIBUTION AND CHILDREN'S BACKPACK PROGRAM EFFORTS	5,000
AMBULATORY SURGERY ACCESS COALITION CO OPERATION ACCESS 115 SANSOME STREET SUITE 1205 SAN FRANCISCO,CA 94104		501 (C)(3) PUBLIC CH	GENERAL OPERATING SUPPORT FOR OPERATION ACCESS	10,000
AMERICAN CANCER SOCIETY-GREAT WEST DIVISION 0330 SW CURRY STREET PORTLAND,OR 97239		501 (C)(3) PUBLIC CH	CAMP UKANDU AND THE TEEN RETREAT SERVE PEDIATRIC CANCER PATIENTS, SURVIVORS AND SIBLINGS FROM OREGON AND SOUTHWEST WASHINGTON	25,000
AT THE CROSSROADS 333 VALENCIA STREET SUITE 320 SAN FRANCISCO,CA 94103		501 (C)(3) PUBLIC CH	GENERAL OPERATING SUPPORT	20,000
BERKELEY FOOD AND HOUSING PROJECT 2362 BANCROFT WAY BERKELEY,CA 94704		501 (C)(3) PUBLIC CH	GENERAL OPERATING SUPPORT	20,000
BERKELEY YOUTH LIVING WITH DISABILITIES 2110 7TH STREET BERKELEY,CA 94710		501 (C)(3) PUBLIC CH	FOOD COSTS FOR COMMUNITY BASED RESIDENCE	2,000
BIG BROTHERS BIG SISTERS OF SANTA CLARA CITY INC 731 MARKET STREET SUITE 600 SAN FRANCISCO,CA 94103		501 (C)(3) PUBLIC CH	HELP RECRUIT AND ENROLL 195 NEW MENTORING RELATIONSHIPS FOR AT-RISK YOUTH	3,000
BLANCHET HOUSE OF HOSPITALITY 340 NW GLISAN ST PORTLAND,OR 97209		501 (C)(3) PUBLIC CH	SOUP KITCHEN	5,000
BLANCHET HOUSE OF HOSPITALITY 340 NW GLISAN ST PORTLAND,OR 97209		501 (C)(3) PUBLIC CH	SOUP KITCHEN	25,000
BOARD OF TRUSTEES OF THE GLIDE FOUNDATION 330 ELLIS STREET SAN FRANCISCO,CA 94102		501 (C)(3) PUBLIC CH	WALK-IN CENTER	10,000
BOYS & GIRLS CLUBS OF OAKLAND 3300 HIGH STREET OAKLAND,CA 94619		501 (C)(3) PUBLIC CH	EDUCATION & CAREER DEVELOPMENT INITIATIVE	5,000
BOYS & GIRLS CLUBS OF SAN FRANCISCO 55 HAWTHORNE STREET SUITE 600 SAN FRANCISCO,CA 94105		501 (C)(3) PUBLIC CH	EDUCATION INITIATIVE	10,000
BUILD 2385 BAY ROAD REDWOOD CITY,CA 94065		501 (C)(3) PUBLIC CH	NEW CURRICULUM AT NORTH/WEST OAKLAND SITE	10,000
CALIFORNIA HISTORICAL SOCIETY 678 MISSION STREET SAN FRANCISCO,CA 94105		501 (C)(3) PUBLIC CH	GENERAL OPERATING SUPPORT	5,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CATHOLIC CHARITIES OF THE EAST BAY 433 JEFFERSON STREET OAKLAND,CA 94607		501 (C)(3) PUBLIC CH	HOUSING-CRITICAL FAMILY NEEDS PROGRAM	10,000
CATLIN GABEL SCHOOL 8825 SW BARNES RD PORTLAND,OR 97225		501 (C)(3) PUBLIC CH	LOWER SCHOOL MATH & SCIENCE TECHNOLOGY EQUIPMENT	30,000
CATLIN GABEL SCHOOL 8825 SW BARNES RD PORTLAND,OR 97225		501 (C)(3) PUBLIC CH	LOWER SCHOOL MATH & SCIENCE TECHNOLOGY EQUIPMENT	30,000
CHARLOTTE MAXWELL COMPLEMENTARY CLINIC 610 16TH STREET SUITE 426 OAKLAND,CA 94612		501 (C)(3) PUBLIC CH	SOCIAL SERVICES COMPONENT OF THE ADVANCES CANCER PROGRAM	5,000
CITY OF OAKLAND 125 14TH STREET OAKLAND,CA 94612		LOCAL GOVERNMENT	CHILDREN READ PROGRAMMING FUND	5,000
CITY YOUTH NOW 375 WOODSIDE AVENUE SAN FRANCISCO,CA 94127		501 (C)(3) PUBLIC CH	GENERAL OPERATING SUPPORT	10,000
COLLEGE TRACK 117 BROADWAY OAKLAND,CA 94607		501 (C)(3) PUBLIC CH	EXPANSION PROGRAM TO BAYVIEW HUNTERS POINT NEIGHBORHOOD	10,000
COMMUNITY HOUSING PARTNERSHIP 20 JONES STREET SAN FRANCISCO,CA 94102		501 (C)(3) PUBLIC CH	GENERAL OPERATING SUPPORT	10,000
COMMUNITY MUSIC CENTER 544 CAPP STREET SAN FRANCISCO,CA 94110		501 (C)(3) PUBLIC CH	YOUNG MUSICIANS PROGRAM	5,000
COMPASS FAMILY SERVICES 49 POWELL ST 3RD FLOOR SAN FRANCISCO,CA 94102		501 (C)(3) PUBLIC CH	COMPASS CHILDREN'S CENTER	10,000
CORO NORTHERN CALIFORNIA INC 601 MONTGOMERY STREET SUITE 800 SAN FRANCISCO,CA 94111		501 (C)(3) PUBLIC CH	CORO YOUTH EXPLORING LEADERSHIP PROGRAM	5,000
CURRY SENIOR CENTER 333 TURK STREET SAN FRANCISCO,CA 94102		501 (C)(3) PUBLIC CH	BREAKFAST PROGRAM AND CLIENT ASSISTANCE FUND	10,000
DIABETIC YOUTH FOUNDATION 5167 CLAYTON ROAD SUITE F CONCORD,CA 94521		501 (C)(3) PUBLIC CH	DIABETES RESIDENTIAL EDUCATION PROGRAM	5,000
EACH ONE REACH ONE 146 SOUTH SPRUCE AVENUE SOUTH SAN FRANCISCO,CA 94080		501 (C)(3) PUBLIC CH	GED TUTORING AND TESTING PROGRAM	10,000
EAST OAKLAND COMMUNITY PROJECT 7515 INTERNATIONAL BLVD OAKLAND,CA 94621		501 (C)(3) PUBLIC CH	EMERGENCY HOUSING PROGRAM - CROSSROADS	10,000

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Name and address (home or business)				
a <i>Paid during the year</i>				
EAST PALO ALTO TENNIS AND TUTORING PO BOX 60597 PALO ALTO,CA 94306		501 (C)(3) PUBLIC CH	EQUIPMENT UPGRADE	10,000
EDWARDS CENTER 20250 SW KINNAMAN RD ALOHA,OR 97007		501 (C)(3) PUBLIC CH	ALOHA PROJECT COMMUNITY CENTER'S RENOVATION	15,000
EPISCOPAL COMMUNITY SERVICES OF SAN FRANCISCO 165 EIGHTH STREET 3RD FLOOR SAN FRANCISCO,CA 94103		501 (C)(3) PUBLIC CH	GENERAL OPERATING SUPPORT	15,000
FAMILY & CHILD EMPOWERMENT SERVICES 1101 MASONIC AVE SAN FRANCISCO,CA 94115		501 (C)(3) PUBLIC CH	GENERAL OPERATING SUPPORT FOR FACES SF	10,000
FIRST BAPTIST CHURCH 909 SW 11TH AVE PORTLAND,OR 97205		501 (C)(3) PUBLIC CH	DOWNTOWN SOUP KITCHEN	25,000
FIRST BAPTIST CHURCH 909 SW 11TH AVE PORTLAND,OR 97205		501 (C)(3) PUBLIC CH	DOWNTOWN SOUP KITCHEN	10,000
FIRST PLACE FOR YOUTH 426 17TH STREET OAKLAND,CA 94612		501 (C)(3) PUBLIC CH	EXPAND SERVICES FROM 175 TO 450 AT-RISK CURRENT AND FORMER FOSTER YOUTH IN ALAMEDA AND SAN FRANCISCO COUNTIES	10,000
FLUID LIVING - DBA SEVEN TEPEES YOUTH PROGRAM 3177 17TH STREET SAN FRANCISCO,CA 94110		501 (C)(3) PUBLIC CH	COMPREHENSIVE YOUTH DEVELOPMENT AND COLLEGE ACCESS PROGRAMMING	5,000
FOOD RUNNERS 2579 WASHINGTON STREET SAN FRANCISCO,CA 94115		501 (C)(3) PUBLIC CH	GENERAL OPERATING COST	5,000
THE FOUNDATION CENTER 312 SUTTER STREET SUITE 606 SAN FRANCISCO,CA 94108		501 (C)(3) PUBLIC CH	2012 PROGRAMS AND SERVICES	1,500
FRIENDS OF THE CHILDREN - PORTLAND 44 NE MORRIS PORTLAND,OR 97212		501 (C)(3) PUBLIC CH	SUPPORT FOR NEWLY ENROLLED CHILDREN TO PAIR WITH PROFESSIONAL MENTORS	10,000
FRIENDS OF THE SAN FRANCISCO PUBLIC LIBRARY 710 VAN NESS SAN FRANCISCO,CA 94102		501 (C)(3) PUBLIC CH	GENERAL OPERATING SUPPORT	10,000
GENERAL ASSISTANCE ADVOCACY PROJECT INC 276 GOLDEN GATE AVE SAN FRANCISCO,CA 94102		501 (C)(3) PUBLIC CH	GENERAL OPERATING SUPPORT	15,000
GLENWOOD SCHOOL FOUNDATION 25 WEST CASTLEWOOD DRIVE SAN RAFAEL,CA 94901		501 (C)(3) PUBLIC CH	GENERAL OPERATING SUPPORT	25,000
HABITAT FOR HUMANITY SAN FRANCISCO 645 HARRISON STREET SUITE 201 SAN FRANCISCO,CA 94107		501 (C)(3) PUBLIC CH	GENERAL OPERATING SUPPORT	15,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HEARING AND SPEECH CENTER OF NORTHERN CALIFORNIA 1234 DIVISADERO STREET SAN FRANCISCO,CA 94115		501 (C)(3) PUBLIC CH	GENERAL OPERATING SUPPORT	20,000
HOMELESS PRENATAL PROGRAM INC 2500 18TH STREET SAN FRANCISCO,CA 94110		501 (C)(3) PUBLIC CH	GENERAL OPERATING SUPPORT	10,000
HOSPICE BY THE BAY 17 E SIR FRANCIS DRAKE BLVD SUITE 100 LARKSPUR,CA 94939		501 (C)(3) PUBLIC CH	ART & GRIEF SUPPORT PROGRAM	10,000
HUCKLEBERRY YOUTH PROGRAMS 3310 GEARY BOULEVARD SAN FRANCISCO,CA 94118		501 (C)(3) PUBLIC CH	HUCKLEBERRY WELLNESS ACADEMY AFTER-SCHOOL PROGRAM	15,000
I HAVE A DREAM FOUNDATION - OREGON 2916 ALBERTA STREET SUITE D PORTLAND,OR 97211		501 (C)(3) PUBLIC CH	DREAMER CLASS 10	25,000
THE JANET POMEROY CENTER 207 SKYLINE BLVD AT HERBST RD SAN FRANCISCO,CA 94132		501 (C)(3) PUBLIC CH	AFTER-SCHOOL PROGRAM FOR YOUTH WITH DEVELOPMENTAL DISABILITIES	10,000
KIPP BAY AREA 1404 FRANKLIN STREET SUITE 500 OAKLAND,CA 94612		501 (C)(3) PUBLIC CH	GENERAL OPERATING SUPPORT	10,000
LARKIN STREET YOUTH SERVICES 701 SUTTER STREET SUITE 2 SAN FRANCISCO,CA 94109		501 (C)(3) PUBLIC CH	GENERAL OPERATING SUPPORT	5,000
THE LEGAL AID SOCIETY - EMPLOYMENT LAW CENTER 180 MONTGOMERY STREET SUITE 600 SAN FRANCISCO,CA 94104		501 (C)(3) PUBLIC CH	WORK & FAMILY PROJECT AND PROJECT SURVIVE	25,000
LEGAL SERVICES FOR CHILDREN INC 1254 MARKET STREET 3RD FLOOR SAN FRANCISCO,CA 94102		501 (C)(3) PUBLIC CH	GENERAL OPERATING SUPPORT	10,000
LINFIELD COLLEGE 900 SE BAKER ST MCMINNVILLE,OR 97128		501 (C)(3) PUBLIC CH	LINFIELD-GOOD SAMARITAN SCHOOL OF NURSING OF LINFIELD COLLEGE	100,000
LOAVES & FISHES - PORTLAND PO BOX 19477 7710 SW 31ST AVENUE PORTLAND,OR 97280		501 (C)(3) PUBLIC CH	FUNDING FOR SENIOR NUTRITION PROGRAM	25,000
MARY ELIZABETH INN 1040 BUSH STREET SAN FRANCISCO,CA 94109		501 (C)(3) PUBLIC CH	GENERAL OPERATING SUPPORT	10,000
MEALS ON WHEELS OF SAN FRANCISCO INC 1375 FAIRFAX AVENUE SAN FRANCISCO,CA 94124		501 (C)(3) PUBLIC CH	GENERAL OPERATING SUPPORT	15,000
MEDICAL TEAMS INTERNATIONAL PO BOX 10 PORTLAND,OR 97207		501 (C)(3) PUBLIC CH	PORTLAND CHILDREN'S DENTAL BUS PROGRAM	20,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MEDICAL TEAMS INTERNATIONAL PO BOX 10 PORTLAND,OR 97207		501 (C)(3) PUBLIC CH	PORTLAND DENTAL BUS PROGRAM	10,000
MERITUS COLLEGE FUND PO BOX 29024 SAN FRANCISCO,CA 94129		501 (C)(3) PUBLIC CH	CONNECTIONS PROGRAM	10,000
MISSION GRADUATES 3040 16TH STREET SAN FRANCISCO,CA 94103		501 (C)(3) PUBLIC CH	COLLEGE CONNECT PROGRAM	10,000
MUDD-NICK FOUNDATION PO BOX 1078 MANZANITA,OR 97130		501 (C)(3) PUBLIC CH	GENERAL OPERATING SUPPORT	5,000
NEW DOOR VENTURES 3075 21ST STREET SAN FRANCISCO,CA 94110		501 (C)(3) PUBLIC CH	YOUTH DEVELOPMENT PROGRAMS	10,000
OKIZU FOUNDATION 16 DIGITAL DRIVE NOVATO,CA 94949		501 (C)(3) PUBLIC CH	ONCOLOGY CAMP PROGRAM	10,000
OMEGA BOYS CLUB 1060 TENNESSEE STREET SAN FRANCISCO,CA 94107		501 (C)(3) PUBLIC CH	OMEGA LEADERSHIP ACADEMY EDUCATIONAL PROGRAM	10,000
ON LOK DAY SERVICES 225 30TH STREET SAN FRANCISCO,CA 94131		501 (C)(3) PUBLIC CH	GENERAL OPERATING SUPPORT	10,000
OPTIONS RECOVERY SERVICES 1931 CENTER ST BERKELEY,CA 94704		501 (C)(3) PUBLIC CH	CONTINUED SUPPORT OF CLIENT COUNSELING/CASE MANAGEMENT SERVICES	20,000
OREGON FOOD BANK PO BOX 55370 PORTLAND,OR 97238		501 (C)(3) PUBLIC CH	GENERAL OPERATING SUPPORT	10,000
OREGON FOOD BANK PO BOX 55370 PORTLAND,OR 97238		501 (C)(3) PUBLIC CH	GENERAL OPERATING SUPPORT	25,000
PACIFIC NORTHWEST COLLEGE OF ART 1241 NW JOHNSON ST PORTLAND,OR 97209		501 (C)(3) PUBLIC CH	GENERAL OPERATING SUPPORT	100,000
PACIFIC NORTHWEST COLLEGE OF ART 1241 NW JOHNSON ST PORTLAND,OR 97209		501 (C)(3) PUBLIC CH	GENERAL OPERATING SUPPORT	100,000
PATHWAYS HOSPICE FOUNDATION 585 NORTH MARY AVENUE SUNNYVALE,CA 94085		501 (C)(3) PUBLIC CH	HOSPICE SERVICES	10,000
PORTLAND ART MUSEUM 1219 SW PARK AVE PORTLAND,OR 97205		501 (C)(3) PUBLIC CH	GENERAL OPERATING SUPPORT	25,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PORTLAND RESCUE MISSION 34 NW FIRST AVE SUITE 50 PORTLAND, OR 97209		501 (C)(3) PUBLIC CH	FEEDING THE HUNGRY	25,000
PROJECT AVARY INC 385 BEL MARIN KEYS BLVD SUITE G NOVATO, CA 94949		501 (C)(3) PUBLIC CH	FAMILY SUPPORT PROGRAM	10,000
PROJECT OPEN HAND - OAKLAND 3443 SAN PABLO AVE OAKLAND, CA 94608		501 (C)(3) PUBLIC CH	COMPREHENSIVE NUTRITION PROGRAMS	20,000
PROTECTION AND EDUCATION (PEACE INC) 505 N TOMAHAWK IS DR PORTLAND, OR 97217		501 (C)(3) PUBLIC CH	ALTERNATIVE SCHOOL AND FREE AFTER-SCHOOL PROGRAM	5,000
RAISING A READER SAN FRANCISCO AND ALAMEDA COUNTIES 470 THIRD STREET SUITE 102 SAN FRANCISCO, CA 94107		501 (C)(3) PUBLIC CH	GENERAL OPERATING SUPPORT	5,000
RAPHAEL HOUSE OF SAN FRANCISCO INC 1065 SUTTER STREET SAN FRANCISCO, CA 94109		501 (C)(3) PUBLIC CH	GENERAL OPERATING SUPPORT	5,000
RAVENSWOOD EDUCATION FOUNDATION PO BOX 396 MENLO PARK, CA 94026		501 (C)(3) PUBLIC CH	EXTENDED DAY INITIATIVE	10,000
REBUILDING TOGETHER SAN FRANCISCO PIER 28 SAN FRANCISCO, CA 94105		501 (C)(3) PUBLIC CH	GENERAL OPERATING SUPPORT	5,000
RONALD MCDONALD HOUSE OF SAN FRANCISCO INC 1640 SCOTT STREET SAN FRANCISCO, CA 94115		501 (C)(3) PUBLIC CH	LODGING PROGRAM	5,000
THE SALVATION ARMY 832 FOLSOM STREET SAN FRANCISCO, CA 94107		501 (C)(3) PUBLIC CH	RAY AND JOAN KROC CORPS COMMUNITY CENTER AFTER-SCHOOL PROGRAM	10,000
SAN FRANCISCO COURT APPOINTED SPECIAL ADVOCATES 100 BUSH STREET SUITE 650 SAN FRANCISCO, CA 94104		501 (C)(3) PUBLIC CH	GENERAL OPERATING SUPPORT	5,000
SAN FRANCISCO FOOD BANK 900 PENNSYLVANIA AVENUE SAN FRANCISCO, CA 94107		501 (C)(3) PUBLIC CH	GENERAL OPERATING SUPPORT	10,000
SAN FRANCISCO GENERAL HOSPITAL FOUNDATION 2789 25TH STREET SUITE 2028 SAN FRANCISCO, CA 94110		501 (C)(3) PUBLIC CH	SAN FRANCISCO MEDICAL-LEGAL PARTNERSHIP (SFMLP) AT SAN FRANCISCO GENERAL HOSPITAL AND TRAUMA CENTER	5,000
SAN FRANCISCO GIRLS CHORUS INC 44 PAGE STREET SUITE 200 SAN FRANCISCO, CA 94102		501 (C)(3) PUBLIC CH	NEED-BASED SCHOLARSHIPS DURING THE 2012-2013 FISCAL YEAR	5,000
SAN FRANCISCO PERFORMANCES INC 500 SUTTER STREET SUITE 710 SAN FRANCISCO, CA 94102		501 (C)(3) PUBLIC CH	COMMUNITY MUSIC EDUCATION PROGRAM	5,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SAN FRANCISCO WOMEN AGAINST RAPE 3543 18TH ST 7 SAN FRANCISCO,CA 94110		501 (C)(3) PUBLIC CH	RAPE CRISIS DIRECT SERVICES	5,000
SECOND HARVEST FOOD BANK OF SANTA CLARA AND SAN MATEO COUNTIES 750 CURTNER AVE SAN JOSE,CA 95125		501 (C)(3) PUBLIC CH	GENERAL OPERATING SUPPORT	10,000
SHELTER NETWORK OF SAN MATEO COUNTY 1450 CHAPIN AVENUE 2ND FLOOR BURLINGAME,CA 94010		501 (C)(3) PUBLIC CH	IN SUPPORT OF FAMILY PROGRAMS IN VARIOUS LOCATIONS	10,000
ST MARY'S HOME FOR BOYS 16535 SW TUALATIN VALLEY HIGHWAY BEAVERTON,OR 97006		501 (C)(3) PUBLIC CH	TREATMENT NEEDS FOR THE BOYS HOME	25,000
ST ROSE OF LIMA CATHOLIC CHURCH 2727 NE 54TH AVE PORTLAND,OR 97213		501 (C)(3) PUBLIC CH	FINANCIAL AID SUPPORT	50,000
ST ROSE OF LIMA CATHOLIC CHURCH 2727 NE 54TH AVE PORTLAND,OR 97213		501 (C)(3) PUBLIC CH	PLAYGROUND BETTERMENTS	25,000
ST ANDREWS NATIVITY PO BOX 11127 4925 NE 9TH AVE PORTLAND,OR 97211		501 (C)(3) PUBLIC CH	GENERAL OPERATING SUPPORT	5,000
ST ANTHONY FOUNDATION 150 GOLDEN GATE AVE SAN FRANCISCO,CA 94102		501 (C)(3) PUBLIC CH	GENERAL OPERATING SUPPORT	5,000
ST VINCENT DE PAUL SOCIETY 1237 VAN NESS AVE SUITE 200 SAN FRANCISCO,CA 94109		501 (C)(3) PUBLIC CH	RILEY CENTER SERVICES FOR DOMESTIC VIOLENCE SURVIVORS	20,000
STERN GROVE FESTIVAL ASSOCIATION 44 PAGE STREET SUITE 600 SAN FRANCISCO,CA 94102		501 (C)(3) PUBLIC CH	EXPLORE MUSIC AND MORE OUTREACH PROGRAM	10,000
SWORDS TO PLOWSHARES VETERANS RIGHTS ORGANIZATION 1060 HOWARD STREET SAN FRANCISCO,CA 94103		501 (C)(3) PUBLIC CH	ASSISTANCE FOR VETERANS IN NEED	15,000
TENDERLOIN NEIGHBORHOOD DEVELOPMENT CORPORATION 201 EDDY STREET SAN FRANCISCO,CA 94102		501 (C)(3) PUBLIC CH	GENERAL OPERATING SUPPORT	10,000
TIDES CENTER CO HOMELESS YOUTH ALLIANCE PO BOX 170427 SAN FRANCISCO,CA 94117		501 (C)(3) PUBLIC CH	STREET OUTREACH AND DROP-IN SERVICES OF HOMELESS YOUTH ALLIANCE	20,000
UP ON TOP 1187 FRANKLIN STREET SAN FRANCISCO,CA 94109		501 (C)(3) PUBLIC CH	EXPANDED SUMMER PROGRAM IN 2013	10,000
VOLUNTEERS IN MEDICINE - SAN FRANCISCO CO CLINIC BY THE BAY 4877 MISSION STREET SAN FRANCISCO,CA 94112		501 (C)(3) PUBLIC CH	EXPANSION OF PRIMARY AND PREVENTIVE HEALTH CARE SERVICES AT CLINIC BY THE BAY	15,000

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Name and address (home or business)				
a <i>Paid during the year</i>				
WASHINGTON COUNTY MUSEUM 17677 NW SPRINGVILLE RD PORTLAND, OR 97229		501 (C)(3) PUBLIC CH	CHILDREN'S FAMILY PROGRAM AND HUBBLE EXHIBIT	20,000
Total  3a				1,581,500

TY 2012 Accounting Fees Schedule

Name: WILLIAM G GILMORE FOUNDATION

EIN: 94-6079493

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	20,950	8,930		6,740

**TY 2012 Investments Corporate
Stock Schedule****Name:** WILLIAM G GILMORE FOUNDATION**EIN:** 94-6079493

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INVESTMENTS IN CORPORATE STOCK	20,590,459	20,590,459

TY 2012 Other Assets Schedule**Name:** WILLIAM G GILMORE FOUNDATION**EIN:** 94-6079493

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DIVIDEND/INTEREST RECEIVABLE	1,154	2,593	2,593
EXCISE TAX OVERPAID	10,832	300	300
SECURITY DEPOSIT	2,878	2,878	2,878

TY 2012 Other Decreases Schedule

Name: WILLIAM G GILMORE FOUNDATION

EIN: 94-6079493

Description	Amount
DEFERRED EXCISE TAX EXPENSE	8,972

TY 2012 Other Expenses Schedule

Name: WILLIAM G GILMORE FOUNDATION

EIN: 94-6079493

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	5,992	0		0
FILING FEE	817	73		440

TY 2012 Other Income Schedule

Name: WILLIAM G GILMORE FOUNDATION

EIN: 94-6079493

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME	49,471	49,471	49,471
SUBLEASE RENTAL INCOME	27,500		27,500

TY 2012 Other Increases Schedule

Name: WILLIAM G GILMORE FOUNDATION

EIN: 94-6079493

Description	Amount
UNREALIZED GAIN ON INVESTMENTS	882,732

TY 2012 Other Liabilities Schedule

Name: WILLIAM G GILMORE FOUNDATION

EIN: 94-6079493

Description	Beginning of Year - Book Value	End of Year - Book Value
DEFERRED EXCISE TAX LIABILITY	45,000	54,000

TY 2012 Other Professional Fees Schedule**Name:** WILLIAM G GILMORE FOUNDATION**EIN:** 94-6079493

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOUNDATION MANAGEMENT	85,873	8,587		68,698
INVESTMENT	9,946	9,946		0

TY 2012 Taxes Schedule

Name: WILLIAM G GILMORE FOUNDATION

EIN: 94-6079493

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	14,200	0		0