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**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

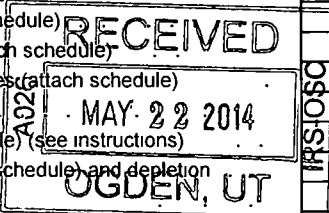
Open to Public Inspection

For calendar year 2012 or tax year beginning 7/1/2012, and ending 6/30/2013

Name of foundation <b>The Jenifer Altman Foundation</b>		A Employer identification number <b>94-3146675</b>	
Number and street (or P O box number if mail is not delivered to street address) <b>1016 Lincoln Blvd</b>		Room/suite <b>110</b>	B Telephone number (see instructions) <b>(415) 561-2187</b>
City or town, state, and ZIP code <b>San Francisco CA 94129</b>		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ <b>5,920,277</b>		J Accounting method <input checked="" type="checkbox"/> Cash <input 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)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule)	10,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	244	244		
	4 Dividends and interest from securities	49,241	49,241		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	-662,551			
	b Gross sales price for all assets on line 6a <b>7,255,745</b>				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	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)	211,168	15,104	196,064		
12 <b>Total.</b> Add lines 1 through 11	-391,898	64,589	196,064		
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc	174,168		151,064	23,104
	14 Other employee salaries and wages	27,195			27,195
	15 Pension plans, employee benefits	70,602			70,602
	16 a Legal fees (attach schedule)	1,821			1,821
	b Accounting fees (attach schedule)	2,855			2,855
	c Other professional fees (attach schedule)	32,937	28,194		4,743
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	7,400			
	19 Depreciation (attach schedule) and depletion	1,521			
	20 Occupancy	22,901			22,901
	21 Travel, conferences, and meetings	37,087			37,087
	22 Printing and publications	639			639
	23 Other expenses (attach schedule)	75,718	1,583	45,000	29,135
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	454,844	29,777	196,064	220,082
	25 Contributions, gifts, grants paid	489,750			489,750
26 <b>Total expenses and disbursements</b> Add lines 24 and 25	944,594	29,777	196,064	709,832	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-1,336,492				
b <b>Net investment income</b> (if negative, enter -0-)		34,812			
c <b>Adjusted net income</b> (if negative, enter -0-)			0		

SCANNED MAY 28 2014



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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	1,511,432	2,710,457	2,710,457
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶	3,049		
	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	26,306		
	10 a	Investments—U S and state government obligations (attach schedule)	3,100,000		
	b	Investments—corporate stock (attach schedule)	2,286,294	2,819,128	2,761,609
	c	Investments—corporate bonds (attach schedule)		239,940	239,885
	11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	266,615	445,359	205,268	
14	Land, buildings, and equipment basis ▶	19,400			
	Less accumulated depreciation (attach schedule) ▶	18,032			
15	Other assets (describe ▶ Key and Security Deposit )		1,690	1,690	
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	7,196,585	6,217,942	5,920,277	
Liabilities	17	Accounts payable and accrued expenses	45,798		
	18	Grants payable	440,000		
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ )			
	23	<b>Total liabilities</b> (add lines 17 through 22)	485,798	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted	6,710,787		
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds		6,217,942	
30	<b>Total net assets or fund balances</b> (see instructions)	6,710,787	6,217,942		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	7,196,585	6,217,942		

**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	6,710,787
2	Enter amount from Part I, line 27a	2	-1,336,492
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	843,647
4	Add lines 1, 2, and 3	4	6,217,942
5	Decreases not included in line 2 (itemize) ▶	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5)—Part II, column (b), line 30	6	6,217,942

**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.)
<b>1a Publicly-traded Securities</b>				
<b>b Passthrough K1 Capital Gain</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b> 7,255,745		7,919,343	-663,598	
<b>b</b>			1,047	
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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		
<b>a</b>			-663,598	
<b>b</b>			1,047	
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2 Capital gain net income or (net capital loss)</b>		{ If gain, also enter in Part I, line 7 { If (loss), enter -0- in Part I, line 7		<b>2</b> -662,551
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)</b>		{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- { in Part I, line 8		<b>3</b> 0

**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	839,240	7,621,810	0.110110
2010	753,895	8,316,361	0.090652
2009	499,826	7,140,728	0.069997
2008	948,806	9,871,976	0.096111
2007	768,321	14,620,863	0.052550
<b>2 Total of line 1, column (d)</b>			<b>2</b> 0.419420
<b>3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years</b>			<b>3</b> 0.083884
<b>4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5</b>			<b>4</b> 6,561,761
<b>5 Multiply line 4 by line 3</b>			<b>5</b> 550,427
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			<b>6</b> 348
<b>7 Add lines 5 and 6</b>			<b>7</b> 550,775
<b>8 Enter qualifying distributions from Part XII, line 4</b>			<b>8</b> 709,832

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)**

<b>1 a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	348	
<b>c</b> All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>	0	
<b>3</b> Add lines 1 and 2	<b>3</b>	348	
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>		
<b>5</b> Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	348	
<b>6</b> Credits/Payments			
<b>a</b> 2012 estimated tax payments and 2011 overpayment credited to 2012	<b>6a</b>	17,451	
<b>b</b> Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>		
<b>d</b> Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b> Total credits and payments Add lines 6a through 6d	<b>7</b>	17,451	
<b>8</b> Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>		
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	<b>9</b>	0	
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	<b>10</b>	17,103	
<b>11</b> Enter the amount of line 10 to be Credited to 2013 estimated tax <b>1,000</b> Refunded	<b>11</b>	16,103	

**Part VII-A Statements Regarding Activities**

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

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

<b>11</b>	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)			X
<b>12</b>	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)			X
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>▶</b> <u>www.jaf.org</u>	X		
<b>14</b>	The books are in care of <b>▶</b> <u>Jenifer Altman Foundation</u> Telephone no <b>▶</b> <u>(415) 561-2187</u> Located at <b>▶</b> <u>1016 Lincoln Blvd, Suite 110 San Francisco CA</u> ZIP+4 <b>▶</b> <u>94129</u>			
<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year <b>▶</b> <u>15</u>			<input type="checkbox"/>
<b>16</b>	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <b>▶</b>		Yes	No X

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

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

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

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

**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propoganda, 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)?  Yes  No  
 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?  Yes  No  
 If "Yes" to 6a, 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

	<b>5b</b>	N/A
<b>6b</b>		X
<b>7b</b>		N/A

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

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

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

**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		
-----		
-----		
-----		
-----		
-----		
<b>Total number of others receiving over \$50,000 for professional services</b>		▶ 0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 -----	
2 -----	
3 -----	
4 -----	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount	
1 -----		
2 -----		
3 All other program-related investments See instructions -----		
<b>Total. Add lines 1 through 3</b>		▶ 0

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	4,888,616
<b>b</b>	Average of monthly cash balances	<b>1b</b>	1,556,744
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	216,326
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	6,661,686
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	6,661,686
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	99,925
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4 .	<b>5</b>	6,561,761
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	328,088

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	328,088
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	348
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	348
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	327,740
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	327,740
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	327,740

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	709,832
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	709,832
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	348
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	709,484

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

**Part XIII Undistributed Income (see instructions)**

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7				327,740
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			0	
<b>b</b> Total for prior years 20 ____, 20 ____, 20 ____				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007	51,754	SEE ATTACHMENT		
<b>b</b> From 2008	248,924			
<b>c</b> From 2009	13,687			
<b>d</b> From 2010	349,087			
<b>e</b> From 2011	47,836			
<b>f</b> Total of lines 3a through e	711,288			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 709,832				
<b>a</b> Applied to 2011, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2012 distributable amount				327,740
<b>e</b> Remaining amount distributed out of corpus	382,092			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,093,380			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	51,754			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,041,626			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008	248,924			
<b>b</b> Excess from 2009	13,687			
<b>c</b> Excess from 2010	349,087			
<b>d</b> Excess from 2011	47,836			
<b>e</b> Excess from 2012	382,092			

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

N/A

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

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

**2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

	Tax year				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
<b>b</b> 85% of line 2a . . . . .					0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets . . . . .					0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					0
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					0
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					0
<b>(4)</b> Gross investment income . . . . .					0

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

**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

---

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

---

**c** Any submission deadlines

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







**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**

<b>Name of the organization</b>  The Jenifer Altman Foundation	<b>Employer identification number</b>  94-3146675
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**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 The Jenifer Altman Foundation	Employer identification number 94-3146675
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**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	The Altman 2011 Charitable Lead Annuity Trust c/o Avalon Trust, 125 Lincoln Ave, Suite 301 Santa Fe NM 87501 Foreign State or Province _____ Foreign Country _____	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )

Name of organization The Jenifer Altman Foundation	Employer identification number 94-3146675
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**Part II** Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----

Name of organization The Jenifer Altman Foundation	Employer identification number 94-3146675
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**Part III** *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations 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 ) ▶ \$ \_\_\_\_\_ 0  
 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
-----	----- ----- -----	----- ----- -----	----- ----- -----
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
----- ----- -----		----- ----- -----	
For Prov.                      Country			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
----- ----- -----		----- ----- -----	
For Prov.                      Country			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
----- ----- -----		----- ----- -----	
For Prov.                      Country			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
----- ----- -----		----- ----- -----	
For Prov.                      Country			

**Part I, Line 11 (990-PF) - Other Income**

		211,168	15,104	196,064
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	K-1 Passthrough Income FARALLON CAPITAL PARTNERS LP	15,104	15,104	0
2	Grants Administration Fees	196,064	0	196,064

**Part I, Line 16a (990-PF) - Legal Fees**

		1,821	0	0	1,821
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	General Governance Matters and Counseling	1,821	0	0	1,821

**Part I, Line 16b (990-PF) - Accounting Fees**

		2,855	0	0	2,855
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	General Accounting and Bookkeeping	2,855	0	0	2,855

**Part I, Line 16c (990-PF) - Other Professional Fees**

		32,937	28,194	0	4,743
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Investment Management Services	28,194	28,194	0	0
2	Benefits Administration	1,825	0	0	1,825
3	Information Technology Services	2,548	0	0	2,548
4	Custodial Services	370	0	0	370

**Part I, Line 18 (990-PF) - Taxes**

		7,400	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	990-PF Estimated Tax for 2013	7,400	0	0	0

**Part I, Line 19 (990-PF) - Depreciation and Depletion**

Description		Date Acquired	Method of Computation	Asset Life	Cost or Other Basis	Beginning Accumulated Depreciation	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	Office Equipment	Various	Straight-line	5	19,400	16,511	1,521	0	0
							1,521	0	0

**Part I, Line 23 (990-PF) - Other Expenses**

		75,718	1,583	45,000	29,135
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Administrative Fees	46,544	0	45,000	1,544
2	Bank Charges	420	420	0	0
3	Website Development	9,708	0	0	9,708
4	Website Hosting	60	0	0	60
5	K-1 Expenses FARALLON CAPITAL PARTNERS LP	1,163	1,163	0	0
6	Foundation Dues and Membership	4,881	0	0	4,881
7	Office Supplies	6,919	0	0	6,919
8	Payroll Processing Fees	2,319	0	0	2,319
9	Postage	606	0	0	606
10	Premium Payment for Indemnification Insurance	3,063	0	0	3,063
11	State or Local Filing Fees	35	0	0	35

**Part II, Line 10b (990-PF) - Investments - Corporate Stock**

		2,286,294		2,819,128		0		2,761,609	
	Description	Num. Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year			
1	CENTRAL GOLDTRUST	10,896		548,532		481,604			
2	COCA-COLA CO	1,841		68,942		73,843			
3	CONSUMER DISCRETIONARY SELECT SEC	1,218		69,986		68,695			
4	ENERGY SELECT SPDR	1,415		103,869		110,795			
5	ISHARE DJ FN SRV CMP	2,881		186,948		206,049			
6	ISHARE MSCI GERMANY	7,193		182,863		177,667			
7	ISHARE SP GBL 100 IN	3,540		229,701		239,162			
8	ISHARES DOW JONES US TELECOM	2,549		69,991		65,892			
9	ISHARES SILVER TRUST	6,618		205,129		125,543			
10	ISHARES TRANSPORTATION	600		69,948		65,934			
11	JOHNSON & JOHNSON	898		68,893		77,102			
12	MARKET VECTORS AGRIBUSINESS ETF	1,913		104,963		97,926			
13	MICROSOFT CORPORATION	2,460		68,951		84,968			
14	POWERSHARES QQQ NASDAQ 100	3,835		265,139		273,320			
15	PROCTER GAMBLE CO	1,896		131,182		145,973			
16	SPDR DOW JONES INDUSTRIAL AVERAGE	1,887		259,537		280,315			
17	WAL-MART STORES INC	2,508		184,554		186,821			

**Part II, Line 10c (990-PF) - Investments - Corporate Bonds**

	Description	Interest Rate	Maturity Date	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1	HANCOCK BK GULFPORT MISS 0 150% 08/			0	239,940	0	239,885

**Part II, Line 13 (990-PF) - Investments - Other**

	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
			0	445,359	205,268
1	CONSENSUS ORTHOPEDICS, INC			182,650	0
2	CONSENSUS ORTHOPEDICS, INC - PFD SE			44,127	0
3	FARALLON CAPITAL PARTNERS LP			218,582	205,268

**Part II, Line 14 (990-PF) - Land, Buildings, and Equipment**

		19,400	16,511	18,032	2,889	1,368	1,368
Asset Description		Cost or Other Basis	Accumulated Depreciation Beg. of Year	Accumulated Depreciation End of Year	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	Office Equipment	19,400	16,511	18,032	2,889	1,368	1,368

**Part III (990-PF) - Changes in Net Assets or Fund Balances**

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**Line 3 - Other increases not included in Part III, Line 2**

<b>1</b>	<b>To Adjust Book Values to Actual</b>	<b>1</b>	<b>423,364</b>
<b>2</b>	<b>To Reverse Prior Year Accruals</b>	<b>2</b>	<b>420,283</b>
<b>3</b>	<b>Total</b>	<b>3</b>	<b>843,647</b>

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**Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers**

											174,168	40,921		
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account		
1	Michael Lemer		1016 Lincoln Blvd Suite 110	San Francisco	CA	94129		Pres / Dir	10.00	47,410	5,412	0		
2	Pete Myers		1016 Lincoln Blvd Suite 110	San Francisco	CA	94129		Dir	1.00	0	0	0		
3	Anita Neger		1016 Lincoln Blvd Suite 110	San Francisco	CA	94129		Dir	1.00	0	0	0		
4	Catherine Porter		1016 Lincoln Blvd Suite 110	San Francisco	CA	94129		Sec	1.00	0	0	0		
5	Marni Rosen		1016 Lincoln Blvd Suite 110	San Francisco	CA	94129		Executive Dir / Acting Treas	40.00	126,758	35,509	0		
6	Albert Wells		1016 Lincoln Blvd Suite 110	San Francisco	CA	94129		Dir	1.00	0	0	0		

**Part XIII (990-PF) – Undistributed Income**

The Form 990-PF for taxable year ending June 30, 2012 of The Jenifer Altman Foundation (the "Foundation") overstated the amount of excess grant carryover made during the year because of an error made by the Foundation's former tax preparer at that time. The Foundation's new tax preparer discovered this error while preparing Form 990-PF for taxable year ending June 30, 2013. The Foundation would not have been subject to an underdistribution penalty under §4942 if the erroneous additional excess grant carryover had not been claimed. Therefore, the Foundation has chosen not to amend Form 990-PF for taxable year ending June 30, 2012. Instead, the Foundation has adjusted the amounts reported in Part XIII, Line 3 of Form 990-PF for year ending June 30, 2013 to reflect the correct balance on line 3f.

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

<b>Name</b> KWMR			
<b>Street</b> PO BOX 1262			
<b>City</b> PT REYES STA	<b>State</b> CA	<b>Zip Code</b> 94956	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)		
<b>Purpose of grant/contribution</b> General & Unrestricted			<b>Amount</b> 1,000

<b>Name</b> POINT REYES NATIONAL SEASHORE ASSOCIATION			
<b>Street</b> 1 BEAR VALLEY RD BLDG 70			
<b>City</b> POINT REYES	<b>State</b> CA	<b>Zip Code</b> 94956	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(2)		
<b>Purpose of grant/contribution</b> Seashore Explorer Scholarship Fund			<b>Amount</b> 1,000

<b>Name</b> ROCKEFELLER PHILANTHROPY ADVISORS INC			
<b>Street</b> 6 W 48TH ST FL 10			
<b>City</b> NEW YORK	<b>State</b> NY	<b>Zip Code</b> 10036	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)		
<b>Purpose of grant/contribution</b> Gulf Coast Fund			<b>Amount</b> 2,500

<b>Name</b> THE VOTER PARTICIPATION CENTER			
<b>Street</b> 1707 L ST NW STE 300			
<b>City</b> WASHINGTON	<b>State</b> DC	<b>Zip Code</b> 20036	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)		
<b>Purpose of grant/contribution</b> General & Unrestricted			<b>Amount</b> 5,000

<b>Name</b> VIRGINIA ORGANIZING INC			
<b>Street</b> 703 CONCORD AVE			
<b>City</b> CHARLOTTESVILLE	<b>State</b> VA	<b>Zip Code</b> 22903	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)		
<b>Purpose of grant/contribution</b> Health and Environmental Funders Network			<b>Amount</b> 5,000

<b>Name</b> VIRGINIA ORGANIZING INC			
<b>Street</b> 703 CONCORD AVE			
<b>City</b> CHARLOTTESVILLE	<b>State</b> VA	<b>Zip Code</b> 22903	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)		
<b>Purpose of grant/contribution</b> Science Communication Network			<b>Amount</b> 3,250

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**  
WEST MARIN SENIOR SERVICES

**Street**  
PO BOX 791

<b>City</b> PT REYES STA	<b>State</b> CA	<b>Zip Code</b> 94956	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)		
<b>Purpose of grant/contribution</b> General & Unrestricted			<b>Amount</b> 1,000

**Name**  
WILDFLOWERS INSTITUTE

**Street**  
1144 PACIFIC AVE

<b>City</b> SAN FRANCISCO	<b>State</b> CA	<b>Zip Code</b> 94133	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)		
<b>Purpose of grant/contribution</b> General & Unrestricted			<b>Amount</b> 5,000

**Name**

**Street**

<b>City</b>	<b>State</b>	<b>Zip Code</b>	<b>Foreign Country</b>
<b>Relationship</b>	<b>Foundation Status</b>		
<b>Purpose of grant/contribution</b>			<b>Amount</b>

**Name**

**Street**

<b>City</b>	<b>State</b>	<b>Zip Code</b>	<b>Foreign Country</b>
<b>Relationship</b>	<b>Foundation Status</b>		
<b>Purpose of grant/contribution</b>			<b>Amount</b>

**Name**

**Street**

<b>City</b>	<b>State</b>	<b>Zip Code</b>	<b>Foreign Country</b>
<b>Relationship</b>	<b>Foundation Status</b>		
<b>Purpose of grant/contribution</b>			<b>Amount</b>

**Name**

**Street**

<b>City</b>	<b>State</b>	<b>Zip Code</b>	<b>Foreign Country</b>
<b>Relationship</b>	<b>Foundation Status</b>		
<b>Purpose of grant/contribution</b>			<b>Amount</b>