Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning July 1 **, 2012, and ending** June 30 **, 20** 13

Name of foundation: Wakerly Family Foundation

A Employer identification number: 77-0441943

Number and street (or P O box number if mail is not delivered to street address): 373 Foxborough Drive

Room/suite:

B Telephone number (see instructions): 650-968-9057

City or town, state, and ZIP code: Mountain View, CA 94041

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here . ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☑ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 6,891,257

J Accounting method: ☑ Cash ☐ Accrual ☐ 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 ▶ ☐

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)	180,000			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments	11,463	11,463		
	4	Dividends and interest from securities	65,619	65,619		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	8,001			
	b	Gross sales price for all assets on line 6a N/A (c.g. distr)				
	7	Capital gain net income (from Part IV, line 2)		8,001		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	265,082	85,082		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	48	48		
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	76	76		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	0	0		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	124	124		0
	25	Contributions, gifts, grants paid	185,500			185,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	185,624	124		185,500
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	79,458			
	b	**Net investment income** (if negative, enter -0-)		84,958		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II	Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	3,413,350	3,122,598	3,122,598
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) ▶ 15,000			
	Less: allowance for doubtful accounts ▶ 0	30,000	15,000	15,000
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U.S. and state government obligations (attach schedule)	415,602	401,144	401,144
b	Investments—corporate stock (attach schedule)	1,897,506	1,955,659	1,955,659
c	Investments—corporate bonds (attach schedule)	220,099	218,256	218,256
11	Investments—land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans	0	300,000	300,000
13	Investments—other (attach schedule)	878,600	878,600	878,600
14	Land, buildings, and equipment: basis ▶			
	Less. accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	6,855,158	6,891,257	6,891,257
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	6,855,158	6,891,257	
28	Paid-in or capital surplus, or land, bldg., and equipment fund	0	0	
29	Retained earnings, accumulated income, endowment, or other funds	0	0	
30	**Total net assets or fund balances** (see instructions)	6,855,158	6,891,257	
31	**Total liabilities and net assets/fund balances** (see instructions)	6,855,158	6,891,257	

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	6,855,158
2	Enter amount from Part I, line 27a	2	79,458
3	Other increases not included in line 2 (itemize) ▶ change in unrealized capital gains	3	(43,359)
4	Add lines 1, 2, and 3	4	6,891,257
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	6,891,257

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	Capital gains distributions from publicly traded securities	P	various	various
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	n/a		n/a	8,001
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
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	8,001
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	2,461

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	268,000	6,743,969	0.0397
2010	201,048	6,024,671	0.0334
2009	138,000	5,513,199	0.0250
2008	311,000	5,706,192	0.0545
2007	144,000	4,288,601	0.0336

2	**Total** of line 1, column (d)	2	0.1862
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	0.0372
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	6,874,708
5	Multiply line 4 by line 3	5	256,042
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	850
7	Add lines 5 and 6	7	256,892
8	Enter qualifying distributions from Part XII, line 4	8	485,500

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ________ **(attach copy of letter if necessary—see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b	1	849	58
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0	
3	Add lines 1 and 2	3	849	58
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	849	58
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 750 00			
b	Exempt foreign organizations—tax withheld at source — 6b			
c	Tax paid with application for extension of time to file (Form 8868) — 6c			
d	Backup withholding erroneously withheld — 6d			
7	Total credits and payments. Add lines 6a through 6d	7	750	00
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0	00
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	99	58
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10		
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ **Refunded** ▶	11		

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		✓
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		✓
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		✓
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ________ **(2)** On foundation managers. ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
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		✓
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		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		✓
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	✓	
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		
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	✓	
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		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✓

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	

Website address ▶ **www.wakerly.org/WFF**

14 The books are in care of ▶ **John Wakerly** Telephone no. ▶ **650-968-9057**

Located at ▶ **c/o 373 Foxborough Dr., Mountain View, CA** ZIP+4 ▶ **94041-1667**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
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		✓
	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? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		✓
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ No If "Yes," list the years ▶ 20___ , 20___ , 20___ , 20___			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20___ , 20___ , 20___ , 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		✓
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		✓

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to:		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No		
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		✓
	If "Yes" to 6b, file Form 8870.		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
John F. Wakerly c/o 373 Foxborough Dr., Mtn. View, CA 94041	Pres., Chair, 2.5hr	-0-	-0-	-0-
Regina M. Rich c/o 373 Foxborough Dr., Mtn. View, CA 94041	VP, Secy., 1.0hr	-0-	-0-	-0-
Ralph T. Wakerly c/o 373 Foxborough Dr., Mtn. View, CA 94041	Treas., 1.5hr	-0-	-0-	-0-
Michael J Wakerly, Susanne D Robertson, Marie Wakerly c/o 373 Foxborough Dr., Mtn. View, CA 94041	Director, 0.75hr	-0-	-0-	-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
NONE				

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 Zero-interest mortgage loan for Bear Necessities' headquarters office in Chicago, IL. The office provides space for Bear to carry out their charitable purpose. The loan's existence is also being used to attract Bear's donors to pledge new funds to pay off the loan by the end of its 3-year term.	300,000
2	
All other program-related investments See instructions.	
3	
Total. Add lines 1 through 3 ▶	

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

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	2,671,557
b	Average of monthly cash balances	1b	3,130,492
c	Fair market value of all other assets (see instructions)	1c	1,177,350
d	**Total** (add lines 1a, b, and c)	1d	6,979,399
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	6,979,399
3	Subtract line 2 from line 1d	3	6,979,399
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	104,691
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,874,708
6	**Minimum investment return.** Enter 5% of line 5	6	343,735

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	343,735
2a	Tax on investment income for 2012 from Part VI, line 5 . . . 2a 850		
b	Income tax for 2012. (This does not include the tax from Part VI.) . . . 2b		
c	Add lines 2a and 2b	2c	850
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	342,885
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	342,885
6	Deduction from distributable amount (see instructions)	6	0
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	342,885

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	185,500
b	Program-related investments—total from Part IX-B	1b	300,000
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	485,500
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	850
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	484,650

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				342,885
2	Undistributed income, if any, as of the end of 2012:				
a	Enter amount for 2011 only			324,763	
b	Total for prior years: 20___,20___,20___		0		
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	0			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 485,500				
a	Applied to 2011, but not more than line 2a			324,763	
b	Applied to undistributed income of prior years (Election required—see instructions)		0		
c	Treated as distributions out of corpus (Election required—see instructions)	0			
d	Applied to 2012 distributable amount				160,737
e	Remaining amount distributed out of corpus	0			
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	0			
b	Prior years' undistributed income. Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d	Subtract line 6c from line 6b. Taxable amount—see instructions		0		
e	Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				182,148
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0			
10	Analysis of line 9:				
a	Excess from 2008				
b	Excess from 2009				
c	Excess from 2010				
d	Excess from 2011				
e	Excess from 2012				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

John F. Wakerly

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

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

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

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

See Statement #7

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

See Statement #7

c Any submission deadlines:

See Statement #7

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

See Statement #7

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Statement #8		All are	501(c)3 public charities.	
Total . . . . . . ▶ 3a				185,500
b *Approved for future payment*				
Total . . . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	11,463	
4 Dividends and interest from securities			14	65,619	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	8,001	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				85,083	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 85,083

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	N/A

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		✓
	(2) Other assets	1a(2)		✓
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		✓
	(3) Rental of facilities, equipment, or other assets	1b(3)		✓
	(4) Reimbursement arrangements	1b(4)		✓
	(5) Loans or loan guarantees	1b(5)		✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)		✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		✓

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

John F. Wallerly 12/17/13 ▶ President and Chair

Signature of officer or trustee Date Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization	**Employer identification number**
Wakerly Family Foundation	77-0441943

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year . . . . ▶ $ ____________

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

Name of organization: Wakerly Family Foundation

Employer identification number: 77-0441943

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	John F. Wakerly 3064 Valcour Dr. Glenview, IL 60026-6901	$ 180,000.00	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Wakerly Family Foundation
Form 990-PF Statement #1
July 1, 2012 – June 30, 2013

All securities are valued at June 30, 2012 market value	Amount
Part I, line 1 – Contributions – see schedule B if nonzero	180,000
Part I, line 16c – Professional fees – see Statement #2 (expenses)	48
Part I, line 18 – Taxes – see Statement #2 (expenses)	76
Part I, line 23 – Other expenses – see Statement #2 (expenses)	0
Part II, line 2bc – Savings (TOTAL)	3,122,598
Fidelity x520 FMPXX	1,331,367
Fidelity x520 FDRXX	8,131
Fidelity x160 FMPXX	52,773
Fidelity x160 FDRXX	0
Vanguard xxx905 VMMXX	210,497
GCF Bank CDAR	1,274,506
GCF Bank MM acct	324
GE Capital CD	245,000
Part II, line 7bc – Other notes and loans receivable (TOTAL)	15,000
Sisters of Notre Dame PRI loan due March 11, 2014	15,000
Part II, line 10bc – Investments, government obligations (TOTAL)	401,144
Fidelity x520 government bonds (see brokerage statement #3)	203,183
Vanguard xxx905 government bonds (see brokerage statement #4)	197,961
Part II, line 10bc – Investments, corporate stock (TOTAL)	1,955,659
Fidelity x520 stocks (see brokerage statement #3)	1,955,659
Vanguard xxx905 stocks (see brokerage statement #4)	0
Part II, line 10bc – Investments, corporate bonds (TOTAL)	218,256
Fidelity x520 corporate bonds (see brokerage statement #3)	0
Vanguard xxx905 corporate bonds (see brokerage statement #4)	218,256
Part II, line 12 – Investments, mortgage loans (TOTAL)	300,000
Bear Necessities, due Sept. 17, 2015	300,000
Part II, line 13 – Investments, other (TOTAL)	878,600
Metropolitan Equity Investment Holdings 13, Limited Partnership	878,600
Part II, line 16bc – Total assets	6,891,257
Part III, line 3 – Other increases	
Increase (decrease) in unrealized capital gains in securities since 6/30/2012	(43,359)

Wakerly Family Foundation
Form 990-PF Statement #2 (Expenses)
July 1, 2012 – June 30, 2013

Date	Ref	Description	Amount
various	Fid520	Misc. brokerage fees	48.00
		Total professional fees (line 16c)	48.00
n/a		Secretary of State – Form SI-100	0.00
10/17/2012	F1378	Registry of Charitable Trusts – Form RRF-1	75.00
10/17/2012	F1377	Franchise Tax Board – Form 199	10.00
12/27/2012	Fdep	IRS refund check 2011 990PF	-8.82
n/a	Fid520	Foreign taxes	0.00
		Total taxes (line 18)	76.18
		Total other expenses (line 23)	0.00

Fidelity INVESTMENTS

FIDELITY PRIVATE CLIENT GROUP℠

Envelope 135427536

WAKERLY FAMILY FOUNDATION — 2012 990PF
ATTN JOHN FRANCIS WAKERLY
373 FOXBOROUGH DR
MOUNTAIN VIEW CA 94041-1667

STATEMENT #3

Investment Report

June 1, 2013 - June 30, 2013

Your Account Executive
Sarah Hamilton 650-282-8100
ext. 75137

Online	Fidelity.com
FAST(sm)-Automated Telephone	800-544-5555
Private Client Group	800-544-5704
Customer Service	800-544-6666

*GOVT. OBLIGATIONS
**CASH
ALL OTHERS CORP. STOCK

Fidelity Account ℠ [redacted]520 WAKERLY FAMILY FOUNDATION

Account Summary

Beginning value as of Jun 1	$3,859,751.36
Withdrawals	-245,000.00
Change in investment value	-116,411.10
Ending value as of Jun 30	**$3,498,340.26**
Accrued Interest (AI)	$0.00
Change in AI from last statement	$0.00
Account trades from Jul 2012 - Jun 2013	3

Income Summary

	This Period	Year to Date
Taxable		
Dividends	$8,958.70	$23,154.48

Holdings (Symbol) as of June 30, 2013

	Performance June 30, 2013	Quantity June 30, 2013	Price per Unit June 30, 2013	Total Cost Basis	Total Value June 1, 2013	Total Value June 30, 2013
Stocks *62% of holdings*						
ISHARES GOLD TRUST ISHARES ISIN #US4642851053 SEDOL #B0SF3S5 (IAU)		9,000.000	$11.990	$107,698.90	$121,140.00	$107,910.00
* ISHARES BARCLAYS TREAS INFLATION PROTECTED SECS FD (TIP)		1,300.000	112.010	125,110.34	151,749.00	145,613.00
MARKET VECTORS ETF TR GOLD MINERS ETF FD (GDX)		2,100.000	24.490	78,525.80	61,950.00	51,429.00

Fidelity INVESTMENTS

FIDELITY PRIVATE CLIENT GROUP SM

Investment Report

June 1, 2013 - June 30, 2013

Fidelity Account sm [redacted]520 WAKERLY FAMILY FOUNDATION

Holdings (Symbol) as of June 30, 2013	Performance June 30, 2013	Quantity June 30, 2013	Price per Unit June 30, 2013	Total Cost Basis	Total Value June 1, 2013	Total Value June 30, 2013
MARKET VECTORS ETF TR AGRIBUSINESS ETF (MOO)		2,000.000	51.190	92,731.16	106,280.00	102,380.00
SPDR GOLD TR GOLD SHS (GLD)		2,000.000	119.110	210,763.80	267,840.00	238,220.00
SPDR INDEX SHS FDS S&P GLOBAL NAT RES ETF (GNR)		2,500.000	44.990	134,756.60	121,250.00	112,475.00
SPDR INDEX SHS FDS DJ WILSHIRE INTL REAL ESTATE ETF (RWX)		800.000	39.900	28,790.17	32,896.00	31,920.00
* SPDR SER TR DB INTL GOVT INFLATION PROTECTED (WIP)		1,000.000	57.570	54,335.95	60,430.00	57,570.00
SPDR SER TR DJ WILSHIRE REIT ETF (RWR)		1,600.000	75.950	77,693.00	124,720.00	121,520.00
SPDR SER TR S&P OIL & GAS EQUIP & SVCS ETF (XES)		5,000.000	39.160	164,716.70	199,000.00	195,800.00
TEMPLETON GLOBAL INCOME FD INC DELAWARE (GIM)		13,000.000	8.640	129,169.75	118,040.00	112,320.00
VANGUARD FTSE DEVELOPED MARKET ETF (VEA)		2,500.000	35.600	71,900.90	92,975.00	89,000.00
VANGUARD INTL EQUITY INDEX FDS MSCI EMERGING MKTS ETF (VWO)		2,200.000	38.795	85,051.85	91,385.80	85,349.00
VANGUARD INDEX FDS VANGUARD REIT ETF FORMERLY VANGUARD INDEX TR TO 05/24/01 REIT VIPER SHS (VNQ)		1,100.000	68.720	49,792.67	77,858.00	75,592.00
VANGUARD INDEX FDS VANGUARD SMALL CAP VALUE VIPERS FORMERLY VANGUARD INDEX TR (VBR)		800.000	83.700	40,129.95	67,824.00	66,960.00
VANGUARD INDEX FDS VANGUARD VALUE VIPERS FORMERLY VANGUARD INDEX TR (VTV)		3,300.000	67.610	141,306.85	226,743.00	223,113.00
VANGUARD INDEX FDS VANGUARD TOTAL STK MKT ETF (VTI)		1,300.000	82.670	55,598.95	109,551.00	107,471.00
WISDOMTREE TR EMERGING MKTS SMALLCAP DIVID FD (DGS)		3,000.000	46.040	138,655.45	152,160.00	138,120.00
WISDOMTREE TR EMERGING MARKETS LOCAL DEBT FD (ELD)		2,000.000	48.040	102,533.75	100,420.00	96,080.00

FIDELITY PRIVATE CLIENT GROUP℠

Investment Report

June 1, 2013 - June 30, 2013

Fidelity Account ℠ [redacted]520 WAKERLY FAMILY FOUNDATION

Holdings (Symbol) as of June 30, 2013	Performance June 30, 2013	Quantity June 30, 2013	Price per Unit June 30, 2013	Total Cost Basis	Total Value June 1, 2013	Total Value June 30, 2013
Subtotal of Stocks				**1,889,262.54**		**2,158,842.00**
Mutual Funds *38% of holdings*						
** FIDELITY INSTL MMKT PORT CL I (FMPXX) EAI. $1,875.30, EY: 0.14%	*7-day Yield: 0.08%*	1331,366.980	1.000	not applicable	1,573,415.14	1,331,366.98
Subtotal of Mutual Funds						**1,331,366.98**
Core Account *0% of holdings*						
** FIDELITY CASH RESERVES (FDRXX)	*7-day Yield: 0.01%*	8,131.280	1.000	not applicable	2,124.42	8,131.28
Subtotal of Core Account						**8,131.28**
Total				**$ 1,889,262.54**		**$3,498,340.26**

All positions held in cash account unless indicated otherwise.

Total Cost Basis does not include the cost basis on core, money market or other positions where cost basis is unknown or not applicable.

Estimated Annual Income (EAI) & Estimated Yield (EY)** - EAI is an estimate of annual income for a specific security position over the next rolling 12 months EY is calculated by dividing the current EAI for a security position by its statement closing date market value EY reflects only the income generated by an investment; it does not reflect changes in its price, which may fluctuate For certain types of securities, EAI and EY could include the return of principal or capital gains which would render them overstated. EAI and EY are estimates provided for informational purposes only and should not be relied on for making investment, trading, or tax decisions. There is no guarantee that your investments will actually generate the EAI or EY presented. Actual income and yield might be higher or lower. EAI and EY should not be confused with a security's 30-day Yield or 7-day Yield, if provided, as such yield quotations reflect the actual historical performance of a security* ***For additional information, including calculation details, refer to the "Additional Information and Endnotes" section at the end of your statement.

102B 0000008187809001 L2 1-1739 11013 0

Vanguard®

Foundation account

Client Services: 800-662-2739

Wakerly Family Foundation — 2012 990PF STATEMENT #4

Account overview

$626,714.80

Total account value as of June 30, 2013

Year-to-date income

Taxable income	$3,136 82
Nontaxable income	0 00
Total	**$3,136.82**

Balances and holdings for Vanguard funds

Beginning on January 1, 2012, new tax rules on taxable (nonretirement) mutual fund accounts (excluding money market funds) require Vanguard to track cost basis information for shares acquired and subsequently sold, on or after that date Unless you select another method, sales of Vanguard mutual funds, but not ETFs, will default to the average cost method We'll begin reporting cost basis to the IRS in 2013 For more information, visit vanguard com/costbasis

Symbol	Name	Fund & account	Average price per share	Total cost	Balance on 03/31/2013	Balance on 06/30/2013
** VMMXX	Prime Money Mkt Fund	0030-[redacted]05	-	-	$209,233 69	$210,497 50
* VSGDX	Short-Term Federal Adm	0549[redacted]05	10 79	200,000 00	200,000 00	197,961 07
*** VFSUX	Short-Term Invest-Gr Adm	0539-[redacted]05	9 88	202,366 64	221,327 38	218,256 23
					$630,561.07	**$626,714.80**

*GOVT. OBLIGATIONS

**CASH

***CORP, BONDS

Wakerly Family Foundation 2012 Form 990PF

Statements #5 + #6 Blank

Wakerly Family Foundation

a private charitable foundation
Kate Wakerly (1948-2004), Founding President

Statement of Purpose

The Wakerly Family Foundation (WFF), a private foundation, provides financial assistance to qualified public charitable organizations, with a focus on the areas of social services, education, and economic development. We support organizations that receive the majority of their funding from private (non-governmental) sources. **WFF does not consider unsolicited proposals from new organizations** (ones who have not received grants from us before). Most grants are made in local areas where one or more WFF board members can monitor needs and outcomes.

WFF's board of directors is responsible for identifying charitable giving opportunities that are consistent with the foundation's purpose, and is especially interested in funding projects and programs which:

- benefit private education, and assist faculty at private schools, including retired faculty who are members of religious orders. Programs which enhance education in English, math, and science are also encouraged.
- support children in at-risk or economically disadvantaged households.
- help to provide additional low-income and very-low-income housing, especially owner-occupied housing.
- foster job skills training, especially for people who are unemployed or under-employed, with a goal of assisting workers toward full economic self-sufficiency. A particular focus is households that have experienced the loss of a parent and may be struggling financially.
- create new areas of employment through entrepreneurship. Projects that create new jobs for people who have difficulty finding traditional types of employment are encouraged.
- assist immigrants to the U.S. in the areas of education, employment, and housing.
- assist low-income populations with self-help projects including small, starter businesses which will employ members of those populations in their own communities.
- provide direct assistance or emergency aid to an economically disadvantaged population, with particular interest in programs that provide or facilitate access to quality, affordable health care for working, low-income individuals and families.
- promote individual responsibility and economic freedom.

WFF is especially interested in supporting relatively small, low-overhead organizations and programs that can obtain high leverage using WFF's grants.

Organizations and entities that are not eligible or are not normally considered for funding by WFF include:

- any organization which is not a 501(c)3 public charity
- government agencies, or entities receiving the majority of their support from government sources at the local, state, or federal level (including public schools)
- political parties and lobbying organizations

Grants available and funding cycle

Any WFF board member may invite a qualified organization to request a grant of up to $10,000. Generally, grants will range from $1,000 to $10,000 and will be given for one year. Proposals will be reviewed by one or more board members, depending on the request size. Selected applicants may also request funding beyond $10,000 for special projects, but these will require additional consideration and review by WFF's full board of directors. WFF's total annual grant-making budget is on the order of $300,000.

New organizations will be asked to apply for grants at various times throughout the year, and existing ones may make a request at any time. WFF's fiscal year runs from July 1 to June 30.

If you are a new organization and have been asked to apply for funding, please submit a brief proposal (1 to 2 pages is fine) describing your organization and the program or project for which funding is requested. Your proposal should address the following points as applicable:

- What is the program for which you are seeking support?
- What community needs will be served by this program? What challenges will this program help participants overcome?
- Who are the target populations (demographic, geographic) that will be served?
- What other organizations or agencies are serving your target population, and how will your project differ from the services currently offered? How will your organization work together with other entities for the benefit of your clients?
- What are the expected outcomes of your project or program? How and how often will you evaluate the effectiveness of your program?
- What are the expected consequences if your project/program is not implemented?
- What is the total cost of your project or program, and for what portion of that total are you requesting WFF support?
- You may also be asked to include one or more of the following: certification of your organization's status under IRS Section 501(c)3 (if not available at guidestar.org); names and affiliations of your board members; projected budget for the year for which you are seeking funding; your program ratio (percentage of funds that go directly to your cause); an overview of your financial statements including major sources and uses of funds.

After receiving your proposal and any supplemental materials required, one or more WFF board members will determine whether your project or program can receive funding in the current fiscal year. At that time, your proposal may be funded immediately, or additional information and/or a site visit may be requested. If your proposal is selected for funding or further consideration, a board member will generally respond within one month.

Solicited proposals can be submitted only by email and should be directed to:

John Wakerly, President, Wakerly Family Foundation
Email: <WFF's president's first name> at wakerly.com

Latest revision 2/18/2012

Wakerly Family Foundation 2012 Form 990PF Statement #8

Wakerly Family Foundation
Grants for Fiscal Year 2012-2013

7-30-12, North Kohala Community Resource Center, Hawi, HI. Kohala Youth Ranch project, equine therapy for disadvantaged youth.	$ 18,000.00
7-30-12, Day Worker Center of Mountain View, CA. Unrestricted grant towards general operating expenses.	$ 20,000.00
8-1-12, Northern Illinois Food Bank, St. Charles, IL. Food acquisition and distribution programs.	$ 20,000.00
8-1-12, Chicago Lights, Chicago, IL. For the Elam Davies Social Services Center for homeless outreach – food and clothing.	$ 6,000.00
8-4-12, Rosie's Place, Boston, MA. General operating funds for this women's shelter.	$ 5,000.00
9-12-12, Sacred Heart Medical Center Foundation, Springfield, OR. Courageous Kids Teen Theater Troupe program.	$ 5,000.00
10-5-12, Catholic Charities of Santa Clara County. Day Break program for relief of stressed-out caregivers for the elderly.	$ 15,000.00
11-30-12, Cristo Rey Jesuit High School. Financial-aid awards for needy families to send their children to this work-study high school.	$ 14,000.00
11-30-12, Providence St. Mel School, Chicago, IL. In support of ongoing Intervention Program for at-risk students.	$ 10,000.00
11-30-12, Silicon Valley Community Foundation, for Mtn. View Voice Holiday Fund, Mtn. View, CA. Contribution to newspaper's annual fund, which distributes money to local charities in the Palo Alto, Mountain View and East Palo Alto communities.	$ 14,000.00
11-30-12, Sustainable Living Foundation, Los Altos, CA. African relief.	$ 10,000.00
11-30-12, Villa Siena Foundation, Mountain View, CA. General support for Villa Siena residential nursing care facility.	$ 1,500.00
12-4-12, Cystic Fibrosis Research Institute, Palo Alto, CA. Ongoing research towards a cure.	$ 1,000.00
12-4-12, Christian Brothers. For support of retired brothers.	$ 500.00
12-10-12, Bear Necessities, Chicago, IL. Unrestricted grant for. operating costs and/or capital campaign for pediatric cancer aid.	$ 10,000.00

12-10-12, Humanitarian Service Project, Chicago, IL. Food and gifts for underprivileged - Children's Birthday Project.	$ 15,000.00
1-16-13, Sisters of Notre Dame, Ipswich, MA. Support for new chapel project in Fugar, Nigeria.	$ 16,000.00
2-4-13, Ozaukee Family Services, Grafton, WI. "Guys Group" program to provide guidance to at-risk adolescent males.	$ 4,500.00
TOTAL:	$185,500.00

Total number of grants: 18
Total number of unique recipients: 18