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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

Open to Public Inspection

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

For calendar year 2012 or tax year beginning

07/01, 2012, and ending

06/30, 2013

Name of foundation STUPSKI FOUNDATION		A Employer identification number 68-0397103
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (415) 536-4210
90 NEW MONTGOMERY STREET	315	
City or town, state, and ZIP code SAN FRANCISCO, CA 94105		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 231,478,193.	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	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))		(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)		122,136,730.			
2 Check <input 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		995,924.		995,924.	
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		686,725.			
b Gross sales price for all assets on line 6a		20,149,324.			
7 Capital gain net income (from Part IV, line 2)			3,329,725.		
8 Net short-term capital gain				1,414.	
9 Income modifications					
10 a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) ATCH 1		150,000.	461,311.	461,311.	
12 Total. Add lines 1 through 11		123,969,379.	5,476,344.	2,148,033.	
13 Compensation of officers, directors, trustees, etc.		609,388.			609,388.
14 Other employee salaries and wages		1,052,789.	17,077.	17,077.	1,714,080.
15 Pension plans, employee benefits		181,056.	1,730.	1,730.	227,867.
16a Legal fees (attach schedule) ATCH 2		3,412.			10,946.
b Accounting fees (attach schedule) ATCH 3		164,584.	81,332.	81,332.	81,332.
c Other professional fees (attach schedule) *		189,204.	193,070.	193,070.	
17 Interest					
18 Taxes (attach schedule) (see instructions) ATCH 5		296,120.	9,270.	9,270.	
19 Depreciation (attach schedule) and depletion		654,641.			
20 Occupancy		312,197.			420,021.
21 Travel, conferences, and meetings		158,166.			140,809.
22 Printing and publications		479.			479.
23 Other expenses (attach schedule) ATCH 6		726,556.	371,801.	371,801.	995,134.
24 Total operating and administrative expenses. Add lines 13 through 23		4,348,592.	674,280.	674,280.	4,200,056. **
25 Contributions, gifts, grants paid		600,000.			719,667.
26 Total expenses and disbursements. Add lines 24 and 25		4,948,592.	674,280.	674,280.	4,919,723.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		119,020,787.			
b Net investment income (if negative, enter -0-)			4,802,064.		
c Adjusted net income (if negative, enter -0-)				1,473,753.	

JSA For Paperwork Reduction Act Notice, see instructions.

*ATCH 4

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** THIS FIGURE INCLUDES \$1,650,426 (33.6%) IN GENERAL OPERATING EXPENSES. SEE PART IX-A AND ATTACHMENT 18 FOR DETAIL

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12

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			
	2 Savings and temporary cash investments	1,574,166.	8,500,230.	8,500,230.
	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 (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges ATCH 7	163,072.	73,340.	73,340.
	10 a Investments - U.S. and state government obligations (attach schedule), **	3,400,372.	20,998,319.	20,998,319.
	b Investments - corporate stock (attach schedule)			
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 9	96,104,689.	113,607,778.	113,607,778.
	14 Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶	1,273,146. 1,213,403.	59,743.	59,743.
15 Other assets (describe ▶ ATCH 10)	94,460.	88,238,783.	88,238,783.	
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	102,103,809.	231,478,193.	231,478,193.	
Liabilities	17 Accounts payable and accrued expenses	2,137,981.	1,280,113.	
	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 Total liabilities (add lines 17 through 22)	2,137,981.	1,280,113.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	99,965,828.	230,198,080.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input 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 . .			
	30 Total net assets or fund balances (see instructions)	99,965,828.	230,198,080.	
	31 Total liabilities and net assets/fund balances (see instructions)	102,103,809.	231,478,193.	

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	99,965,828.
2 Enter amount from Part I, line 27a	2	119,020,787.
3 Other increases not included in line 2 (itemize) ▶ ATCH 11	3	11,211,465.
4 Add lines 1, 2, and 3	4	230,198,080.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	230,198,080.

**ATCH 8

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
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 20,149,324		16,819,599			
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					
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	3,329,725.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	1,414.	

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))
FYE 6/30/2012 2011	8,739,981.	100,168,200.	0.087253
FYE 6/30/2011 2010	12,677,739.	106,988,506.	0.118496
FYE 6/30/2010 2009	8,055,260.	106,094,883.	0.075925
FYE 6/30/2009 2008	10,873,234.	110,536,862.	0.098367
FYE 6/30/2008 2007	14,072,449.	83,898,996.	0.167731
2 Total of line 1, column (d)			2 0.547772
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.109554
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 103,522,196.
5 Multiply line 4 by line 3			5 11,341,271.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 48,021.
7 Add lines 5 and 6			7 11,389,292.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 4,919,723.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	96,041.
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			
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	
3 Add lines 1 and 2		3	96,041.
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	96,041.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	126,426.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	95,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	221,426.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	125,385.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ▶ 125,385. Refunded ▶	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?	1a	X
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 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	1b	X
c Did the foundation file Form 1120-POL for this year?	1c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ 0 (2) On foundation managers ▶ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	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?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CALIFORNIA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ HTTP://WWW.STUPSKI.ORG				
14	The books are in care of ▶ KARIE DEWAN Telephone no ▶ 415-536-4210			
Located at ▶ 90 NEW MONTGOMERY STREET #315 SAN FRANCISCO, CA ZIP+4 ▶ 94105				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		
and enter the amount of tax-exempt interest received or accrued during the year ▶				
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<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)?	1b	N/A
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
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))		N/A
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 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)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b** N/AOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No **N/A**
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? ☐ Yes ☒ No **6b** 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? ☐ Yes ☒ No **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
ATCH 12		609,388.	27,941.	0

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
ATCH 13		749,724.	27,081.	0

Total number of other employees paid over \$50,000 ☐ **9**

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 14		402,086.

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 THE STUPSKI FOUNDATION IS AN OPERATING FOUNDATION THAT WORKS IN PARTNERSHIPS AND COLLABORATIVES WITH ORGANIZATIONS IN EDUCATION AND OTHER SECTORS TO REINVENT THE PUBLIC	2,549,630.
2 EDUCATION SYSTEM THROUGH INNOVATION, RESEARCH AND DEVELOPMENT. THE FOUNDATION'S PROGRAM INITIATIVES SEEK TO CATALYZE THE TRANSFORMATION OF AMERICAN PUBLIC EDUCATION	
3 INTO A WORLD-CLASS SYSTEM FOR ALL CHILDREN THAT PREPARES AND EQUIPS THEM FOR THE CHALLENGES OF LIFE, CAREER AND CITIZENSHIP IN THE 21ST CENTURY.	
4 IN ADDITION TO THE \$2,549,630 OF DIRECT CHARITABLE EXPENSES NOTED AT RIGHT, THE FOUNDATION DISBURSED \$719,667 IN GRANTS RELATED TO (CONTINUED BELOW)	

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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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PART IX-A (CONTINUED ABOVE)

THIS FOUNDATION'S PARTNERSHIPS WITH URBAN SCHOOL DISTRICTS. TOTAL CHARITABLE EXPENSES INCLUDING THESE GRANTS TOTALED \$3,269,297 OR 66.4% OF TOTAL DISBURSEMENTS. SEE ATTACHMENT 18 FOR MORE INFORMATION.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	27,050,663.
b	Average of monthly cash balances	1b	378,528.
c	Fair market value of all other assets (see instructions)	1c	77,669,485.
d	Total (add lines 1a, b, and c)	1d	105,098,676.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	105,098,676.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions).	4	1,576,480.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	103,522,196.
6	Minimum investment return. Enter 5% of line 5	6	5,176,110.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☒ and do not complete this part)

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

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	4,919,723.
b	Program-related investments - total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,919,723.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,919,723.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ _____				
a Applied to 2011, but not more than line 2a . . .				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				
e Remaining amount distributed out of corpus . .				
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008 . . . NONE				
b Excess from 2009 . . . NONE				
c Excess from 2010 . . . NONE				
d Excess from 2011 . . . NONE				
e Excess from 2012 . . . NONE				

Form 990-PF (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

☒ X

4942(j)(3) or

☐ 4942(j)(5)

2 a	Tax year		Prior 3 years		(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	1,473,753.	807,239.	577,456.	743,808.	3,602,256.
b 85% of line 2a	1,252,690.	686,153.	490,838.	632,237.	3,061,918.
c Qualifying distributions from Part XII, line 4 for each year listed	4,919,723.	8,739,981.	12,677,739.	8,055,260.	34,392,703.
d Amounts included in line 2c not used directly for active conduct of exempt activities	719,667.	763,500.	318,200.	45,393.	1,846,760.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	4,200,056.	7,976,481.	12,359,539.	8,009,867.	32,545,943.
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	3,450,740.	3,338,940.	3,566,283.	3,536,496.	13,892,459.
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))

ATTACHMENT 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:

- 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**

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
a Paid during the year ATCH 16				
Total ▶ 3a				719,667.
b Approved for future payment ATCH 17				
Total ▶ 3b				363,333.

Enter gross amounts unless otherwise indicated

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

JSA

Schedule of Contributors

OMB No 1545-0047

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

2012

Name of the organization

STUPSKI FOUNDATION

Employer identification number

68-0397103

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)(3) (enter number) organization

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

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

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

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

Name of organization STUPSKI FOUNDATION

Employer identification number
68-0397103**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	LAWRENCE J. STUPSKI AND JOYCE L. STUPSKI 90 NEW MONTGOMERY STREET SUITE 315 SAN FRANCISCO, CA 94105	\$ 34,547,307.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	LAWRENCE J. STUPSKI REVOCABLE TRUST 90 NEW MONTGOMERY STREET SUITE 315 SAN FRANCISCO, CA 94105	\$ 87,589,423.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution .)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization STUPSKI FOUNDATION

Employer identification number

68-0397103

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
1	SEE ATTACHMENT A-1 ----- ----- -----	\$ 34,547,307.	N/A
2	SEE ATTACHMENT A-2 ----- ----- -----	\$ 87,589,423.	N/A
	----- ----- -----	\$ -----	-----
	----- ----- -----	\$ -----	-----
	----- ----- -----	\$ -----	-----
	----- ----- -----	\$ -----	-----
	----- ----- -----	\$ -----	-----

Name of organization STUPSKI FOUNDATION

Employer identification number

68-0397103

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once See instructions.) ▶ \$

Use duplicate copies of Part III if additional space is needed.

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

STUPSKI FOUNDATION**68-0397103****SCHEDULE B, PART II, DESCRIPTION OF NONCASH PROPERTY
FOR THE YEAR ENDED JUNE 30, 2013**

ASSETS AND LIABILITIES RECEIVED UPON RELIQUISHMENT OF DONOR/TRUSTEE'S INTEREST AND INCOME
BENEFICIARY'S INTEREST IN THE LAWRENCE J STUPSKI 2005 CHARITABLE REMAINDER TRUST DATED 7/14/2005
THE ASSETS INCLUDED CASH, SECURITIES, MUTUAL FUNDS, AND PARTNERSHIP INTERESTS
DONOR AND TRUSTEE LAWRENCE J STUPSKI INCOME BENEFICIARY JOYCE L STUPSKI

ASSETS:**FAIR VALUE**

Cash & cash equivalents

Cash - WFB

16,232.69

Cash - Schwab - Gurtin

83,875.70

Total Cash & equivalents**100,108.39****Accounts Receivable****359,702.60****Investments:**

Fixed Income - Schwab

16,199,190.60

Aurelius Capital, Ltd.

4,912,063.91

Kohlberg VI, LP

2,518,322.00

Prospect Harbor Partners, LP

235,978.16

RoyalCap Value Fund

2,558,340.34

STG III-A, LP

1,587,686.00

Taconic Opportunity Offshore

6,368,586.00

Total investments:**34,380,167.01****Total Assets****34,839,978.00****LIABILITIES:**

Unitrust Payment

192,671.17

Outstanding payables

100,000.00

Total Liabilities:**292,671.17****Net Assets Contributed****34,547,306.83**

STUPSKI FOUNDATION**68-0397103****SCHEDULE B, PART II, DESCRIPTION OF NONCASH PROPERTY****DISTRIBUTION FROM LAWRENCE J. STUPSKI REVOCABLE TRUST DATED 9/20/1990****FOR THE YEAR ENDED JUNE 30, 2013**

	AMOUNT
INVESTMENTS	
Equities	
Acacia Partners, LP (account #2 via PP)	\$ 4,288,230
Generation IM Global Equity Fund LLC	\$ 4,239,016
McDonald Capital	\$ 4,579,636
ValueAct Capital Partners II - (via PP)	\$ 4,177,630
Amansa Fund LP - (via PP)	\$ 1,963,162
<i>Sub Total Equities:</i>	<u>\$ 19,247,674</u>
Alternative Assets	
American Steadfast, LP	\$ 3,647,993
Drawbridge Special Opportunities Fund	\$ 5,325,579
Eton Park, LP	\$ 5,851,211
Taconic Opportunity Fund LP	\$ 5,864,919
Watershed Capital Partners, L.P. - (via PP)	\$ 2,898,923
West Face Long Term Opportunities LP	\$ 3,987,418
<i>Sub Total Alternative Assets:</i>	<u>\$ 27,576,042</u>
Hybrid Investments	
Baker Brothers Combined Fund - (via PP)	\$ 3,868,776
Fortress Credit Opportunities Fund - (via PP)	\$ 1,322,136
Generation Climate Solutions Fund - (via PP)	\$ 2,260,050
Varde Partners IX, LP - SPV	\$ 2,058,647
<i>Sub Total Hybrid Investments:</i>	<u>\$ 9,509,609</u>
Private Investments	
Golden Gate Capital - (via PP)	\$ 683,983
Golden Gate Capital II - (via PP)	\$ 356,625
Golden Gate Capital Inv Annex II - (via PP)	\$ 121,147
J.C. Flowers - (via PP)	\$ 943,975
J.C. Flowers II - (via PP)	\$ 590,544
J.C. Flowers III - (via PP)	\$ 1,100,582
JH Investment Partners I - (via PP)	\$ 136,671
JH Investment Partners II - (via PP)	\$ 192,180
Kohlberg Investors V, LP - (via PP)	\$ 1,556,260
Olympus Capital Asia - (via PP)	\$ 23,736
SAIF III - (via PP)	\$ 2,112,827
STG III, L.P. - (via PP)	\$ 1,593,607
Waterview Partners, LP	\$ 26,644
Granite Ventures - (via PP)	\$ 50,000
TCV IV, LP	\$ 23,431
TPG Biotechnology II - (via PP)	\$ 1,249,694

STUPSKI FOUNDATION**68-0397103****SCHEDULE B, PART II, DESCRIPTION OF NONCASH PROPERTY****DISTRIBUTION FROM LAWRENCE J. STUPSKI REVOCABLE TRUST DATED 9/20/1990****FOR THE YEAR ENDED JUNE 30, 2013**

	<u>AMOUNT</u>
Voyager II a - (via PP)	\$ 79,336
W Capital Partners	\$ 324,015
Dorset Capital	\$ 161,688
<i>Sub Total Private Investments:</i>	<u>\$ 11,326,945</u>
Real Assets	
Rockpoint Real Estate Fund III, LP	\$ 608,963
First Reserve Fund X	\$ 684,568
First Reserve Fund XI	\$ 1,164,970
Tenaska II, LP - (via PP)	\$ 705,389
Van Eck Global Hard Assets Fund (10/2/13)	\$ 1,569,593
<i>Sub Total Real Assets:</i>	<u>\$ 4,733,483</u>
RETIREMENT ACCOUNTS	\$ 15,195,670
TOTAL ASSETS	<u><u>\$ 87,589,423</u></u>

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
14734731.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 14251202.				P	VARIOUS 483,529.	VARIOUS
5,414,593.		PORTFOLIO INVESTMENTS PROPERTY TYPE: OTHER 2,568,397.				P	VARIOUS 2,846,196.	VARIOUS
TOTAL GAIN (LOSS)					<u>3,329,725.</u>	

ATTACHMENT 1FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
CANCELLATION OF DEBT - TIFF PTRS IV		17.	17.
ROYALTIES - TIFF PTRS IV		8.	8.
OTHER PORTFOLIO INCOME - FARALLON CAPITAL INSTITUTIONAL PARTNERS		2,808.	2,808.
OTHER PORTFOLIO INCOME - TIFF PTRS III		78.	78.
OTHER PORTFOLIO INCOME - HARRIS ASSOCIATES INTERNATIONAL VALUE		924.	924.
OTHER PORTFOLIO LOSS - TIFF PTRS IV		-3,207.	-3,207.
OTHER PORTFOLIO INCOME - HCP WPPE X		92.	92.
OTHER PORTFOLIO INCOME - FORTRESS CREDIT OPPORTUNITIES FUND II (B) LP		123,711.	123,711.
OTHER INCOME - TIFF PTRS III		207.	207.
ORDINARY INCOME - FARALLON CAPITAL INSTITUTIONAL PARTNERS		106,934.	106,934.
OTHER LOSS - FORTRESS CREDIT		-161.	-161.
OPPORTUNITIES FUND II (B) LP		-193.	-193.
ORDINARY LOSS - TIFF PTRS III		1,243.	1,243.
ORDINARY INCOME - TIFF PTRS IV			
ORDINARY INCOME - WATERSHED CAPITAL INSTITUTIONAL PARTNERS		66,980.	66,980.
ORDINARY INCOME - HCP WPPE X		1,870.	1,870.
SUBLEASE RENTAL INCOME	150,000.	160,000.	160,000.
TOTALS	<u>150,000.</u>	<u>461,311.</u>	<u>461,311.</u>

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
GENERAL CORPORATE MATTERS	3,412.			10,946.
TOTALS	<u>3,412.</u>			<u>10,946.</u>

ATTACHMENT 3FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PREPARATION OF RETURNS AND TAX PLANNING CONSULTATIONS	89,620.	43,850.	43,850.	43,850.
AUDIT AND ACCOUNTING FEES	74,964.	37,482.	37,482.	37,482.
TOTALS	<u>164,584.</u>	<u>81,332.</u>	<u>81,332.</u>	<u>81,332.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
INVESTMENT MANAGEMENT SERVICES	189,204.	193,070.	193,070.
TOTALS	<u>189,204.</u>	<u>193,070.</u>	<u>193,070.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
CURRENT FEDERAL EXCISE TAX	103,551.		
DEFERRED FEDERAL EXCISE TAX	192,569.		
FOREIGN TAX PAID		9,270.	9,270.
TOTALS	296,120.	9,270.	9,270.

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
MATERIALS AND SUPPLIES	15,956.			18,609.
POSTAGE AND DELIVERY	1,612.			1,617.
CONSULTANTS	214,866.			460,956.
INSURANCE	40,170.	65.	65.	22,996.
TELEPHONE	14,462.			17,763.
STORAGE	1,474.			1,450.
HR SERVICES	46,812.			51,970.
SCH K-1 PARTNERSHIP EXPENSES	13,000.	359,736.	359,736.	13,000.
HONORARIA AND STIPENDS				
PROGRAM AND ADMINISTRATIVE SUPPORT	121,254.			189,837.
PERMIT AND SERVICE FEES	2,161.			2,161.
EQUIPMENT	9,616.			9,496.
UTILITIES	4,472.			5,865.
SEMINARS AND TRAININGS	5,942.			3,786.
DUES AND SUBSCRIPTIONS	85.			4,610.
LOSS ON ABANDONED PROPERTY	40,817.			
OPERATIONS	179,842.			187,696.
ONLINE SERVICES	2,015.			3,322.
BROKERAGE FEES	12,000.	12,000.	12,000.	
TOTALS	726,556.	371,801.	371,801.	995,134.

ATTACHMENT 7FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
OTHER PREPAID EXPENSES	73,340.	73,340.
TOTALS	<u>73,340.</u>	<u>73,340.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

<u>DESCRIPTION</u>	<u>ATTACHMENT 8</u>	
	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
U.S. OBLIGATIONS	20,998,319.	20,998,319.
US OBLIGATIONS TOTAL	<u>20,998,319.</u>	<u>20,998,319.</u>

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 9

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
TIFF PARTNERS III, LLC	239,078.	239,078.
SPO PARTNERS II, L.P.	15,538,837.	15,538,837.
VOYAGER CAPITAL FUND II, L.P.	24,138.	24,138.
TIFF PARTNERS IV, LLC	385,799.	385,799.
HARRIS ASSOCIATES		
INTERNATIONAL VALUE L.P.	2,295,081.	2,295,081.
HCP ABSOLUTE RETURN FUND		
OFFSHORE FEEDER, L.P.	3,004,655.	3,004,655.
CANYON VALUE REALIZATION FUND		
(CAYMAN) LTD. - CLASS A	6,229,207.	6,229,207.
GMO MUTUAL FUNDS	11,871,420.	11,871,420.
MOUNT KELLETT CAPITAL PARTNERS		
(CAYMAN) II, LP	1,453,589.	1,453,589.
GS MOUNT KELLETT CAPITAL		
PARTNERS	3,311,598.	3,311,598.
ROYALCAP VALUE - CLASS A		
SERIES 5	2,225,473.	2,225,473.
FARALLON CAPITAL		
INSTITUTIONAL PARTNERS	5,842,863.	5,842,863.
AURELIUS CAPITAL INTERNATIONAL		
LTD - CLASS A, SERIES 1	10,379,424.	10,379,424.
KOHLBERG TE INVESTORS IV, LP	4,243,747.	4,243,747.
BROOKSIDE CAYMAN, LTD - CLASS		
B, SERIES 184	114,349.	114,349.
VALUEACT CAPITAL		
INTERNATIONAL I, LP	16,681,455.	16,681,455.
WATERSHED CAPITAL		
INSTITUTIONAL PARTNERS, LP	1,210,187.	1,210,187.
HCP WPPE X INVESTORS, LLC	3,819,344.	3,819,344.
FORTRESS CREDIT OPPORTUNITIES		
FUND II (B) LP	1,558,147.	1,558,147.
VAN ECK GLOBAL HARD ASSETS		
FD CL 1	1,713,163.	1,713,163.

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 9 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
TACONIC OPPORTUNITY OFFSHORE		
FD LTD CLASS A-NR SERIES 1	6,536,345.	6,536,345.
1,000,000 FHLMC DUE 07/11/13	999,965.	999,965.
1,400,000 FHLMC DUE 07/15/13	1,399,933.	1,399,933.
1,100,000 FNMA DUE 08/14/13	1,099,822.	1,099,822.
1,000,000 FNMA DUE 08/19/13	999,819.	999,819.
1,200,000 FNMA DUE 09/03/13	1,199,705.	1,199,705.
600,000 FNMA DUE 09/25/13	599,800.	599,800.
1,000,000 FNMA DUE 10/09/13	999,583.	999,583.
1,000,000 FNMA DUE 11/08/13	1,000,143.	1,000,143.
PROSPECT HARBOR CREDIT		
PARTNERS (OFFSHORE) LP	187,417.	187,417.
ROYALCAP VALUE - CLASS A		
SERIES 27		
STG III-A LP	2,407,100.	2,407,100.
KOHLBERG TE INVESTORS VI, LP	1,581,438.	1,581,438.
	2,455,154.	2,455,154.
TOTALS	<u>113,607,778.</u>	<u>113,607,778.</u>

FORM 990PF, PART II - OTHER ASSETSATTACHMENT 10

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SECURITY DEPOSITS	48,750.	48,750.
EXCISE TAX RECEIVABLE	35,156.	35,156.
CONTRIBUTION RECEIVABLE	87,589,423.	87,589,423.
OTHER RECEIVABLE	565,454.	565,454.
TOTALS	<u>88,238,783.</u>	<u>88,238,783.</u>

ATTACHMENT 11FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

UNREALIZED GAIN ON INVESTMENTS

11,211,465.

TOTAL

11,211,465.

STUPSKI FOUNDATION

68-0397103•

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
LAWRENCE J. STUPSKI (DECEASED) 90 NEW MONTGOMERY STREET #315 SAN FRANCISCO, CA 94105	CHAIRMAN 10.00	0	0	0
JOYCE L. STUPSKI 90 NEW MONTGOMERY STREET #315 SAN FRANCISCO, CA 94105	PRESIDENT 10.00	0	0	0
JAMES G.B. DEMARTINI, III 90 NEW MONTGOMERY STREET #315 SAN FRANCISCO, CA 94105	DIRECTOR 10.00	0	0	0
SUSAN COLBY 90 NEW MONTGOMERY STREET #315 SAN FRANCISCO, CA 94105	CHIEF EXECUTIVE OFFICER 40.00	609,388.	27,941.	0
KELVIN TAKETA 90 NEW MONTGOMERY STREET #315 SAN FRANCISCO, CA 94105	DIRECTOR 10.00	0	0	0
KARIE DEWAN 90 NEW MONTGOMERY STREET #315 SAN FRANCISCO, CA 94105	SECRETARY 10.00	0	0	0
GRAND TOTALS		609,388.	27,941.	0

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 13

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
VIRGINIA WITT 90 NEW MONTGOMERY STREET #315 SAN FRANCISCO, CA 94105	PROGRAM EXECUTIVE 40.00	188,281.	3,780. 0
CORRIE CONKLIN 90 NEW MONTGOMERY STREET #315 SAN FRANCISCO, CA 94105	CONTROLLER 40.00	187,412.	12,015. 0
INGRID ROBERSON 90 NEW MONTGOMERY STREET #315 SAN FRANCISCO, CA 94105	PROGRAM EXECUTIVE 40.00	137,865.	2,541. 0
TIA MARTINEZ 90 NEW MONTGOMERY STREET #315 SAN FRANCISCO, CA 94105	CHIEF EQUITY OFFICER 30.00	131,939.	1,765. 0
BRETT MILLER 90 NEW MONTGOMERY STREET #315 SAN FRANCISCO, CA 94105	TECHNOLOGY MANAGER 40.00	104,227.	6,980. 0
	TOTAL COMPENSATION	749,724.	27,081. 0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
COUNCIL OF CHIEF STATE SCHOOL OFFICERS ONE MASSACHUSETTS AVE, NW STE 700 WASHINGTON, DC 20001	CONSULTING	166,000.
IMPAQ INTERNATIONAL LLC 10420 LITTLE PATUXENT PARKWAY, SUITE 300 COLUMBIA, MD 21044	CONSULTING	168,463.
WORKFORCE LOGIC 420 S. ORANGE AVE, SUITE 600 ORLANDO, FL 32801	CONSULTING	67,623.
TOTAL COMPENSATION		<u>402,086.</u>

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

LAWRENCE J. STUPSKI (DECEASED), LAWRENCE J. STUPSKI REVOCABLE TRUST
DATED 9/20/1990

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LEADERSHIP PUBLIC SCHOOLS 340 THOMAS L BERKELEY WAY, SUITE 344 OAKLAND, CA 94612	N/A PUBLIC		DIRECT CHARITABLE ACTIVITIES - SEE PART IX-A	150,000
UNIVERSITY OF CHICAGO 6030 SOUTH ELLIS AVENUE CHICAGO, IL 60637	N/A PUBLIC		DIRECT CHARITABLE ACTIVITIES - SEE PART IX-A	66,667.
CASCO BAY HIGH SCHOOL 196 ALLEN AVENUE PORTLAND, ME 04103	N/A PUBLIC		DIRECT CHARITABLE ACTIVITIES - SEE PART IX-A	50,000
DANVILLE HIGH SCHOOL 152 EAST MARTIN LUTHER KING BLVD DANVILLE, KY 40422	N/A PUBLIC		DIRECT CHARITABLE ACTIVITIES - SEE PART IX-A	50,000.
MANCHESTER SCHOOL OF TECHNOLOGY 195 MCGREGOR ST., SUITE 201 MANCHESTER, NY 03102	N/A PUBLIC		DIRECT CHARITABLE ACTIVITIES - SEE PART IX-A	50,000
HUGHES STEM HIGH SCHOOL 2515 CLIFTON AVE CINCINNATI, OH 45219	N/A PUBLIC		DIRECT CHARITABLE ACTIVITIES - SEE PART IX-A	50,000.

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>		<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
NYC DEPT OF EDUCATION/HUDSON HIGH SCHOOL 333 7TH AVENUE ROOM 826 NEW YORK, NY 10001	N/A	PUBLIC	DIRECT CHARITABLE ACTIVITIES - SEE PART IX-A	50,000.
EAST ASIAN GRANT 310 8TH STREET #200 OAKLAND, CA 94607	N/A	PUBLIC	DIRECT CHARITABLE ACTIVITIES - SEE PART IX-A	53,000.
CENTER FOR EFFECTIVE PHILANTHROPY 675 MASSACHUSETTS AVE, SUITE 7 CAMBRIDGE, MA 02139	N/A	PUBLIC	DIRECT CHARITABLE ACTIVITIES - SEE PART IX-A	200,000
TOTAL CONTRIBUTIONS PAID				<u>719,667</u>

FORM 990BF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 17

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE BROOKINGS INSTITUTE 1775 MASSACHUSETTS AVE , NW WASHINGTON, DC 20036	N/A	PUBLIC	DIRECT CHARITABLE ACTIVITIES - SEE PART IX-A	80,000
UNIVERSITY OF CHICAGO 6030 SOUTH ELLIS AVENUE CHICAGO, IL 60637	N/A	PUBLIC	DIRECT CHARITABLE ACTIVITIES - SEE PART IX-A	133,333.
CENTER FOR EFFECTIVE PHILANTHROPY 675 MASSACHUSETTS AVE 7TH FLOOR CAMBRIDGE, MA 02139	N/A	PUBLIC	DIRECT CHARITABLE ACTIVITIES - SEE PART IX-A	150,000
TOTAL CONTRIBUTIONS APPROVED				<u>363,333.</u>

Stupski Foundation
EIN: 68-0397103
FYE 6/30/2013

Part IX-A Summary of Direct Charitable Activities

Schedule of Program Expenses

	(A)	(B)	(C) = (A) + (B)	(D)	(C) + (D)
	Direct Charitable Program Expenses	General Operating Expenses	Subtotal	Grants	Total Disbursements For Charitable Purposes
Part I, Line 13	78,750	530,638	609,388		609,388
Part I, Line 14	1,193,862	520,218	1,714,080		1,714,080
Part I, Line 15	121,424	106,443	227,867		227,867
Part I, Line 16a	6,035	4,911	10,946		10,946
Part I, Line 16b	-	81,332	81,332		81,332
Part I, Line 20	231,557	188,464	420,021		420,021
Part I, Line 21	131,603	9,206	140,809		140,809
Part I, Line 22	479	-	479		479
Part I, Line 23	785,920	209,214	995,134		995,134
Part I, Line 25			-	719,667	719,667
Part I, Line 26	2,549,630	1,650,426	4,200,056	719,667	4,919,723
Ratio	51.8%	33.6%	85.4%	14.6%	100.0%

With the inclusion of grant disbursements, charitable expenses totaled \$3,269,297 or 66.4% of total disbursements.

FEDERAL FOOTNOTESFORM 990-PF, PART VII-A, LINE 10
=====

THE FOLLOWING PERSON BECAME SUBSTANTIAL CONTRIBUTOR TO THE FOUNDATION DURING THE YEAR (I.E., THEY HAVE CONTRIBUTED AT LEAST \$5,000 IN MONEY OR OTHER PROPERTY DURING THE CURRENT AND PRIOR TAX YEARS COMBINED, AND THOSE CONTRIBUTIONS ARE MORE THAN 2% OF THE TOTAL CONTRIBUTIONS RECEIVED BY THE FOUNDATION FROM ITS CREATION THROUGH THE CLOSE OF THE CURRENT TAX YEAR).

NAME OF CONTRIBUTOR: LAWRENCE J. STUPSKI REVOCABLE TRUST DATED 9/20/1990

ADDRESS: 90 NEW MONTGOMERY STREET #315, SAN FRANCISCO, CA 94105

FEDERAL FOOTNOTES

ELECTION TO USE THE AVERAGE COST SINGLE-CATEGORY METHOD FOR REPORTING
GAIN OR LOSS ON DISPOSITION OF MUTUAL FUND SHARES
=====

THE TAXPAYER ELECTS TO USE THE AVERAGE COST SINGLE CATEGORY METHOD
FOR REPORTING GAIN OR LOSS ON DISPOSITION OF THE MUTUAL FUND SHARES
IN THE TAX YEAR ENDED JUNE 30, 2013 PURSUANT TO THE REG. 1.1012-1(E)
AND CALIFORNIA REVENUE AND TAXATION CODE SEC 18031.

AMENDED AND RESTATED

BYLAWS

of

STUPSKI FOUNDATION

**AMENDED AND RESTATED
BYLAWS
of
STUPSKI FOUNDATION**

**ARTICLE I
PRINCIPAL OFFICE**

1.1. Principal Office. The principal office of this corporation shall be located in the City and County of San Francisco, California.

**ARTICLE II
MEMBERSHIP**

2.1. No Members. This corporation shall have no voting members, but the Board of Directors may, by resolution, establish one or more classes of nonvoting members and provide for eligibility requirements for membership and rights and duties of members, including the obligation to pay dues.

**ARTICLE III
DESIGNATOR**

3.1. The Designator. The initial Designator referred to in these Bylaws shall be Lawrence J. Stupski. Lawrence J. Stupski shall serve as Designator for life or until he resigns or becomes incapacitated, as defined in Section 10.7, of these Bylaws. Following the death, incapacity, or resignation of Lawrence J. Stupski as Designator, Joyce L. Stupski shall become the Designator, and she shall serve as Designator for life or until she resigns or becomes incapacitated, as defined in Section 10.7, of these Bylaws. While any person is serving as Designator, he or she may name a successor Designator in a written instrument delivered to the Board of Directors. If there is no Designator then acting, and no successor Designator has been designated, all rights reserved to the Designator shall be exercised by the Board of Directors.

ARTICLE IV

BOARD OF DIRECTORS

4.1. **Powers.** This corporation shall have powers to the full extent allowed by law. All powers and activities of this corporation shall be exercised and managed by the Board of Directors of this corporation directly or, if delegated, under the ultimate direction of the Board.

4.2. **Number and Qualification of Directors.** The number of directors shall be not less than one nor more than seven, with the exact number of authorized directors to be fixed initially by the Designator and thereafter from time to time by resolution of the Board of Directors.

4.3. **Limitations on Interested Persons.** At all times, not more than 49% of the directors of this corporation may be interested persons. An interested person means either:

- (a) any person currently being compensated by this corporation for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director in his or her capacity as a director; or
- (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

4.4. **Designation and Term of Office of Directors.** The directors of this corporation shall be designated by the Designator from time to time. Such designations shall be made in a writing signed by the Designator, and filed by the Secretary with the proceedings of the Board of Directors of this corporation. The effective date of any such designation shall be as provided therein. Directors may be designated for any term prescribed in the written designation; if no such term is prescribed, the director shall serve until the director resigns or is replaced. Directors may be designated to serve any number of consecutive terms. Following the resignation, death or incapacity of the last designator, the directors then in office shall elect their successors; each director shall be elected for a term of one year, and each director shall hold office until a successor has been designated.

4.5. **Vacancies.** A vacancy shall be deemed to exist on the Board in the event that the actual number of directors is less than the authorized number for any reason. Vacancies may be filled by the Designator for the unexpired portion of the term.

4.6. **Resignation and Removal.** Resignations shall be effective upon receipt in writing by the Chair, the President, or the Secretary of this corporation, unless a later effective date is specified in the resignation. The Board of Directors or the Designator may remove any director at any time, with or without cause, provided that any removal by the Board shall require the consent of the Designator.

4.7. Annual Meetings. A meeting of the Board of Directors shall be held at least once a year. Annual meetings shall be called by the Chair, the Chief Executive Officer, the President, or any two directors, and noticed in accordance with Section 4.9.

4.8. Special Meetings. Special meetings of the Board of Directors may be called by the Chair, the Chief Executive Officer, the President, or any two directors, and noticed in accordance with Section 4.9.

4.9. Notice. Notice of the annual meeting and any special meetings of the Board of Directors shall state the date, place, and time of the meeting and shall be given to each director at least four days before any such meeting if given by first-class mail or forty-eight hours before any such meeting if given personally or by telephone, including a voice messaging system, or by other electronic transmission such as e-mail, in compliance with Section 10.9 of these Bylaws.

4.10. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, each of the directors not present provides a waiver of notice, a consent to holding the meeting, or an approval of the minutes in writing, which may include electronic mail or facsimile transmitted by a director in compliance with Section 10.9 of these Bylaws. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

4.11. Quorum. A majority of the total number of directors then in office shall constitute a quorum. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided in Sections 4.12, 5.1, 7.3, 8.2, and 10.5, of these Bylaws or in the California Nonprofit Public Benefit Corporation Law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

4.12. Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent to such action in writing. Such written consents shall be filed with the minutes of the proceedings of the Board, and shall have the same force and effect as the unanimous vote of such directors. Written consent shall include electronic mail or facsimile transmitted by a director in compliance with Section 10.9 of these Bylaws.

4.13. Telephone and Electronic Meetings. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other electronic transmission in compliance with Section 10.9 of these Bylaws so long as all of the following apply:

- (a) each director participating in the meeting can communicate with all of the other directors concurrently, and

- (b) each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

4.14. Standard of Care. A director shall perform the duties of a director, including duties as a member of any Board Committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) one or more officers or employees of the corporation whom the director believes to be reliable and competent as to the matters presented;
- (b) counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or
- (c) a Board Committee upon which the director does not serve, as to matters within its designated authority, provided that the director believes such Committee merits confidence;

so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article VII, below, a person who performs the duties of a director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

4.15. Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of this corporation.

4.16. Compensation. The Board of Directors may authorize, by resolution, the payment to a director of a reasonable fee for services and expenses as a director and for attending meetings of the Board and Board Committees.

4.17. Compensation Review. The Board of Directors (or a Board Committee, as defined in Section 5.1) shall review and approve the compensation packages (including all benefits), if any, of the Chief Executive Officer, the President and the Chief Financial Officer, only after determining that the compensation is just and reasonable. Such review and approval

shall occur when either officer is hired, when the term of employment of either officer is renewed or extended, and when the compensation of either officer is modified, unless the modification applies to substantially all of the employees of this corporation.

ARTICLE V

COMMITTEES

5.1. Board Committees. The Board of Directors may, by resolution adopted by a majority of the directors then in office, create any number of Board Committees, each consisting of two or more directors, to serve at the pleasure of the Board. Appointments to any Board Committee shall be by a majority vote of the directors then in office. Board Committees may be given all the authority of the Board, except for the powers to:

- (a) set the number of directors within a range specified in these Bylaws;
- (b) fill vacancies on any Board Committee;
- (c) remove any director without cause;
- (d) fix compensation of directors for serving on the Board or any Board Committee;
- (e) amend or repeal these Bylaws or adopt new Bylaws;
- (f) adopt amendments to the Articles of Incorporation of this corporation;
- (g) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (h) create any other Board Committees or appoint the members of any Board Committees; or
- (i) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation.

Where it is not reasonably practicable to obtain approval of the Board before entering into a self-dealing transaction, a Board Committee may approve such transaction in a manner consistent with the requirements of Section 7.3 of these Bylaws; provided that, at its next meeting, the full Board determines in good faith that the Board Committee's approval of the transaction was consistent with the requirements in Section 7.3 and that it was not reasonably practical to obtain advance approval by the full Board, and ratifies the transaction by a majority of the directors then in office without the vote of any interested director.

5.2. Advisory Committees. The Board of Directors may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of directors or non-directors and may be appointed as the Board determines. Advisory committees

may not exercise the authority of the Board to make decisions on behalf of this corporation, but shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

5.3. Audit Committee. This corporation shall have an Audit Committee comprised of one or more members, whose members shall be appointed by the Board of Directors and who may include both directors and non-directors, subject to the following limitations: (a) a majority of the members of the Audit Committee may not consist of members of the Finance Committee, if any; (b) the chair of the Audit Committee may not be a member of the Finance Committee, if any; (c) the Audit Committee may not include any member of the staff, including the Chief Executive Officer, President or Chief Financial Officer; (d) the Audit Committee may not include any person who has a material financial interest in any entity doing business with this corporation; and (e) Audit Committee members who are not directors may not receive compensation greater than the compensation paid to directors for their Board service.

If the Audit Committee includes only directors, it shall be deemed a Board Committee on which the other directors may rely as provided in Section 4.14(c); otherwise, the Board of Directors shall remain responsible for oversight and supervision of the Audit Committee as an Advisory Committee.

The Audit Committee shall: (1) recommend to the Board of Directors the retention and, when appropriate, the termination of an independent certified public accountant to serve as auditor, (2) negotiate the compensation of the auditor on behalf of the Board, (3) confer with the auditor to satisfy the Audit Committee members that the financial affairs of the corporation are in order, (4) review and determine whether to accept the audit, and (5) approve performance of any non-audit services provided to this corporation by the auditor's firm.

5.4. Meetings.

(a) Of Board Committees. Meetings and actions of Board Committees shall be governed by and held and taken in accordance with the provisions of Article IV of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records.

(b) Of Advisory Committees. Advisory Committees shall determine their own meeting rules and whether minutes shall be kept.

The Board of Directors may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.

ARTICLE VI

OFFICERS

6.1. Officers. The officers of this corporation shall be a Chair, a Chief Executive Officer, a President, a Secretary, and a Chief Financial Officer. The corporation may also have, at the discretion of the directors, such other officers as may be appointed by the Board of Directors. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the Chief Executive Officer, President or Chair of the Board. The Chair shall be elected from among the directors of the corporation.

6.2. Election. Except for the initial officers, who shall be designated by the Designator, the officers of this corporation shall be elected annually by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

6.3. Removal. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors or by an officer on whom such power of removal may be conferred by the Board of Directors.

6.4. Resignation. Any officer may resign at any time by giving written notice to this corporation. Any resignation shall take effect on receipt of that notice by the Secretary or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

6.5. Vacancies. A vacancy in any office for any reason shall be filled in the same manner as these Bylaws provide for election to that office.

6.6. Chair. The Chair shall preside at all meetings of the Board of Directors, shall be a member of all Board Committees, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

6.7. Chief Executive Officer. The Chief Executive Officer of this corporation shall, subject to control of the Board, generally supervise, direct, and control the business and other officers of this corporation. The Chief Executive Officer shall have the general powers and duties of management usually vested in the office of a chief executive officer of a corporation and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

6.8. President. The President shall preside at all meetings of the Board of Directors when the Chair is unavailable, shall be a member of Board Committees as determined by the Chair, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

6.9. Secretary. The Secretary shall supervise the keeping of a full and complete record of the proceedings of the directors, shall supervise the giving of such notices as may be

proper or necessary, shall supervise the keeping of the minute books of this corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

6.10. Chief Financial Officer. The Chief Financial Officer shall supervise the charge and custody of all funds of this corporation, the deposit of such funds in the manner prescribed by the Board of Directors, and the keeping and maintaining of adequate and correct accounts of this corporation's properties and business transactions, shall render reports and accountings as required, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

ARTICLE VII

PROHIBITED TRANSACTIONS

7.1. Loans. Except as permitted by Section 5236 of the California Nonprofit Public Benefit Corporation Law, this corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided, however, that this corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

7.2. Self-Dealing Transactions. Except as provided in Section 3 below, the Board of Directors shall not approve or permit the corporation to engage in any self-dealing transaction. A self-dealing transaction is a transaction to which this corporation is a party and in which one or more of its directors has a material financial interest, unless the transaction comes within California Corporations Code Section 5233(b).

7.3. Approval. This corporation may engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General. This corporation may also engage in a self-dealing transaction if the Board determines, before the transaction, that (1) this corporation is entering into the transaction for its own benefit; (2) the transaction is fair and reasonable to this corporation at the time; and (3) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors.

7.4. Compliance with Private Foundation Rules. Any provision of these Bylaws or the Articles of Incorporation of this corporation to the contrary notwithstanding, so long as this corporation is deemed to be a "private foundation" as defined in Section 509 of the Internal Revenue Code of 1986, as amended (the "Code"), this corporation:

- (a) shall distribute its income for each taxable year (and principal, if necessary) at such time and in such manner as not to subject this corporation to tax under Section 4942 of the Code;
- (b) shall not approve of, or engage in, any act of self-dealing as defined in subsection (d) of Section 4941 of the Code;
- (c) shall not retain any excess business holdings as defined in subsection (c) of Section 4943 of the Code;
- (d) shall not make any investments in such a manner as to subject this corporation to tax under Section 4944 of the Code; and
- (e) shall not make any taxable expenditure as defined in subsection (d) of Section 4945 of the Code.

ARTICLE VIII

INDEMNIFICATION AND INSURANCE

8.1. Right of Indemnity. To the fullest extent allowed by Section 5238 of the California Nonprofit Public Benefit Corporation Law, this corporation shall indemnify and advance expenses to its agents, in connection with any proceeding, and in accordance with Section 5238. For purposes of this Article, "agent" shall have the same meaning as in Section 5238(a), including directors, officers, employees, other agents, and persons formerly occupying such positions; "proceeding" shall have the same meaning as in Section 5238(a), including any threatened action or investigation under Section 5233 or brought by the Attorney General; and "expenses" shall have the same meaning as in Section 5238(a), including reasonable attorneys' fees.

8.2. Approval of Indemnity. On written request to the Board of Directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 5238(d). Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 5238(b) or Section 5238(c), and, if so, shall authorize indemnification to the extent permitted thereby.

8.3. Advancing Expenses. To the fullest extent allowed by Section 5238 of the California Nonprofit Public Benefit Corporation Law, and except as otherwise determined by the Board of Directors in specific instances, the Board shall authorize the advance of expenses incurred by or on behalf of an agent of this corporation in defending any proceeding prior to final disposition, if the Board finds that:

- (a) the requested advances are reasonable in amount under the circumstances; and

- (b) before any advance is made, the agent will submit a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article.

Unless the Board finds compelling reasons to do otherwise, the undertaking shall be unsecured, and no interest shall be charged on the obligation created thereby.

8.4. Insurance. The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond this corporation's power to indemnify the agent under law.

ARTICLE IX

GRANTS ADMINISTRATION

9.1. Purpose of Grants. This corporation shall have the power to make grants and contributions and to render other financial assistance for the purposes expressed in this corporation's Articles of Incorporation. Except as provided in Section 9.3, which applies solely to the Board of Directors and not to Board Committees, all references to the Board of Directors in this Article IX also applies to Board Committees.

9.2. Exclusive Power in the Board of Directors. The Board of Directors shall have exclusive control over grants, contributions, and other financial assistance given by this corporation. The Board shall review all requests for funds and shall require that such requests specify the use to which the funds will be put. If the Board approves a request for funds, the Board shall authorize payment of such funds to the approved grantee.

9.3. Refusal; Withdrawal. The Board of Directors, in its absolute discretion, shall have the right to refuse to make any grants or contributions, or to render other financial assistance, for any or all of the purposes for which the funds are requested. In addition, the Board, in its absolute discretion, shall have the right to withdraw its approval of any grant at any time and use the funds for other purposes within the scope of the purposes expressed in this corporation's Articles of Incorporation.

9.4. Accounting Required. The Board of Directors may require that grantees furnish a periodic accounting to show that the funds granted by this corporation were expended for the purposes that were approved by the Board.

9.5. Restrictions on Contributions. This corporation shall retain complete control and discretion over the use of all contributions it receives. Contributions received by the corporation from solicitations for specific grants shall be regarded as for the use of this corporation and not for any particular organization or individual mentioned in the solicitation. This corporation may accept contributions earmarked by the donor exclusively for allocation to

one or more foreign organizations or individuals only if the Board of Directors of this corporation has approved in advance the charitable activity for which the donation was made.

ARTICLE X

MISCELLANEOUS

10.1. Fiscal Year. The fiscal year of this corporation shall end each year on June 30th.

10.2. Contracts, Notes, and Checks. All contracts entered into on behalf of this corporation must be authorized by an officer of this corporation or the person or persons on whom such power may be conferred by the Board from time to time, and, except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of this corporation shall be signed by Lawrence J. Stupski or Joyce Stupski, or the person or persons on whom such power may be conferred by the Board from time to time.

10.3. Annual Reports to Directors. Within 120 days after the end of this corporation's fiscal year, the Chief Executive Officer shall furnish a written report to all directors of this corporation containing the following information:

- (a) the assets and liabilities, including the trust funds of this corporation, as of the end of the fiscal year;
- (b) the principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) the revenue or receipts of this corporation, both unrestricted and restricted for particular purposes, for the fiscal year;
- (d) the expenses or disbursements of this corporation, for both general and restricted purposes, for the fiscal year;
- (e) any transaction during the previous fiscal year involving Fifty Thousand Dollars (\$50,000.00) or more between this corporation and any of its directors or officers, and the amount and circumstances of any indemnifications or advances aggregating more than Ten Thousand Dollars (\$10,000.00) paid during the fiscal year to any director or officer of this corporation. The report must disclose the names of the interested persons involved in such transaction, stating such person's relationship to this corporation, the nature of such person's interest in the transaction and, where practicable, the value of such interest.

The foregoing report shall be accompanied by any report thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of this corporation that such statements were prepared without an audit from the books and records of this corporation.

10.4. Required Financial Audits. This corporation shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of \$2 million or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Audited financial statements shall be available for inspection by the Attorney General and the general public within nine months after the close of the fiscal year to which the statements relate, and shall remain available for three years, by (1) making them available at the corporation's principal, regional, and district offices during regular business hours, and (2) by either mailing a copy to any person who so requests in person or in writing or by posting them on this corporation's website.

10.5. Amendments. The vote of a majority of the directors then in office or the unanimous written consent of the directors shall be required to adopt a bylaw amendment. No amendment to these Bylaws shall be valid or become effective without the written consent of the Designator or an authorized representative of the Designator.

10.6. Governing Law. In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Public Benefit Corporation Law as then in effect shall apply.

10.7. Incapacity. A Designator shall be deemed to be "Incapacitated" if (a) a conservator of the person or estate is acting on behalf of the individual, (b) the court has determined that the individual is incompetent or lacks capacity, or (c) the agent designated in the individual's power of attorney for health care (including the person appointed by the individual as his or her health care agent in an advance health care directive), or one licensed physician who is the individual's attending physician or primary care physician, has declared in writing under penalty of perjury that in his or her opinion the individual is substantially unable to manage his or her financial resources or resist fraud or undue influence.

10.8. Waiver of Privilege. The Designator, by signing below, hereby voluntarily waives any physician-patient privilege that may exist in such Designator's favor, and authorizes physicians to examine the Designator and disclose his physical or mental condition in order to determine such Designator's incapacity or capacity for purposes of these Bylaws.

10.9. Electronic Transmissions. Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or email, provided (i) for electronic transmissions *from* the corporation, the corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions *to* the corporation, the corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.


Dated: April __, 2013

Lawrence J. Stupski, Designator

CERTIFICATE OF SECRETARY

I certify that I am presently the duly elected and acting Secretary of The Stupski Family Foundation, a California nonprofit public benefit corporation, and the above Bylaws, consisting of 13 pages, including this Certificate of Secretary, are the Bylaws of this corporation as adopted by the Board of Directors by Unanimous Written Consent in Lieu of a Special Meeting of the Board of Directors on April 3, 2013.

Dated: April 3, 2013



Karie Dewan, Secretary

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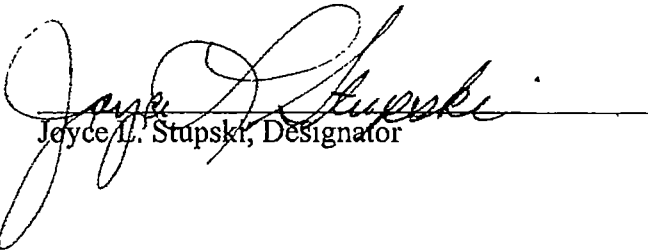
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**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
STUPSKI FOUNDATION
a California non-profit public benefit corporation**

The undersigned, Joyce L. Stupski, Designator of Stupski Foundation (the "Foundation"), hereby approves the attached amendment of the Bylaws of the Foundation as adopted by the Board of Directors of the Foundation.

Dated: January 31, 2014


Joyce L. Stupski, Designator

**CERTIFICATE OF SECRETARY OF
STUPSKI FOUNDATION**

I, the undersigned, do hereby certify that:

(1) I am the duly elected and acting Secretary of Stupski Foundation, a California non-profit public benefit corporation; and

(2) The attached resolutions, comprising one (1) page, constitute resolutions amending the Bylaws of said corporation as duly adopted by the Board of Directors of said corporation on January 27, 2014, and approved by the Designator of said corporation on January 31, 2014.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 31 day of January, 2014.



Karie Dewan
Secretary

WHEREAS, the Board of Directors (the "Board") has adopted a resolution to change the fiscal year of the Foundation from a June 30 fiscal year to a calendar year;

WHEREAS, the Board desires to amend the Bylaws of the Foundation (the "Bylaws") to reflect the change to the Foundation's fiscal year; and

WHEREAS, Section 10.5 of the Bylaws provide that the Bylaws may be amended by the unanimous written consent of the Board, with the written consent of the Designator or an authorized representative of the Designator;

NOW, THEREFORE, BE IT RESOLVED, that, subject to obtaining the written consent of the Designator, Section 10.1 of the Bylaws be, and the same hereby is, deleted in its entirety and replaced with the following:

10.1 Fiscal Year. The fiscal year of this corporation shall be the calendar year.

RESOLVED FURTHER, that the officers of the Foundation, and each of them, is hereby authorized and directed to solicit the written approval of the Designator to the foregoing amendment to the Bylaws and to deliver the same to the Secretary of the Foundation; and

RESOLVED FURTHER, that, upon receipt of the written approval of the Designator to the foregoing amendment to the Bylaws, the Secretary of the Foundation is hereby authorized and directed to certify the amendment to the Bylaws so approved as an amendment to the Bylaws of the Foundation and to place such certified amendment in the Foundation's minute book.

**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
STUPSKI FOUNDATION
IN LIEU OF SPECIAL MEETING**

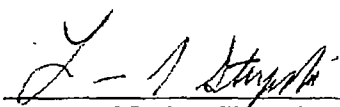
The undersigned, being all of the directors of STUPSKI FOUNDATION, a California public benefit corporation (the "Foundation"), pursuant to authority to act without a meeting in accordance with Section 5211(b) of the California Corporations Code and 4.12 of the Bylaws of the Corporation, consent to the taking of the following actions and adopt the resolutions set out below. This written consent of the Board of Directors is in lieu of a special meeting of the Foundation's Board of Directors, and all of the actions taken and resolutions set out below shall have the same force and effect as if they were taken or adopted at such special meeting.

WHEREAS, there has been presented to and considered by the Board a proposal to amend the Bylaws of the Foundation to add provisions for a successor Designator and to eliminate the Council in the form attached hereto as Exhibit A;

NOW, THEREFORE, BE IT RESOLVED, that the amendment to the Bylaws in the form attached hereto be, and it hereby is, approved and adopted in all respects.


IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent of the Board of Directors of the Foundation as of the date set forth below. This Unanimous Written Consent may be signed in counterpart.

Dated: 4/1/2013



LAWRENCE J. STUPSKI, Director

Dated: 4/3/13



JOYCE STUPSKI, Director

Dated: 4/3/13



JAMES G.B. DeMARTINI, III, Director

Dated: _____

KELVIN TAKETA, Director

()

**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
STUPSKI FOUNDATION
IN LIEU OF SPECIAL MEETING**

The undersigned, being all of the directors of STUPSKI FOUNDATION, a California public benefit corporation (the "Foundation"), pursuant to authority to act without a meeting in accordance with Section 5211(b) of the California Corporations Code and 4.12 of the Bylaws of the Corporation, consent to the taking of the following actions and adopt the resolutions set out below. This written consent of the Board of Directors is in lieu of a special meeting of the Foundation's Board of Directors, and all of the actions taken and resolutions set out below shall have the same force and effect as if they were taken or adopted at such special meeting.

WHEREAS, there has been presented to and considered by the Board a proposal to amend the Bylaws of the Foundation to add provisions for a successor Designator and to eliminate the Council in the form attached hereto as Exhibit A;

NOW, THEREFORE, BE IT RESOLVED, that the amendment to the Bylaws in the form attached hereto be, and it hereby is, approved and adopted in all respects.

() IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent of the Board of Directors of the Foundation as of the date set forth below. This Unanimous Written Consent may be signed in counterpart.

Dated: _____

LAWRENCE J. STUPSKI, Director

Dated: _____

JOYCE STUPSKI, Director

Dated: _____

JAMES G.B. DeMARTINI, III, Director

Dated: _____



KELVIN TAKETA, Director

Form **8868**

(Rev. January 2013)

Department of the Treasury
Internal Revenue Service**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 ☒ **X**
- 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 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.

Enter filer's identifying number, see instructions

**Type or
print**File by the
due date for
filing your
return. See
instructions

Name of exempt organization or other filer, see instructions.

Employer identification number (EIN) or

STUPSKI FOUNDATION

68-0397103

Number, street, and room or suite no. If a P.O. box, see instructions

Social security number (SSN)

90 NEW MONTGOMERY STREET, STE 315

City, town or post office, state, and ZIP code For a foreign address, see instructions.

SAN FRANCISCO, CA 94105

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

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

- The books are in the care of ► KARIE DEWAN

Telephone No. ► 415 536-4210

FAX No. ►

- 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 02/17, 20 14, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☐ calendar year 20 or
- ☒ tax year beginning 07/01, 20 12, and ending 06/30, 20 13.

- 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

3a 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.	3a \$	221,426.
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.	3b \$	126,426.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	95,000.

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev 1-2013)

JSA

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