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Form **990-PF**

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

OMB No 1545-0052

**2012**

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>THE SCHOW FOUNDATION</b>		A Employer identification number <b>95-4791558</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>2975 HUNTINGTON DRIVE, SUITE 200</b>	Room/suite	B Telephone number (see instructions) <b>626-792-9283</b>
City or town, state, and ZIP code <b>SAN MARINO CA 91108</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>\$ 36,627,798</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

SCANNED NOV 20 2013 Revenue

	(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 (attach schedule)	<b>4,416,000</b>			
2 Check <input type="checkbox"/> if the foundation is not required to attach Schedule B				
3 Interest on savings and temporary cash investments	<b>191,247</b>	<b>191,247</b>		
4 Dividends and interest from securities	<b>1,214,998</b>	<b>1,214,998</b>		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	<b>2,028,613</b>			
b Gross sales price for all assets on line 6a <b>8,616,136</b>				
7 Capital gain net income (from Part IV, line 2)		<b>2,028,613</b>		
8 Net short-term capital gain			<b>0</b>	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) <b>STMT 1</b>	<b>169,235</b>	<b>169,235</b>		
12 Total. Add lines 1 through 11	<b>8,020,093</b>	<b>3,604,093</b>	<b>0</b>	
13 Compensation of officers, directors, trustees, etc.	<b>37,500</b>	<b>18,750</b>		<b>18,750</b>
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) <b>STMT 2</b>	<b>18,400</b>	<b>9,200</b>		<b>9,200</b>
c Other professional fees (attach schedule) <b>STMT 3</b>	<b>193,586</b>	<b>172,586</b>		<b>21,000</b>
17 Interest				
18 Taxes (attach schedule) (see instructions) <b>STMT 4</b>	<b>48,845</b>	<b>7,598</b>		<b>1,247</b>
19 Depreciation (attach schedule) and depletion <b>STMT 5</b>	<b>171</b>			
20 Occupancy	<b>3,600</b>	<b>1,800</b>		<b>1,800</b>
21 Travel, conferences, and meetings	<b>3,983</b>			<b>3,983</b>
22 Printing and publications				
23 Other expenses (attach schedule) <b>STMT 6</b>	<b>14,747</b>	<b>6,794</b>		<b>7,953</b>
24 Total operating and administrative expenses. Add lines 13 through 23	<b>320,832</b>	<b>216,728</b>	<b>0</b>	<b>63,933</b>
25 Contributions, gifts, grants paid <b>SEE STATEMENT 7</b>	<b>2,465,700</b>			<b>2,465,700</b>
26 Total expenses and disbursements. Add lines 24 and 25	<b>2,786,532</b>	<b>216,728</b>	<b>0</b>	<b>2,529,633</b>
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<b>5,233,561</b>			
b Net investment income (if negative, enter -0-)		<b>3,387,365</b>		
c Adjusted net income (if negative, enter -0-)			<b>0</b>	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

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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	11,504	77,744	77,744
	2	Savings and temporary cash investments	625,385	3,816,217	3,816,217
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (att schedule) ▶ Less: allowance for doubtful accounts ▶	0		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule) <b>STMT 8</b>	3,906,253		
	b	Investments – corporate stock (attach schedule) <b>SEE STMT 9</b>	23,306,148	25,200,786	29,375,787
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) <b>SEE STATEMENT 10</b>		3,000,173	3,338,486
	14	Land, buildings, and equipment basis ▶ <b>4,493</b> Less: accumulated depreciation (attach sch) ▶ <b>STMT 11 4,148</b>	516	345	345
15	Other assets (describe ▶ <b>SEE STATEMENT 12</b> )	19,219	19,219	19,219	
16	<b>Total assets</b> (to be completed by all filers – see the instructions. Also, see page 1, item i)	27,869,025	32,114,484	36,627,798	
Liabilities	17	Accounts payable and accrued expenses	1,659	322	
	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 ▶ )			
	23	<b>Total liabilities</b> (add lines 17 through 22)	1,659	322	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	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	27,867,366	32,114,162	
30	<b>Total net assets or fund balances</b> (see instructions)	27,867,366	32,114,162		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	27,869,025	32,114,484		

**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	27,867,366
2	Enter amount from Part I, line 27a	2	5,233,561
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	33,100,927
5	Decreases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 13</b>	5	986,765
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) – Part II, column (b), line 30	6	32,114,162

**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>300,000 SHS TESCO CORP</b>	<b>D</b>	<b>VARIOUS</b>	<b>VARIOUS</b>
b	<b>4,000.000 SHS UNITED STATES TREAS NT</b>	<b>P</b>	<b>VARIOUS</b>	<b>02/15/12</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 <b>4,616,136</b>		<b>2,587,523</b>	<b>2,028,613</b>
b <b>4,000,000</b>		<b>4,000,000</b>	
c			
d			
e			

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

(i) FMV 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			<b>2,028,613</b>
b			
c			
d			
e			

  

2 Capital gain net income or (net capital loss) <span style="font-size: small;">{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</span>	<b>2</b>	<b>2,028,613</b>
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 <span style="font-size: small;">{ }</span>	<b>3</b>	

**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 nonchangible-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	<b>2,199,467</b>	<b>27,004,345</b>	<b>0.081449</b>
2010	<b>2,554,295</b>	<b>25,234,536</b>	<b>0.101222</b>
2009	<b>2,418,953</b>	<b>22,714,144</b>	<b>0.106495</b>
2008	<b>1,244,427</b>	<b>26,128,929</b>	<b>0.047626</b>
2007	<b>1,157,329</b>	<b>23,208,273</b>	<b>0.049867</b>

  

2 Total of line 1, column (d)	<b>2</b>	<b>0.386659</b>
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	<b>3</b>	<b>0.077332</b>
4 Enter the net value of nonchangible-use assets for 2012 from Part X, line 5	<b>4</b>	<b>35,104,006</b>
5 Multiply line 4 by line 3	<b>5</b>	<b>2,714,663</b>
6 Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	<b>33,874</b>
7 Add lines 5 and 6	<b>7</b>	<b>2,748,537</b>
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.	<b>8</b>	<b>2,529,633</b>

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

<b>1a</b>	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: <b>(attach copy of letter if necessary—see instructions)</b>		
<b>b</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	<b>1</b>	<b>67,747</b>
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	<b>0</b>
<b>3</b>	Add lines 1 and 2	<b>3</b>	<b>67,747</b>
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	<b>0</b>
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	<b>67,747</b>
<b>6</b>	<b>Credits/Payments</b>		
<b>a</b>	2012 estimated tax payments and 2011 overpayment credited to 2012	<b>6a</b>	<b>47,589</b>
<b>b</b>	Exempt foreign organizations – tax withheld at source	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	<b>30,000</b>
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>	<b>77,589</b>
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	<b>9,842</b>
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> <b>9,842</b> <b>Refunded</b>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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?		<b>X</b>
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to <b>1a</b> or <b>1b</b> , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		<b>X</b>
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		<b>X</b>
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: <b>(1)</b> On the foundation <b>\$</b> _____ <b>(2)</b> On foundation managers. <b>\$</b> _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <b>\$</b> _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		<b>X</b>
<b>3</b> 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		<b>X</b>
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		<b>X</b>
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	<b>N/A</b>	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		<b>X</b>
<b>6</b> 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?		<b>X</b>
<b>7</b> 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	<b>X</b>	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <b>NONE</b>		
<b>b</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	<b>X</b>	
<b>9</b> 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		<b>X</b>
<b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		<b>X</b>

**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		<b>X</b>
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		<b>X</b>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <b>N/A</b>	13	<b>X</b>	
14	The books are in care of ▶ <b>MELANIE SCHOW</b> <b>2975 HUNTINGTON DRIVE, #200</b> Located at ▶ <b>SAN MARINO</b> CA ZIP+4 ▶ <b>91108</b> Telephone no. ▶ <b>626-792-9283</b>			
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 ▶ <b>15</b>			
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 <b>X</b>

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

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

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

**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)? Organizations relying on a current notice regarding disaster assistance check here **N/A**  **5b**

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A**  Yes  No  
If "Yes," attach the statement required by Regulations section 53.4945–5(d)

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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**  Yes  No **X**  
If "Yes" to 6b, file Form 8870.

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** **7b**

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

**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14				

**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
NONE		

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

**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
1 N/A	
2	
3	
4	

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

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

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

**Total. Add lines 1 through 3** ▶

**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>	<b>30,489,736</b>
<b>b</b>	Average of monthly cash balances	<b>1b</b>	<b>5,148,849</b>
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	<b>0</b>
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	<b>35,638,585</b>
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	<b>0</b>
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	<b>0</b>
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	<b>35,638,585</b>
<b>4</b>	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	<b>4</b>	<b>534,579</b>
<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>	<b>35,104,006</b>
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	<b>1,755,200</b>

**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>1,755,200</b>
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	<b>67,747</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>67,747</b>
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	<b>1,687,453</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>1,687,453</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>	<b>1,687,453</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>	<b>2,529,633</b>
<b>b</b>	Program-related investments – total from Part IX-B	<b>1b</b>	
<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>	<b>2,529,633</b>
<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 (see instructions)	<b>5</b>	<b>0</b>
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	<b>2,529,633</b>

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7				<b>1,687,453</b>
<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: 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2012:				
<b>a</b> From 2007				<b>52,672</b>
<b>b</b> From 2008				<b>1,244,427</b>
<b>c</b> From 2009				<b>1,307,218</b>
<b>d</b> From 2010				<b>1,307,114</b>
<b>e</b> From 2011				<b>907,104</b>
<b>f</b> Total of lines 3a through e	<b>4,818,535</b>			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ► \$ <b>2,529,633</b>				
<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>1,687,453</b>
<b>e</b> Remaining amount distributed out of corpus	<b>842,180</b>			
<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>5,660,715</b>			
<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 instructions				
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				<b>0</b>
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	<b>52,672</b>			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	<b>5,608,043</b>			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2008				<b>1,244,427</b>
<b>b</b> Excess from 2009				<b>1,307,218</b>
<b>c</b> Excess from 2010				<b>1,307,114</b>
<b>d</b> Excess from 2011				<b>907,104</b>
<b>e</b> Excess from 2012				<b>842,180</b>

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

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

**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)  
**SEE STATEMENT 15**

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  
**N/A**

**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:  
**N/A**

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

c Any submission deadlines:  
**N/A**

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors.  
**N/A**

**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)				
<b>a</b> Paid during the year <b>SEE STATEMENT 16</b>				<b>2,465,700</b>
<b>Total</b>			<b>▶ 3a</b>	<b>2,465,700</b>
<b>b</b> Approved for future payment <b>N/A</b>				
<b>Total</b>			<b>▶ 3b</b>	





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

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

OMB No 1545-0047

**2012**

Name of the organization

Employer identification number

**THE SCHOW FOUNDATION****95-4791558**

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

 501(c)( ) (enter number) organization 4947(a)(1) nonexempt charitable trust not treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

**Special Rules**

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

**THE SCHOW FOUNDATION**

Employer identification number

**95-4791558****Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SCHOW FAMILY TRUST 2975 HUNTINGTON DRIVE, STE 200  SAN MARINO CA 91108	\$ 4,416,000	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization <b>THE SCHOW FOUNDATION</b>	Employer identification number <b>95-4791558</b>
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**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<b>1</b>	<b>300,000 SHS TESCO CORP STOCK</b>	<b>\$ 4,416,000</b>	<b>02/03/12</b>
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

## Federal Statements

### Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
PARTNERSHIP DISTRIBUTION	\$ 130,925	\$ 130,925	\$
OTHER INCOME	38,310	38,310	
<b>TOTAL</b>	<b>\$ 169,235</b>	<b>\$ 169,235</b>	<b>\$ 0</b>

### Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
AUDIT FEES	\$ 18,400	\$ 9,200	\$	\$ 9,200
<b>TOTAL</b>	<b>\$ 18,400</b>	<b>\$ 9,200</b>	<b>\$ 0</b>	<b>\$ 9,200</b>

### Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
AUDIT COMMITTEE	\$ 21,000	\$	\$	\$ 21,000
INVESTMENT ADVISOR FEE	172,586	172,586		
<b>TOTAL</b>	<b>\$ 193,586</b>	<b>\$ 172,586</b>	<b>\$ 0</b>	<b>\$ 21,000</b>

### Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAXES	\$ 6,351	\$ 6,351	\$	
PAYROLL TAXES	2,494	1,247		1,247
EXCISE TAXES	40,000			
<b>TOTAL</b>	<b>\$ 48,845</b>	<b>\$ 7,598</b>	<b>\$ 0</b>	<b>\$ 1,247</b>

## Federal Statements

### Statement 5 - Form 990-PF, Part I, Line 19 - Depreciation

Date Acquired	Description	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
2/05/04	FIRE WALL	\$ 336	336	S/L	3	\$	\$	\$
11/11/03	OFFICE FURNITURE	2,148	2,118	S/L	7			
3/06/07	FAX-PRINTER	433	420	S/L	5	13		
11/14/08	COMPUTER & MONITOR	1,576	1,103	S/L	5	158		
<b>TOTAL</b>		<b>\$ 4,493</b>	<b>\$ 3,977</b>		<b>\$</b>	<b>171</b>	<b>\$</b>	<b>\$</b>

### Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES				
TELEPHONE/INTERNET	1,322	661		661
POSTAGE AND SHIPPING	47	24		23
FILING FEES-CA ATTORNEY GENER				
DUES & SUBSCRIPTIONS	1,160			1,160
BANK CHARGES	95			48
INSURANCE-D&O	1,878	939		939
EMPLOYEE BENEFITS	9,568	4,784		4,784
SUPPLIES	677	339		338
<b>TOTAL</b>	<b>\$ 14,747</b>	<b>\$ 6,794</b>	<b>\$</b>	<b>\$ 7,953</b>

### Federal Statements

#### Statement 7 - Form 990-PF, Part I, Line 25 - Noncash Contributions, Gifts, Grants

<u>Amount</u>	<u>Noncash Description</u>	<u>FMV Explanation</u>	<u>Book Value Amount</u>	<u>Book Value Explanation</u>	<u>Date</u>
986,690	SECURITIES		122,334		12/13/12

**Federal Statements**

**Statement 8 - Form 990-PF, Part II, Line 10a - US and State Government Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
UNITED STATES TREASURY NOTES	\$ 3,906,253	\$	MARKET	\$
TOTAL	\$ 3,906,253	\$ 0		\$ 0

**Statement 9 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ABERDEEN ASIA PACIFIC-140,000 SHARES	\$ 785,437	\$ 785,437	COST	\$ 1,083,600
BP PRUDHOE BAY ROYALTY TST-10,000 SH	779,595	1,287,306	COST	993,830
CABOT OIL & GAS COPR-88,000 SHARES	1,464,201	1,341,867	COST	7,719,648
GRANITE CONSTRUCTION, INC-50,000 SH	1,720,000	1,720,000	COST	1,681,000
ISHARES TRUST-37,300 SHARES	3,479,572	3,479,572	COST	4,520,014
ELI LILLY & CO-50,000 SHARES	2,646,612	2,646,612	COST	2,466,000
NEW YORK CMTY BANCORP-100,000 SHARES	1,818,237	1,818,237	COST	1,310,000
PFIZER, INC-50,000 SHARES	871,998	871,998	COST	1,253,965
POTASH CORP OF SASKATCHEWAN-24000 SH	1,277,212	1,277,212	COST	976,795
REDWOOD TRUST-30,000 SHARES	1,065,300	1,042,656	COST	506,700
TELLABS, INC-191,500 SHARES	1,107,828	1,107,828	COST	436,620
ULTRA PETROLEUM CORP-50,000 SHARES	2,589,097	2,589,097	COST	906,500
SEADRILL LIMITED-60,000 SHARES	2,145,945	2,145,945	COST	2,208,000
SOUTHERN COPPER CORP-50,000 SHARES	1,555,114	1,555,114	COST	1,913,255
STUDENT TRANSPORTATION INC-153,600		1,032,481	COST	946,680
BOARDWALK PIPELINE PTNRS-18,200 SHS		499,424	COST	453,180
TOTAL	\$ 23,306,148	\$ 25,200,786		\$ 29,375,787

## Federal Statements

### Statement 10 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
PRIMECAP ODYSSEY STK FD	\$	1,000,053	COST	\$ 1,089,298
PRIMECAP ODYSSEY AGGRESSIVE GRWTH		1,000,064	COST	1,141,197
PRIMECAP ODYSSEY GROWTH FD		1,000,056	COST	1,107,991
TOTAL	\$ 0	\$ 3,000,173		\$ 3,338,486

### Statement 11 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
FURNITURE AND FIXTURES	\$ 30	2,148	\$ 2,118	\$ 30
MACHINERY AND EQUIPMENT	486	2,345	2,030	315
TOTAL	\$ 516	\$ 4,493	\$ 4,148	\$ 345

**Federal Statements****Statement 12 - Form 990-PF, Part II, Line 15 - Other Assets**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Fair Market Value</u>
ART WORK	\$ 19,219	\$ 19,219	\$ 19,219
TOTAL	\$ 19,219	\$ 19,219	\$ 19,219

**Statement 13 - Form 990-PF, Part III, Line 5 - Other Decreases**

<u>Description</u>	<u>Amount</u>
REDWOOD TRUST INC COST ADJUSTMENT	\$ 22,644
DONATED STOCK ADD'L GAIN ADJUSTMENT	1,828,477
BOOK-TAX CAPITAL GAIN DIFFERENCE	-864,356
TOTAL	\$ 986,765

**Federal Statements**

**Statement 14 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.**

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
HOWARD SCHOW 2975 HUNTINGTON DRIVE, STE 200 SAN MARINO CA 91108	PRESIDENT	1.00	0	0	0
MELANIE SCHOW 2975 HUNTINGTON DRIVE, STE 200 SAN MARINO CA 91108	SECRETARY/ED	20.00	37,500	0	0
NAN SCHOW 2975 HUNTINGTON DRIVE, STE 200 SAN MARINO CA 91108	TREASURER	1.00	0	0	0
STEVEN SCHOW 2975 HUNTINGTON DRIVE, STE 200 SAN MARINO CA 91108	CFO	1.00	0	0	0
ROGER SCHOW 2975 HUNTINGTON DRIVE, STE 200 SAN MARINO CA 91108	BOARD MEMBER	1.00	0	0	0

### Federal Statements

**Statement 15 - Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000**

<u>Name of Manager</u>	<u>Amount</u>
HOWARD SCHOW	\$
NAN SCHOW	
TOTAL	\$ <u>0</u>

## Federal Statements

### Statement 16 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name		Address		Relationship	Status	Purpose	Amount
HUNTINGTON HOSPITAL	PASADENA CA 91105	NONE	100 W CALIFORNIA BLVD		501(C)(3)	TO SUPPORT CAPITAL CAMPAIGN	986,690
HUNTINGTON HOSPITAL	PASADENA CA 91105	NONE	100 W CALIFORNIA BLVD		501(C)(3)	TO SUPPORT CAPITAL CAMPAIGN	13,310
POLYTECHNIC SCHOOL	PASADENA CA 91105	NONE	1030 E CALIFORNIA BLVD		501(C)(3)	PROGRAM SUPPORT	100,000
CHILDRENS HOSPITAL OAKLAND FOUNDATI	OAKLAND CA 94612	NONE	2201 BROADWAY, STE 600		501(C)(3)	PROGRAM SUPPORT	50,000
HOLY FAMILY SERVICES	LOS ANGELES CA 90026	NONE	840 ECHO PARK AVE		501(C)(3)	PROGRAM SUPPORT	25,000
POWER OF ONE GOOD DEED	PHOENIX AZ 85018	NONE	PHOENIX		501(C)(3)	PROGRAM SUPPORT	1,000
PASADENA EDUCATIONAL FOUNDATION	PASADENA CA 91109	NONE	351 S HUDON		501(C)(3)	PROGRAM SUPPORT	65,000
REDWOODS FOUNDATION	MILL VALLEY CA 94941	NONE	40 CAMINO ALTO		501(C)(3)	PROGRAM SUPPORT	15,000
BIG BROTHERS BIG SISTERS	SAN RAFAEL CA 94901	NONE	1618 SECOND ST		501(C)(3)	PROGRAM SUPPORT	20,000
MOUNTAIN PLAY ASSOCIATION	MILL VALLEY CA 94942	NONE	PO BOX 2025		501(C)(3)	PROGRAM SUPPORT	10,000
MARIN AGRICULTURAL LAND TRUST	POINT REYES STATION CA 94	NONE	PO BOX 809		501(C)(3)	FARMLAND FOREVER CAMPAIGN	515,000
ENVISION SCHOOLS	SAN FRANCISCO CA 94107	NONE	185 BERRY ST, STE 220		501(C)(3)	PROGRAM SUPPORT	10,000
SF GENERAL HOSPITAL FOUNDATION	SAN FRANCISCO CA 94110	NONE	2789 25TH ST, STE 2028		501(C)(3)	PROGRAM SUPPORT	5,000
SAN FRANCISCO SPCA	SAN FRANCISCO CA 94103	NONE	243 ALABAMA ST		501(C)(3)	PROGRAM SUPPORT	2,000
AUDUBON CANYON RANCH	STINSON BEACH CA 94970	NONE	4900 HIGHWAY ONE		501(C)(3)	PROGRAM SUPPORT	10,000
BRIDGE THE GAP	SAN ANSELMO CA 94960	NONE	38 MARIPOSA AVE, APT 4		501(C)(3)	PROGRAM SUPPORT	20,000
UNION STATION FOUNDATION	PASADENA CA 91104	NONE	825 E ORANGE GROVE BLVD		501(C)(3)	PROGRAM SUPPORT	50,000

**Federal Statements**

**Statement 16 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)**

Name	Address	Relationship	Status	Purpose	Amount
DIRECT RELIEF INTERNATIONAL	27 S LA PATERA LN	NONE	501(C)(3)	PROGRAM SUPPORT	50,000
SANTA BARBARA CA 93117	801 S GRAND AVE, STE 300	NONE	501(C)(3)	PROGRAM SUPPORT	20,000
GIRL SCOUTS OF GREATER LA	PO BOX 93397	NONE	501(C)(3)	PROGRAM SUPPORT	25,000
LOS ANGELES CA 90017	501(C)(3)	NONE	501(C)(3)	PROGRAM SUPPORT	5,000
YOUNG & HEALTHY	260 S LOS ROBLES AVE	NONE	501(C)(3)	PROGRAM SUPPORT	50,000
PASADENA CA 91109	980 N FAIR OAKS AVE	NONE	501(C)(3)	PROGRAM SUPPORT	20,000
PASADENA COMMUNITY FOUNDATION	PO BOX 3620	NONE	501(C)(3)	PROGRAM SUPPORT	25,000
PASADENA CA 91101	45 N SAN GABRIEL BLVD	NONE	501(C)(3)	PROGRAM SUPPORT	40,000
MOTHERS CLUB	135 NORTH GRAND AVE	NONE	501(C)(3)	PROGRAM SUPPORT	10,000
PASADENA CA 91103	1065 FORT CRONKHITE	NONE	501(C)(3)	PROGRAM SUPPORT	50,000
SCHOLARSHIP END OF SANTA BARBARA	700 MILLER AVE	NONE	501(C)(3)	PROGRAM SUPPORT	8,000
SANTA BARBARA CA 93130	50 IRVING STREET	NONE	501(C)(3)	PROGRAM SUPPORT	8,000
EPISCOPAL HOUSING ALLIANCE	PO BOX 2031	NONE	501(C)(3)	PROGRAM SUPPORT	10,000
PASADENA CA 91107	PO BOX 29415	NONE	501(C)(3)	PROGRAM SUPPORT	10,000
MUSIC CENTER	409 SYCAMORE AVE	NONE	501(C)(3)	PROGRAM SUPPORT	5,000
LOS ANGELES CA 90012	501(C)(3)	NONE	501(C)(3)	PROGRAM SUPPORT	15,000
MARINE MAMMAL CENTER	94 GALLI DR, SUITE C	NONE	501(C)(3)	PROGRAM SUPPORT	14,500
SAUSALITO CA 94965	1255 POST STREET, STE 729	NONE	501(C)(3)	PROGRAM SUPPORT	11,000
TAM HIGH FOUNDATION	SAN FRANCISCO CA 94109	NONE	501(C)(3)	PROGRAM SUPPORT	
MILL VALLEY CA 94941	2301 BROADWAY, STE B	NONE	501(C)(3)	PROGRAM SUPPORT	
FAMILY HOUSE	OAKLAND CA 94612	NONE	501(C)(3)	PROGRAM SUPPORT	
SAN FRANCISCO CA 94122					
GILEAD HOUSE					
NOVATO CA 94948					
FIRST GRADUATE					
SAN FRANCISCO CA 94129					
KIDDO!					
MILL VALLEY CA 94941					
MATRIX PARENT NETWORK & RESOURCE CE					
NOVATO CA 94949					
CALIFORNIA PACIFIC MEDICAL CENTER					
SAN FRANCISCO CA 94109					
BAY AREA WILDERNESS TRAINING					
OAKLAND CA 94612					

**Federal Statements**

**Statement 16 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)**

Name Address	Relationship	Address	Status	Purpose	Amount
MARIN HORIZON SCHOOL MILL VALLEY CA 94941	NONE	305 MONTFORD AVE 501(C) (3)		PROGRAM SUPPORT	22,000
MARIN HUMANE SOCIETY NOVATO CA 94949	NONE	171 BEL MARIN KEYS BLVD 501(C) (3)		PROGRAM SUPPORT	5,000
MILL VALLEY LIVEARTS MILL VALLEY CA 94942	NONE	PO BOX 1058 501(C) (3)		PROGRAM SUPPORT	50,000
THE OXBOW SCHOOL NAPA CA 94559	NONE	530 THIRD STREET 501(C) (3)		PROGRAM SUPPORT	11,000
THE WELLNESS COMMUNITY PASADENA CA 91105	NONE	200 E DEL MAR BLVD, #118 501(C) (3)		PROGRAM SUPPORT	50,000
PLANNED PARENTHOOD PASADENA CA 91104	NONE	1045 N LAKE AVE 501(C) (3)		PROGRAM SUPPORT	25,000
THE HUNTINGTON LIBRARY SAN MARINO CA 91108	NONE	1151 OXFORD ROAD 501(C) (3)		PROGRAM SUPPORT	20,000
TAMALPIAS HIGH SCHOOL BOOSTERS MILL VALLEY CA 94941	CLB NONE	700 MILLER AVE 501(C) (3)		PROGRAM SUPPORT	3,200
FOOD FOR THOUGHT OJAI CA 93024	NONE	PO BOX 1645 501(C) (3)		PROGRAM SUPPORT	15,000
TOTAL					<u>2,465,700</u>

Form **4562**

**Depreciation and Amortization**  
(Including Information on Listed Property)

OMB No 1545-0172

**2012**

Department of the Treasury  
Internal Revenue Service (99)

▶ See separate instructions.      ▶ Attach to your tax return.

Attachment Sequence No **179**

Name(s) shown on return

**THE SCHOW FOUNDATION**

Identifying number  
**95-4791558**

Business or activity to which this form relates

**INDIRECT DEPRECIATION**

**Part I Election To Expense Certain Property Under Section 179**

**Note:** If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	500,000
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2013. Add lines 9 and 10, less line 12	13	

**Note:** Do not use Part II or Part III below for listed property. Instead, use Part V.

**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions)**

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	13

**Part III MACRS Depreciation (Do not include listed property.) (See instructions.)**

**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	158
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

**Section B—Assets Placed in Service During 2012 Tax Year Using the General Depreciation System**

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs.	MM	S/L	
			27.5 yrs.	MM	S/L	
i Nonresidential real property			39 yrs.	MM	S/L	
				MM	S/L	

**Section C—Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System**

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year			40 yrs	MM	S/L	

**Part IV Summary (See instructions.)**

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations—see instructions	22	171
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

For Paperwork Reduction Act Notice, see separate instructions.

Form **4562** (2012)