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

Department of the Treasury  
Internal Revenue Service

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

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation <b>VESPER SOCIETY</b>		A Employer identification number <b>94-6122250</b>
Number and street (or P O box number if mail is not delivered to street address) <b>115 SANSOME STREET</b>	Room/suite <b>1250</b>	B Telephone number <b>(415)291-0901</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"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ <b>28,211,263.</b> (Part I, column (d) must be on cash basis.)	J Accounting method: <input type="checkbox"/> Cash <input checked="" 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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	10,182.			
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	1,146,924.	1,146,922.	1,146,924.	STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	213,410.			
b Gross sales price for all assets on line 6a	3,817,405.			
7 Capital gain net income (from Part IV, line 2)		213,410.		
8 Net short-term capital gain			7,533.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	24,332.	0.	24,332.	STATEMENT 2
12 Total. Add lines 1 through 11	1,394,848.	1,360,332.	1,178,789.	
13 Compensation of officers, directors, trustees, etc	289,961.	0.	0.	299,610.
14 Other employee salaries and wages	43,806.	0.	0.	43,162.
15 Pension plans, employee benefits	91,284.	0.	0.	89,116.
16a Legal fees STMT 3	4,125.	0.	0.	3,862.
b Accounting fees STMT 4	91,375.	0.	0.	92,605.
c Other professional fees STMT 5	635,537.	121,267.	121,267.	552,223.
17 Interest				
18 Taxes STMT 6	43,897.	0.	0.	0.
19 Depreciation and depletion	17,088.	0.	0.	
20 Occupancy	55,762.	0.	0.	56,056.
21 Travel, conferences, and meetings	74,503.	0.	0.	79,417.
22 Printing and publications	4,007.	0.	0.	11,479.
23 Other expenses STMT 7	56,579.	0.	90.	55,539.
24 Total operating and administrative expenses. Add lines 13 through 23	1,407,924.	121,267.	121,357.	1,283,069.
25 Contributions, gifts, grants paid	12,100.			12,100.
26 Total expenses and disbursements. Add lines 24 and 25	1,420,024.	121,267.	121,357.	1,295,169.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-25,176.			
b Net investment income (if negative, enter -0-)		1,239,065.		
c Adjusted net income (if negative, enter -0-)			1,057,432.	

*gk*

*7*

<b>Part II Balance Sheets</b> 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
<b>Assets</b>	1 Cash - non-interest-bearing	35,552.	18,924.	18,924.
	2 Savings and temporary cash investments	50,257.	72,730.	72,730.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ 6,900.			
	Less: allowance for doubtful accounts ▶		6,900.	6,900.
	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	20,613.	20,412.	20,412.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 8	25,253,635.	27,842,760.	27,842,760.	
14 Land, buildings, and equipment: basis ▶ 58,488.				
Less: accumulated depreciation ▶ 54,781.	57,050.	3,707.	3,707.	
15 Other assets (describe ▶ STATEMENT 9)	207,734.	245,830.	245,830.	
<b>16 Total assets (to be completed by all filers)</b>	<b>25,624,841.</b>	<b>28,211,263.</b>	<b>28,211,263.</b>	
<b>Liabilities</b>	17 Accounts payable and accrued expenses	94,854.	47,941.	
	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 ▶ STATEMENT 10)	3,422.	29,944.	
<b>23 Total liabilities (add lines 17 through 22)</b>	<b>98,276.</b>	<b>77,885.</b>		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted	25,526,565.	28,133,378.	
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	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				
<b>30 Total net assets or fund balances</b>	<b>25,526,565.</b>	<b>28,133,378.</b>		
<b>31 Total liabilities and net assets/fund balances</b>	<b>25,624,841.</b>	<b>28,211,263.</b>		

**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	25,526,565.
2 Enter amount from Part I, line 27a	2	-25,176.
3 Other increases not included in line 2 (itemize) ▶ <b>UNREALIZED GAIN FROM INVESTMENTS</b>	3	2,634,312.
4 Add lines 1, 2, and 3	4	28,135,701.
5 Decreases not included in line 2 (itemize) ▶ <b>SHARE OF S CORPORATION INCOME</b>	5	2,323.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	28,133,378.

**Part IV Capital Gains and Losses for Tax on Investment Income**

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	<b>PUBLICLY TRADED SECURITIES (LONG TERM)</b>			
b	<b>PUBLICLY TRADED SECURITIES (SHORT TERM)</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	3,727,195.		3,521,318.	205,877.
b	90,210.		82,677.	7,533.
c				
d				
e				

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	
a			205,877.
b			7,533.
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	213,410.
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). If (loss), enter -0- in Part I, line 8	3	7,533.

**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	1,331,690.	26,615,732.	.050034
2010	1,180,993.	24,870,603.	.047485
2009	1,238,628.	21,619,989.	.057291
2008	1,527,762.	26,694,262.	.057232
2007	1,374,061.	31,215,140.	.044019

2	Total of line 1, column (d)	2	.256061
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	.051212
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	26,464,487.
5	Multiply line 4 by line 3	5	1,355,299.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	12,391.
7	Add lines 5 and 6	7	1,367,690.
8	Enter qualifying distributions from Part XII, line 4	8	1,295,169.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	24,781.
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	24,781.
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	24,781.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	25,798.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	25,798.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	1.	
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	1,016.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 1,016. Refunded <input checked="" type="checkbox"/>	11	0.	

**Part VII-A Statements Regarding Activities**

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

**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 ► WWW.VESPER.ORG	13	X	
14	The books are in care of ► GHAFFARI ACCOUNTANCY, INC. Telephone no. ► (510) 834-6542 Located at ► 1330 BROADWAY, SUITE 430, OAKLAND, CA ZIP+4 ► 94612			
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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____, _____		
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. <input type="checkbox"/> _____, _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input 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.)	3b	X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

**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)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here  N/A

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) N/A

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?  Yes  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?  Yes  No

**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		289,961.	12,284.	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
CAROL MCKEVITT - 115 SANSOME ST., SUITE 1250, SAN FRANCISCO, CA 94104	EXECUTIVE ASSISTANT 40.00	66,950.	15,234.	0.

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
GHAFFARI ZARAGOZA, LLP 1330 BROADWAY, SUITE 430, OAKLAND, CA 94612	ACCOUNTING SERVICES	73,378.

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 SEE STATEMENT 12	447,658.
2 SEE STATEMENT 13	242,042.
3 SEE STATEMENT 14	38,274.
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	
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 3 <span style="float: right;">▶</span>	0.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	26,816,545.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	50,954.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	26,867,499.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	26,867,499.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	403,012.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	26,464,487.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	1,323,224.

**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.)

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

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	1,295,169.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,295,169.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	1,295,169.

**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)

N/A

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7				
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only				
<b>b</b> Total for prior years:				
<b>3</b> Excess distributions carryover, if any, to 2012:				
<b>a</b> From 2007				
<b>b</b> From 2008				
<b>c</b> From 2009				
<b>d</b> From 2010				
<b>e</b> From 2011				
<b>f</b> Total of lines 3a through e				
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ► \$				
<b>a</b> Applied to 2011, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)				
<b>d</b> Applied to 2012 distributable amount				
<b>e</b> Remaining amount distributed out of corpus				
<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))				
<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				
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b				
<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				
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions				
<b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.				
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7				
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009				
<b>c</b> Excess from 2010				
<b>d</b> Excess from 2011				
<b>e</b> Excess from 2012				

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

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

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

	Tax year		Prior 3 years		(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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	1,057,432.	613,694.	747,063.	690,115.	3,108,304.
b 85% of line 2a	898,817.	521,640.	635,004.	586,598.	2,642,058.
c Qualifying distributions from Part XII, line 4 for each year listed	1,295,169.	1,343,492.	1,180,993.	1,246,175.	5,065,829.
d Amounts included in line 2c not used directly for active conduct of exempt activities	12,100.	38,000.	65,000.	41,538.	156,638.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	1,283,069.	1,305,492.	1,115,993.	1,204,637.	4,909,191.
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					0.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	882,149.	887,191.	829,020.	720,666.	3,319,026.
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)					0.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.
(3) Largest amount of support from an exempt organization					0.
(4) Gross investment income					0.

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

**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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:

**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>				
LEADERSPRING 655 13TH STREET, SUITE 100 OAKLAND, CA 94612		501(C)(3)	GENERAL SUPPORT	5,000.
HEALTH MINISTRIES P.O. BOX 60042 DAYTON, OH 45406		501(C)(3)	GENERAL SUPPORT	1,500.
ACOE/HAYWARD COMMUNITY 680 W. TENNYSON ROAD HAYWARD, CA 94540		GOVERNMENT	GENERAL SUPPORT	550.
CALIFORNIA LUTHERAN UNIVERSITY 60 W. OLSEN ROAD, SUITE 3900 THOUSAND OAKS, CA 91360		501(C)(3)	GENERAL SUPPORT	4,800.
CLINIC BY THE BAY 4877 MISSION STREET SAN FRANCISCO, CA 94112		501(C)(3)	FLU VACCINES	250.
<b>Total</b>				<b>12,100.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>





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**FORM 990-PF**                      **DIVIDENDS AND INTEREST FROM SECURITIES**                      **STATEMENT**      **1**


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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INVESTMENT INCOME FROM PARTNERSHIPS	2.	0.	2.
INVESTMENTS	1,146,922.	0.	1,146,922.
<b>TOTAL TO FM 990-PF, PART I, LN 4</b>	<b>1,146,924.</b>	<b>0.</b>	<b>1,146,924.</b>

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**FORM 990-PF**                                      **OTHER INCOME**                                      **STATEMENT**      **2**


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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
GAIN FROM S-CORP	2,411.	0.	2,411.
MISCELLANEOUS RECEIPTS	2,260.	0.	2,260.
RECOVERY OF PRIOR LOSS	55,916.	0.	55,916.
GAIN/LOSS ON DISPOSAL OF FIXED ASSETS	-36,255.	0.	-36,255.
<b>TOTAL TO FORM 990-PF, PART I, LINE 11</b>	<b>24,332.</b>	<b>0.</b>	<b>24,332.</b>

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**FORM 990-PF**                                      **LEGAL FEES**                                      **STATEMENT**      **3**


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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADLER & COLVIN	1,785.	0.	0.	1,522.
MILLER LAW GROUP	198.	0.	0.	198.
BINGHAM MCCUTCHEN	2,142.	0.	0.	2,142.
<b>TO FM 990-PF, PG 1, LN 16A</b>	<b>4,125.</b>	<b>0.</b>	<b>0.</b>	<b>3,862.</b>

## FORM 990-PF

## ACCOUNTING FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GHAFFARI ACCOUNTANCY, INC (ACCOUNTING)	73,378.	0.	0.	74,608.
ARMANINO MCKENNA (AUDIT)	17,997.	0.	0.	17,997.
TO FORM 990-PF, PG 1, LN 16B	91,375.	0.	0.	92,605.

## FORM 990-PF

## OTHER PROFESSIONAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
KASPICK & COMPANY	121,267.	121,267.	121,267.	0.
DANIEL PRYFOGLE	8,450.	0.	0.	8,450.
MARY HELGESEN-GABEL	1,498.	0.	0.	1,498.
CALIFORNIA LUTHERAN UNIVERSITY	0.	0.	0.	10,000.
THE SIGNAL HILL COMPANY, LLC	5,031.	0.	0.	5,031.
FITZPATRICK CONSULTING GROUP	4,975.	0.	0.	4,831.
HARDER + COMPANY	27,059.	0.	0.	27,059.
LORETTA VAN SCHALWYK	17,103.	0.	0.	17,103.
TARA DESIGN	5,250.	0.	0.	5,250.
MORRIS & BERGER	4,125.	0.	0.	4,125.
INTERFAITH YOUTH	50,000.	0.	0.	50,000.
MASANGANE MORAVIAN A SAVEACT	50,629.	0.	0.	45,694.
ST. ROSE HOSPITAL	54,305.	0.	0.	54,305.
CITY OF OAKLEY	56,550.	0.	0.	80,001.
CONNECTING TO CARE	15,000.	0.	0.	35,000.
OPERATION ACCESS	108,015.	0.	0.	114,876.
LA CLINICA DE LA RAZA	75,000.	0.	0.	75,000.
HAYWARD COMMUNITY CLINIC BY THE BAY	31,280.	0.	0.	0.
COMMUNITY IMPACT	0.	0.	0.	5,000.
0.	0.	0.	0.	4,000.
0.	0.	0.	0.	5,000.
TO FORM 990-PF, PG 1, LN 16C	635,537.	121,267.	121,267.	552,223.

## FORM 990-PF

## TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	43,897.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	43,897.	0.	0.	0.

## FORM 990-PF

## OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TELECOMMUNICATIONS	7,113.	0.	0.	7,031.
REPAIRS AND MAINTENANCE	1,397.	0.	0.	1,397.
EQUIPMENT LEASE AND RENTAL	561.	0.	0.	561.
INSURANCE	13,880.	0.	0.	13,507.
POSTAGE	1,583.	0.	0.	2,084.
DUES AND SUBSCRIPTION	1,914.	0.	0.	2,029.
BANK CHARGES	745.	0.	0.	720.
BAD DEBT	11,100.	0.	0.	11,100.
OTHER EXPENSES	9,828.	0.	0.	9,776.
SUPPLIES	8,368.	0.	0.	7,334.
PARTNERSHIP EXPENSES	90.	0.	90.	0.
TO FORM 990-PF, PG 1, LN 23	56,579.	0.	90.	55,539.

## FORM 990-PF

## OTHER INVESTMENTS

STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
DFA INTERM GOVT BOND PORTFOLIO	FMV	3,522,051.	3,522,051.
DFA U.S. SMALL CAP VALUE FUND	FMV	801,996.	801,996.
VANGUARD SMALL CAP INDEX FUND	FMV		
SIGNAL		1,458,394.	1,458,394.
DFA EMERGING MARKETS PORTFOLIO	FMV	1,448,631.	1,448,631.
DFA U.S. LARGE CAP VALUE PORTFOLIO	FMV	614,483.	614,483.
DFA U.S. LARGE COMPANY PORTFOLIO	FMV	2,433,879.	2,433,879.
DODGE & COX STOCK	FMV	1,724,610.	1,724,610.
MUTUAL SERIES QUEST Z	FMV	1,382,495.	1,382,495.
T ROWE PRICE GROWTH STOCK FUND	FMV	1,629,375.	1,629,375.
GMO INTL INTRINSIC VALUE III	FMV	1,340,742.	1,340,742.

VESPER SOCIETY

94-6122250

HARBOR INT INST	FMV	1,359,190.	1,359,190.
MORGAN STANLEY INST INTL EQUITY I	FMV	1,373,844.	1,373,844.
COHEN & STEER INST REALTY SHARES	FMV	2,177,436.	2,177,436.
COHEN & STEER INTER REALTY FUND I	FMV	1,463,679.	1,463,679.
LOOMIS SAYLES BOND FUND INST'L	FMV	959,325.	959,325.
PIMCO TOTAL RETURN FUND INST	FMV	1,615,004.	1,615,004.
FNMA CMO SERIES G29	FMV	1,691.	1,691.
FNMA CMO SERIES 92-G012	FMV	3,813.	3,813.
FNMA CMO SERIES 2G024	FMV	2,557.	2,557.
PIMCO FOREIGN BOND INST'L	FMV	1,210,227.	1,210,227.
PIMCO HIGH YIELD INST'L	FMV	560,813.	560,813.
VESPER SERVICE NETWORK, INC	FMV	10,000.	10,000.
DFA INT'L SMALL CAP VALUE PORTFOLIO	FMV	748,525.	748,525.
TOTAL TO FORM 990-PF, PART II, LINE 13		27,842,760.	27,842,760.

FORM 990-PF	OTHER ASSETS		STATEMENT 9
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DEPOSITS	207,734.	3,119.	3,119.
PROJECT ADVANCES	0.	242,711.	242,711.
TO FORM 990-PF, PART II, LINE 15	207,734.	245,830.	245,830.

FORM 990-PF	OTHER LIABILITIES		STATEMENT 10
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
DEFERRED EXCISE TAX	3,422.	29,944.	
TOTAL TO FORM 990-PF, PART II, LINE 22	3,422.	29,944.	

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
R. GUY ERWIN 115 SANSOME ST., SUITE 1250 SAN FRANCISCO, CA 94104	CHAIR (APR-DEC 2012) 5.00	0.	0.	0.
R. GUY ERWIN 115 SANSOME ST., SUITE 1250 SAN FRANCISCO, CA 94104	SECRETARY (JAN-MAR 2012) 5.00	0.	0.	0.
ERIC REYNOLDS 115 SANSOME ST., SUITE 1250 SAN FRANCISCO, CA 94104	VICE CHAIR (APR-DEC 2012) 3.00	0.	0.	0.
ERIC REYNOLDS 115 SANSOME ST., SUITE 1250 SAN FRANCISCO, CA 94104	INTERIM CHAIR (JAN-MAR 2012) 3.00	0.	0.	0.
MIYOKO OSHIMA 115 SANSOME ST., SUITE 1250 SAN FRANCISCO, CA 94104	PRESIDENT (FROM MAY' 12) 40.00	107,480.	6,592.	0.
MARY OLSON BAICH 115 SANSOME ST., SUITE 1250 SAN FRANCISCO, CA 94104	PRESIDENT (UNTIL APR' 12) 40.00	182,481.	5,692.	0.
MELISSA ANDERSON 115 SANSOME ST., SUITE 1250 SAN FRANCISCO, CA 94104	CFO 3.00	0.	0.	0.
BERNICE LEDBETTER 115 SANSOME ST., SUITE 1250 SAN FRANCISCO, CA 94104	SECRETARY (APR-DEC 2012) 3.00	0.	0.	0.
BERNICE LEDBETTER 115 SANSOME ST., SUITE 1250 SAN FRANCISCO, CA 94104	MEMBER (JAN-MAR 2012) 3.00	0.	0.	0.
RODRIC A. LORIMER 115 SANSOME ST., SUITE 1250 SAN FRANCISCO, CA 94104	MEMBER 2.00	0.	0.	0.
LUTHER S. LUEDTKE 115 SANSOME ST., SUITE 1250 SAN FRANCISCO, CA 94104	MEMBER 1.00	0.	0.	0.

TOMAS MAGANA 115 SANSOME ST., SUITE 1250 SAN FRANCISCO, CA 94104	MEMBER 1.00	0.	0.	0.
MICHAEL A. MATA 115 SANSOME ST., SUITE 1250 SAN FRANCISCO, CA 94104	MEMBER 1.00	0.	0.	0.
RANDY SCHIEBER 115 SANSOME ST., SUITE 1250 SAN FRANCISCO, CA 94104	MEMBER 3.00	0.	0.	0.
ROBERT SKARE 115 SANSOME ST., SUITE 1250 SAN FRANCISCO, CA 94104	MEMBER 1.00	0.	0.	0.
GEORGE SPINDY 115 SANSOME ST., SUITE 1250 SAN FRANCISCO, CA 94104	MEMBER 1.00	0.	0.	0.
BARBARA VARENHORST 115 SANSOME ST., SUITE 1250 SAN FRANCISCO, CA 94104	MEMBER 1.00	0.	0.	0.
ANITA WOTIZ 115 SANSOME ST., SUITE 1250 SAN FRANCISCO, CA 94104	MEMBER 1.00	0.	0.	0.
MELVIN D. GEORGE 115 SANSOME ST., SUITE 1250 SAN FRANCISCO, CA 94104	MEMBER-AT-LARGE 1.00	0.	0.	0.
ROBERT BRORBY 115 SANSOME ST., SUITE 1250 SAN FRANCISCO, CA 94104	CORPORATE MEMBER 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		289,961.	12,284.	0.

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FORM 990-PF                      SUMMARY OF DIRECT CHARITABLE ACTIVITIES                      STATEMENT 12

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ACTIVITY ONE

PROVISION OF HEALTH SERVICES TO THE UNDERSERVED  
HIV/AIDS - THE SOCIETY IS PROVIDING SUPPORT IN THE E. CAPE  
OF RURAL SOUTH AFRICA TO A COMMUNITY MODEL FOR THE TREATMENT  
OF PERSONS WITH HIV/AIDS, INCLUDING ASSISTING PATIENTS WITH  
DOCTOR VISITS, LAB TESTS, THE ACQUISITION OF ANTI-RETROVIRAL

DRUGS, CASE MANAGEMENT AND HOME CARE.  
 ADOLESCENT MENTAL HEALTH - THE SOCIETY IS IMPLEMENTING A PROGRAM WITHIN EXISTING LOCAL CLINICS IN HAYWARD, CA, TO ASSIST HIGH SCHOOL STUDENTS IN OVERCOMING HEALTH-RELATED OBSTACLES THAT PREVENT THEIR SUCCESS IN A REGULAR SCHOOL SETTING, AND TO MEET THE PHYSICAL AND MENTAL HEALTH NEEDS OF OTHER ADOLESCENTS IN THE COMMUNITY WHO LACK RESOURCES TO MEET THEIR NEEDS.  
 TELEHEALTH BEHAVIORAL SERVICES - THE SOCIETY IS WORKING WITH CONNECTING TO CARE IN REDDING, CA TO INCREASE ACCESS TO RURAL N. CA CLIENTS SEEKING CARE FOR BEHAVIORAL HEALTH AND/OR PSYCHIATRIC ISSUES THROUGH THE DEVELOPMENT OF A COMPREHENSIVE TELEHEALTH PROGRAM.  
 HEALTH CARE ACCESS - THE SOCIETY IS WORKING

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

447,658.

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FORM 990-PF                      SUMMARY OF DIRECT CHARITABLE ACTIVITIES                      STATEMENT 13

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ACTIVITY TWO

YOUTH SERVICES

LOCAL ECONOMIC DEVELOPMENT - THE SOCIETY IS WORKING WITH SAVEACT TRUST TO DEVELOP AND EMBED SUSTAINABLE LOCAL ECONOMIC DEVELOPMENT ACTIVITIES THAT BULID ON THE RESOURCES AND CAPABILITIES OF POOR AND VULNERABLE IN SOUTH AFRICA'S EASTERN CAPE PROVINCE. SAVINGS AND CREDIT GROUPS, LIFE SKILLS AND ENTERPRISE TRAINING ARE TAILORED TO LOCAL CONDITIONS.  
 YOUTH EMPOWERMENT - THE SOCIETY IS WORKING WITH THE CITY OF OAKLEY, CALIFORNIA, TO DEVELOP AND IMPLEMENT ACTIVITES FOR YOUTH AND FAMILIES THROUGH THE OAKLEY YOUTH ADVISORY COUNCIL. THESE PROGRAMS INSTILL A SENSE OF COMPETENCE, VALUES, BELONGING, AND WORTH THAT STENGTHEN POSITIVE CIVIC PARTICIPATION.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 2

242,042.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 14

ACTIVITY THREEDIALOGUE

INTERFAITH COOPERATION AND SOCIAL MEDIA - THE SOCIETY IS WORKING WITH THE CHICAGO-BASED INTERFAITH YOUR CORE (IFYC) TO EQUIP AND MOBILIZE INTERFAITH LEADERS TO USE TRADITIONAL AND SOCIAL MEDIA TOOLS TO SPREAD THE MESSAGE OF INTERFAITH COOPERATION. THE PROJECT DEVELOPED A NEW WEBSITE AND SOCIAL MEDIA STRATEGY TO TRANSFORM IFYC'S ONLINE PLATFORM.

CUMMINGS INTERN PROGRAM - THE SOCIETY IS WORKING WITH CALIFORNIA LUTHERAN UNIVERISTY(CLU) IN THOUSAND OAKS, CALIFORNIA TO PROVIDE OPPORTUNITIES FOR CLU STUDENTS TO WORK ON INTERFAITH ISSUES AND SERVICES LEARNING. THE ACTIVITIES WILL ENABLE US TO BULID A BASE OF KNOWLEDGE THAT WILL CIBTRIBUTE TO THE LARGER FIELD OF INTERFAITH STUDIES.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 3

38,274.

# Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*

**Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).**

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

<b>Type or print</b>	Name of exempt organization or other filer, see instructions <b>VESPER SOCIETY</b>	Employer identification number (EIN) or <b>94-6122250</b>
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions <b>115 SANSOME STREET, NO. 1250</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>SAN FRANCISCO, CA 94104</b>	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**GHAFFARI ACCOUNTANCY, INC.**

- The books are in the care of ▶ **1330 BROADWAY, SUITE 430 - OAKLAND, CA 94612**  
 Telephone No. ▶ **(510) 834-6542** FAX No. ▶ **(510) 834-2556**
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for

**1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
 ▶  calendar year **2012** or  
 ▶  tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

**2** If the tax year entered in line 1 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$	25,220.
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	25,798.
<b>c</b> <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	0.

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions  
 LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions. Form **8868** (Rev. 1-2013)