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 07/01 **, 2012, and ending** 06/30, **20**13

Name of foundation: THELMA DOELGER CHARITABLE TRUST

A Employer identification number: 94-3318483

Number and street (or P O box number if mail is not delivered to street address): 950 JOHN DALY BOULEVARD — Room/suite: 300

B Telephone number (see instructions): (650) 755-2333

City or town, state, and ZIP code: DALY CITY, CA 94015-3004

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: [X] 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)* ▶ $ 13,915,125.

J Accounting method: [X] 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)				
2	Check ▶ [X] if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	68,864.	68,864.		ATCH 1
4	Dividends and interest from securities	348,430.	348,430.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	156,914.			
b	Gross sales price for all assets on line 6a 1,211,759.				
7	Capital gain net income (from Part IV, line 2)		156,914.		
8	Net short-term capital gain				
9	Income modifications			43,206.	
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) ATCH 3	43,206.			
12	**Total.** Add lines 1 through 11	617,414.	574,208.	43,206.	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	116,968.	58,484.		58,484.
14	Other employee salaries and wages	27,394.	13,697.		13,697.
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) ATCH 4	7,043.			7,043.
b	Accounting fees (attach schedule) ATCH 5	12,275.			12,275.
c	Other professional fees (attach schedule) *	293.	147.		146.
17	Interest				
18	Taxes (attach schedule) (see instructions) ATCH 7	5,439.	1,112.		1,112.
19	Depreciation (attach schedule) and depletion				
20	Occupancy	16,811.	8,406.		8,405.
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 8	12,431.	5,811.		6,620.
24	**Total operating and administrative expenses.** Add lines 13 through 23	198,654.	87,657.		107,782.
25	Contributions, gifts, grants paid	500,750.			500,750.
26	**Total expenses and disbursements** Add lines 24 and 25	699,404.	87,657.	0	608,532.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-81,990.			
b	**Net investment income** (if negative, enter -0-)		486,551.		
c	**Adjusted net income** (if negative, enter -0-)			43,206.	

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,404,046.	1,767,297.	1,767,297.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 9	8,360,542.	8,463,090.	11,187,972.
	c Investments - corporate bonds (attach schedule) ATCH 10	1,437,291.	889,502.	959,856.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	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)	11,201,879.	11,119,889.	13,915,125.
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	13,257,232.	13,414,146.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	-2,055,353.	-2,294,258.	
	30 **Total net assets or fund balances** (see instructions)	11,201,879.	11,119,889.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	11,201,879.	11,119,889.	

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	11,201,879.
2	Enter amount from Part I, line 27a	2	-81,990.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	11,119,889.
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	11,119,889.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
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	156,914.
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	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	800,310.	12,682,811.	0.063102
2010	598,333.	12,695,335.	0.047130
2009	592,493.	12,059,098.	0.049132
2008	652,435.	11,811,763.	0.055236
2007	768,762.	14,674,004.	0.052389

2	**Total** of line 1, column (d)	2	0.266989
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	0.053398
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	13,343,176.
5	Multiply line 4 by line 3	5	712,499.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,866.
7	Add lines 5 and 6	7	717,365.
8	Enter qualifying distributions from Part XII, line 4	8	608,532.

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	9,731.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	9,731.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	9,731.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 8,000.		
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	8,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	1,731.
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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*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		X
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		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
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	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

		Line	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		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ NONE			
14	The books are in care of ▶ D. EUGENE RICHARD, TRUSTEE Telephone no ▶ 650 755-2333 Located at ▶ 950 JOHN DALY BLVD., #300, DALY CITY, CA ZIP+4 ▶ 94015-3004			
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		X
	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		X
	Organizations relying on a current notice regarding disaster assistance check here N/A ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ▶			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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	N/A	
Organizations relying on a current notice regarding disaster assistance check here . . . . . N/A ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . . N/A ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . . ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . ☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b	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
ATCH 11		116,968.	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
NOT APPLICABLE		0
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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
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	11,974,343.
b	Average of monthly cash balances	1b	1,572,029.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	13,546,372.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	13,546,372.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	203,196.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,343,176.
6	**Minimum investment return.** Enter 5% of line 5	6	667,159.

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	667,159.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	9,731.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	9,731.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	657,428.
4	Recoveries of amounts treated as qualifying distributions			4	43,206.
5	Add lines 3 and 4			5	700,634.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	700,634.

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	608,532.
b	Program-related investments - total from Part IX-B	1b	
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	608,532.
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	608,532.

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					700,634.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				201,903.	
b Total for prior years 20 10 ,20 09 ,20 08					
3 Excess distributions carryover, if any, to 2012					
a From 2007					
b From 2008					
c From 2009					
d From 2010					
e From 2011					
f ***Total*** *of lines 3a through e*					
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 608,532.					
a Applied to 2011, but not more than line 2a				201,903.	
b Applied to undistributed income of prior years (Election required - see instructions)					
c Treated as distributions out of corpus (Election required - see instructions)					
d Applied to 2012 distributable amount					406,629.
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5					
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b. Taxable amount - see instructions					
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions					
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					294,005.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		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) NOT APPLICABLE

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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).)

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:

ATCH 12

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

THE ATTACHED GRANT APPLICATION FORM REFLECTS ALL REQUIREMENTS.

c Any submission deadlines:

THERE ARE NO SUBMISSION DEADLINES.

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

ATCH 13

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*				
ATCH 14				
Total ▶ **3a**				500,750.
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	68,864.	
4 Dividends and interest from securities			14	348,430.	
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	156,914.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 15				43,206.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				617,414.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 617,414.

(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.)

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)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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
	N/A		N/A

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

▶ D. Eugene Richard | 11/13/13 | ▶ Trustee

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
KELLI H. ARCHIBALD	Kelli H Archibald	10/31/2013		P00180332
Firm's name ▶ ERNST & YOUNG U.S. LLP			Firm's EIN ▶ 34-6565596	
Firm's address ▶ 2 NORTH CENTRAL AVE., #2300 PHOENIX, AZ 85004			Phone no 602-322-3000	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		CHEVRON PROPERTY TYPE: SECURITIES				P	VAR	07/19/2012
53,840.		21,261.					32,579.	
		CHEVRON PROPERTY TYPE: SECURITIES				P	VAR	08/21/2012
56,630.		21,261.					35,369.	
		ABBOT LAB PROPERTY TYPE: SECURITIES				P	VAR	02/19/2013
174,961.		119,252.					55,709.	
		ABB VIE PROPERTY TYPE: SECURITIES				P	VAR	02/19/2013
188,038.		129,316.					58,722.	
		FRONTIER COMMUNICATION CORP PROPERTY TYPE: SECURITIES				P	VAR	02/19/2013
49,472.		101,153.					-51,681.	
		WINDSTREAM PROPERTY TYPE: SECURITIES				P	VAR	02/19/2013
108,373.		145,658.					-37,285.	
		FRONTIER COMMUNICATION CORP PROPERTY TYPE: SECURITIES				P	VAR	03/14/2013
49,925.		86,764.					-36,839.	
		EXXON MOBILE PROPERTY TYPE: SECURITIES				P	VAR	06/12/2013
89,674.		46,145.					43,529.	
		WASHINGTON FEDERAL PROPERTY TYPE: SECURITIES				P	VAR	03/14/2013
317,671.		342,776.					-25,105.	
		CHEVERON CORP PROPERTY TYPE: SECURITIES				P	VAR	06/12/2013
119,784.		41,259.					78,525.	
		REIT GAINS/LOSS PROPERTY TYPE: OTHER				P		
3,391.							3,391.	
TOTAL GAIN(LOSS)							156,914.	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BANK MONEY MARKET FUND	67,269.	67,269.
BANK CERTIFICATE OF DEPOSIT	1,595.	1,595.
TOTAL	68,864.	68,864.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS:		
3M	12,250.	12,250.
ABM INDUSTRIES	8,260.	8,260.
AMERICAN CAMPUS	13,725.	13,725.
AT&T	14,240.	14,240.
CHEVRON TEXACO CORP	30,050.	30,050.
EQUITY RESIDENTIAL	18,425.	18,425.
EXXON MOBIL CORP	21,060.	21,060.
GENERAL ELECTRIC COMPANY	8,640.	8,640.
INTEGRYS	16,320.	16,320.
JOHNSON & JOHNSON	14,940.	14,940.
PFIZER INC	11,040.	11,040.
US BANCORP	7,800.	7,800.
VERIZON	14,315.	14,315.
LOCKHEED MARTIN	10,200.	10,200.
WASHINGTON FEDERAL	4,320.	4,320.
BB&T	9,540.	9,540.
BANK OF AMERICA	600.	600.
PROCTOR & GAMBLE	16,013.	16,013.
OCCIDENTAL	11,300.	11,300.
COCA COLA CO.	14,630.	14,630.
WINDSTREAM	24,000.	24,000.
ABBOTT LAB.	5,800.	5,800.
BLACKROCK	9,540.	9,540.
FRONTIER COMM.	5,960.	5,960.
HCP	12,300.	12,300.
INTEL	10,800.	10,800.
PROLOGIS	5,999.	5,999.
ABBVIE	2,000.	2,000.
APPLE	305.	305.
CONOCO PHILLIPS	5,940.	5,940.
VISA	990.	990.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WALGREEN CO	4,125.	4,125.
WELLS FARGO	15,840.	15,840.
ADJUSTMENT FOR REIT RETURN OF CAPITAL/ CAPITAL GAIN DISTRIBUTION RECORDED FROM:		
AMERICAN CAMPUS	-4,476.	-4,476.
PROLOGIS	-763.	-763.
EQUITY RESIDENTIAL	-2,530.	-2,530.
HCP	-3,003.	-3,003.
FRONTIER	-2,065.	-2,065.
TOTAL	348,430.	348,430.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
OTHER INCOME-RECOVERY OF LEGAL FEES	43,206.
TOTALS	43,206.

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ATTORNEY FEES	7,043.			7,043.
TOTALS	7,043.			7,043.

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
PREP. OF RETURNS AND REPORTS	12,275.			12,275.
TOTALS	12,275.			12,275.

ATTACHMENT 6

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CONSULTANT EXPENSE	293.	147.	146.
TOTALS	293.	147.	146.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PAYROLL TAXES	2,224.	1,112.	1,112.
FEDERAL EXCISE	3,215.		
TOTALS	5,439.	1,112.	1,112.

ATTACHMENT 8

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OFFICE EXPENSE	7,487.	3,744.	3,743.
INSURANCE - OFFICE	505.	252.	253.
CALIFORNIA FILING FEES	10.		10.
STATE COMPENSATION INSURANCE	2,379.	1,190.	1,189.
MEMBERSHIP EXPENSE	725.		725.
INSURANCE - TRUSTEES	1,250.	625.	625.
DEPT OF JUSTICE FILING FEE	75.		75.
TOTALS	12,431.	5,811.	6,620.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ABM INDUSTRIES	(14,000 SH)	232,507.	232,507.	343,140.
AMERICAN CAMPUS	(10,000 SH)	223,328.	218,880.	406,600.
BANKAMERICA CORP	(15,000 SH)	536,794.	536,794.	192,900.
CHEVRON CORP	(7,000 SH)	353,598.	269,941.	828,380.
EQUITY RESIDENTIAL	(10,000 SH)	280,206.	280,206.	580,600.
EXXON MOBIL	(8,000 SH)	375,991.	329,887.	722,800.
GENERAL ELECTRIC	(12,000 SH)	459,101.	459,101.	278,280.
JOHNSON & JOHNSON	(6,000 SH)	325,861.	325,861.	515,160.
PFIZER INC	(12,000 SH)	379,364.	379,364.	336,120.
VERIZON	(7,000 SH)	290,745.	290,745.	352,380.
WASHINGTON FEDERAL	(18,000 SH)	342,729.	NONE	NONE
INTEGRYS ENERGY	(6,000 SH)	299,878.	299,878.	351,180.
BB&T	(9,000 SH)	331,640.	331,640.	304,920.
PROCTER & GAMBLE	(7,000 SH)	337,276.	337,276.	538,930.
COCA COLA CO.	(14,000 SH)	300,094.	300,094.	561,540.
3M COMPANY	(5,000 SH)	381,625.	381,625.	546,750.
AT&T	(8,000 SH)	301,571.	301,571.	283,200.
OCCIDENTAL PETRO	(5,000 SH)	253,360.	253,360.	446,150.
US BANCORP	(10,000 SH)	353,127.	353,127.	361,500.
WELLS FARGO & CO.	(16,000 SH)	414,004.	414,004.	660,320.
WINDSTREAM CORP.	(15,000 SH)	305,742.	160,127.	115,650.
ABBOTT LABORATORIES	(5,000 SH)	248,479.	NONE	NONE
BLACKROCK INC.	(1,500 SH)	254,508.	254,508.	385,275.
FRONTIER COMM CORP	(25,000 SH)	189,900.	NONE	NONE
INTEL CORP.	(12,000 SH)	241,720.	241,720.	290,760.
HCP INC.	(6,000 SH)	204,580.	201,648.	272,640.
PROLOGIS TRUST	(5,356 SH)	142,814.	142,814.	202,028.
VISA INC	(2,000 SH)	NONE	314,407.	365,500.
WALGREEN CO	(6,000 SH)	NONE	228,392.	265,200.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CONOCO PHILIPS	(3,000 SH)	NONE	171,788.	181,500.
LOCKHEED MARTIN	(3,500 SH)	NONE	324,726.	379,610.
APPLE	(300 SH)	NONE	127,099.	118,959.
	TOTALS	8,360,542.	8,463,090.	11,187,972.

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
GOVERNMENT NATIONAL MORTGAGE ASSOCIATION BONDS:	1,187,286.	889,502.	959,856.
BANK OF AMERICA CORPORATE NOTE	NONE	NONE	NONE
MORGAN STANLEY CORPORATE NOTE	250,005.	NONE	NONE
TOTALS	1,437,291.	889,502.	959,856.

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

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION		
HOWARD E. MASON, JR 950 JOHN DALY BOULEVARD 300 DALY CITY, CA 94015-3004	TRUSTEE 5.00	29,242.	0	0
D. EUGENE RICHARD 950 JOHN DALY BOULEVARD 300 DALY CITY, CA 94015-3004	TRUSTEE 5.00	29,242.	0	0
JOHN R. VIOLET 950 JOHN DALY BOULEVARD 300 DALY CITY, CA 94015-3004	TRUSTEE 5.00	29,242.	0	0
JOHN F. NICOLAI 950 JOHN DALY BOULEVARD 300 DALY CITY, CA 94015-3004	TRUSTEE 5.00	29,242.	0	0

TOTAL COMPENSATION FOR SERVICES PROVIDED BY THE TRUSTEES IS REVIEWED AND ALLOWED BY THE SUPERIOR COURT OF CALIFORNIA, COUNTY OF SAN MATEO. THE COMPENSATION PAID TO THE TRUSTEES HAS BEEN SET AT 0.9% OF THE FAIR MARKET VALUE OF THE ASSETS OF THE FOUNDATION. UPON ALLOWANCE OF THE COMPENSATION BY THE COURT, THE TRUSTEES REVIEW AND ALLOCATE THE COMPENSATION AMONGST THE TRUSTEES BASED ON EXPERIENCE AND HISTORY WITH THE FOUNDATION. THE COMPENSATION IS THEN PAID IN THE YEAR FOLLOWING THE YEAR IN WHICH THE SERVICES ARE PROVIDED. TRUSTEE COMPENSATION REPORTED HERE IS BASED ON SERVICES PERFORMED IN FISCAL YEAR ENDED 6/30/12.

GRAND TOTALS	116,968.

ATTACHMENT 12

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

D. EUGENE RICHARD
950 JOHN DALY BOULEVARD, SUITE 300
DALY CITY, CA 94015
650-755-2333

ATTACHMENT 13

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

AWARDS ARE LIMITED TO CHARITABLE ORGANIZATIONS OPERATING WITHIN CALIFORNIA AND SUBJECT TO JURISDICTION OF ITS ATTORNEY GENERAL.

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

ATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SETON MEDICAL CENTER 1900 SULLIVAN AVENUE DALY CITY, CA 94015	NONE 509(A)(1)	CHARITABLE	35,000
MARIN HUMANE SOCIETY 171 BEL MARIN KEYS BLVD NOVATO, CA 94949	NONE 509(A)(1)	CHARITABLE	50,000
PENINSULA HUMANE SOCIETY 12 AIRPORT BLVD SAN MATEO, CA 94401	NONE 509(A)(2)	CHARITABLE	50,000.
SAN FRANCISCO S P.C A. 2500 16TH STREET SAN FRANCISCO, CA 94103	NONE 509(A)(1)	CHARITABLE	50,000.
CURI ODYSSEY (FORMERLY COYOTE POINT MUSEUM) 1651 COYOTE POINT DRIVE SAN MATEO, CA 94401	NONE 509(A)(1)	CHARITABLE	25,000.
SAN FRANCISCO ZOOLOGICAL SOCIETY 1 ZOO ROAD SAN FRANCISCO, CA 94132	NONE 509(A)(2)	CHARITABLE	30,000

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

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MID-PENINSULA BOYS & GIRLS CLUB, INC 200 N QUEBEC STREET SAN MATEO, CA 94401	NONE 509(A)(1)	CHARITABLE	10,000
SAN FRANCISCO BAY AREA BOY SCOUTS OF AMERICA P.O BOX 27548 SAN FRANCISCO, CA 94127	NONE 509(A)(2)	CHARITABLE	3,500
FAMILY SERVICE AGENCY OF SAN MATEO COUNTY, INC 24 SECOND AVENUE SAN MATEO, CA 94401	NONE 509(A)(1)	CHARITABLE	5,000
OPERATION SANTA CLAUS 10 WEMBLEY DRIVE DALY CITY, CA 94015	NONE 509(A)(1)	CHARITABLE	3,000
POLICE ATHLETIC LEAGUE OF DALY CITY 333 90TH STREET DALY CITY, CA 94015	NONE 509(A)(2)	CHARITABLE	7,500
MARINE MAMMAL CENTER MARIN HEADLANDS, 1065 FORT CRONKHITE SAUSALITO, CA 94965	NONE 509(A)(1)	CHARITABLE	15,000

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

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CALIFORNIA ACADEMY OF SCIENCES 55 CONCOURSE DR , GOLDEN GATE PARK SAN FRANCISCO, CA 94118	NONE 509(A)(1)	CHARITABLE	5,000.
ST ANTHONY'S FOUNDATION 121 GOLDEN GATE AVENUE SAN FRANCISCO, CA 94102	NONE 509(A)(1)	CHARITABLE	5,000
SAMARITAN HOUSE 1515 SOUTH CLAREMONT STREET SAN MATEO, CA 94402	NONE 509(A)(1)	CHARITABLE	7,500.
GIRL SCOUTS OF NORTHERN CALIFORNIA 4825 OLD REDWOOD HWY SANTA ROSA, CA 95403	NONE 509(A)(2)	CHARITABLE	7,500.
SALVATION ARMY 832 FOLSON STREET SAN FRANCISCO, CA 94119	NONE 509(A)(1)	CHARITABLE	7,500
SAN MATEO COUNTY HISTORICAL ASSOCIATION 777 HAMILTON STREET REDWOOD CITY, CA 94063	NONE 509(A)(2)	CHARITABLE	5,000

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

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PENINSULA ASSOCIATION FOR RETARDED CHILDREN/ADULTS 1750 EL CAMINO REAL, #105 BURLINGAME, CA 94010	NONE 509(A)(1)	CHARITABLE	5,000
DALY CITY PUBLIC LIBRARY 40 WEMBLEY DRIVE DALY CITY, CA 94015	NONE 509(A)(1)	CHARITABLE	5,000
SUPPORTERS OF THE DOELGER SENIOR CENTER PO BOX 3581 DALY CITY, CA 94015	NONE 509(A)(1)	CHARITABLE	50,000
SAN FRANCISCO SUICIDE PREVENTION PO BOX 191350 SAN FRANCISCO, CA 94119	NONE 509(A)(1)	CHARITABLE	5,000.
STAR VISTA - YOUTH & FAMILY ENRICHMENT SERVICES 610 ELM STREET, SUITE 212 SAN CARLOS, CA 94070	NONE 509(A)(1)	CHARITABLE	5,000
MEALS ON WHEELS OF SAN FRANCISCO 1375 FAIRFAX AVENUE SAN FRANCISCO, CA 94124	NONE 509(A)(1)	CHARITABLE	5,000

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

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DR NORMAN SHUMWAY ENDOWED FAMILY OF FUNDS DEPARTMENT OF CARDIOTHORACIC SURGERY-STANFORD P O BOX 4066 SAN MATEO, CA 94404	NONE 509(A)(1)	CHARITABLE	50,000
DALY CITY YOUTH HEALTH CENTER 2780 JUNIPERO SERRA BLVD DALY CITY, CA 94015	NONE 509(A)(1)	CHARITABLE	7,500.
SAN MATEO COUNTY HEALTH FOUNDATION 222 39TH AVENUE SAN MATEO, CA 94403	NONE 509(A)(1)	CHARITABLE	5,000
PACIFIC SKYLINE COUNCIL BOY SCOUTS OF AMERICA 1150 CHESS DRIVE FOSTER CITY, CA 94404	NONE 509(A)(2)	CHARITABLE	3,750.
SETON MEDICAL CENTER COASTSIDE 600 MARINE BLVD MOSS BEACH, CA 94038	NONE 509(A)(1)	CHARITABLE	15,000
THE HISTORY GUILD OF DALY CITY/COLMA 6351 MISSION STREET DALY CITY, CA 94104	NONE 509(A)(1)	CHARITABLE	3,000

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

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
YMCA CAMP JONES GULCH 11000 PESCADERO RD LA HONDA, CA 94020	NONE 509(A)(1)	CHARITABLE	5,000.
HUMANE SOCIETY WILDLIFE LAND TRUST 2100 L STREET NW WASHINGTON DC, DC 20037	501(C)3	CHARITABLE	5,000.
LANDPATHS 618 4TH ST #217 SANTA ROSA, CA 95404	501(C)3	CHARITABLE	5,000.
CAMINAR 2600 S EL CAMINO REAL SUITE 200 SAN MATEO, CA 94403	501(C)3	CHARITABLE	5,000.
		TOTAL CONTRIBUTIONS PAID	500,750.

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 15

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
OTHER INCOME-RECOVERY OF LEGAL FEES			41	43,206.	
TOTALS				43,206.	

FEDERAL FOOTNOTES

FORM 990-PF, PART VII-B, LINE 1A(4) AND 1B STATEMENTS REGARDING ACTIVITIES

COMPENSATION PAID TO TRUSTEES (SEE ATTACHMENT 11) WAS REASONABLE, AND THUS AN EXCEPTED ACT AS DESCRIBED IN REGULATIONS SECTION 53.4941(D)-3(C).

FEDERAL FOOTNOTES

FORM 990-PF, PART VII-B, LINE 1A(3) AND 1B STATEMENT REGARDING ACTIVITIES

TRUSTEE JOHN VIOLET IS AN ELECTED GOVERNMENT OFFICIAL OF A CALIFORNIA MUNICIPALITY. HIS GROSS ANNUAL COMPENSATION FROM SAID MUNICIPALITY IS LESS THAN THE AMOUNT DEFINING A DISQUALIFIED PERSON IN IRS CODE SECTION 4946(C)(5). COMPENSATION PAID TO JOHN VIOLET BY THE THELMA DOELGER CHARITABLE TRUST IS THEREFORE REASONABLE AND EXCEPTED.

THELMA DOELER CHARITABLE TRUST 94-3318483

6/30/2013 FORM 990-PF

ADDITIONAL CO-TRUSTEE SIGNATURES

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 or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee	Date	Title
[signature]	11-13-13	Co-Trustee
[signature]	11/13/13	Co-Trustee
[signature]	11/11/13	Co-Trustee

Application Form

for Grants from

Thelma Doelger Charitable Trust

ORGANIZATION'S APPLICATION
FOR GRANT FROM
THELMA DOELGER CHARITABLE TRUST

To: From:

Thelma Doelger Charitable Trust
(Name of Foundation) (Name of Applicant)

950 John Daly Boulevard; Suite 300
(Street Address) (Street Address)

Daly City, California 94015
(City, State and Zip code) (City, State and Zip code)

PART I. INFORMATION ABOUT THE APPLICANT

1. Is the applicant organized as a nonprofit organization under State laws governing charitable organizations?.................. /_7 Yes /_7 No

   If yes, what State or Commonwealth governs? ____________

   If no, please explain:

2. Has the applicant received a ruling or determination letter from the Internal Revenue Service about any of the following?

   (a) Exempt status................................... /_7 Yes /_7 No

   (b) Private foundation status...................... /_7 Yes /_7 No

   (c) Grant-making procedures........................ /_7 Yes /_7 No
   Attach photocopy of each such letter.
   If any item is marked no, explain:

ORGANIZATION'S APPLICATION
FOR GRANT FROM
THELMA DOELGER CHARITABLE TRUST

3. (a) Attach a copy of the applicant's proposed budget for the year in which the grant funds are to be used.

(b) If this grant will be a substantial and material part of the total budget, attach a copy of the latest information return (Form 990 or 990PF) filed by the applicant with the Internal Revenue Service.

(c) Describe the applicant's purposes and activities in general.

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4. Is the applicant controlled by, related to, connected with, or sponsored by another organization?............................... /_7 Yes /_7 No

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5. List the name, address and title of each member of the applicant's governing board:

(Name)	(Title or office)
(Street Address)	(City, State, and Zip code)
(Name)	(Title or office)
(Street address)	(City, State, and Zip code)

(If more space is needed attach a separate list)

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6. Has the applicant (or any organization listed in 4, above) ever applied for or received a grant from this foundation?.......... /_7 Yes /_7 No

FOR GRANT FROM
THELMA DOELGER CHARITABLE TRUST

PART II. USE OF THE PROPOSED GRANT

7. Show the amount requested and explain in detail how it will be used. State whether the grant is to be earmarked for the use or benefit of any one person, group, or class of people. If so, for whom?

8. Person to contact who will be administering the proposed program.

(Name) (Title)

(Street Address) (City, State, and Zip code)

(Area code and telephone number)

Describe this person's experience and qualifications to administer the program.

From my own knowledge, I state the information given in Parts I and II is correct. The applicant organization has authorized me to make this application.

(Name) (Date)

(Title or office)