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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 06-30-2013

Name of foundation THE MORRIS STULSAFT FOUNDATION		A Employer identification number 94-6064379	
Number and street (or P O box number if mail is not delivered to street address) 1660 BUSH STREET NO 300		B Telephone number (see instructions) (415) 561-6540	
City or town, state, and ZIP code SAN FRANCISCO, CA 94109		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 633,599	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small>		(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)	1,502,500			
	2 Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments	14	14		
	4 Dividends and interest from securities. . . . .				
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a _____				
	7 Capital gain net income (from Part IV, line 2) . . . .		0		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .				
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	1,502,514	14		
	13 Compensation of officers, directors, trustees, etc	4,400	1,100		3,080
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .				
	b Accounting fees (attach schedule) . . . . .	<input checked="" type="checkbox"/> 14,500	8,700		4,350
	c Other professional fees (attach schedule) . . . . .	<input checked="" type="checkbox"/> 207,300	20,730		165,840
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions)	<input checked="" type="checkbox"/> 160	0		0
	19 Depreciation (attach schedule) and depletion . . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	<input checked="" type="checkbox"/> 1,592	100		350
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	227,952	30,630		173,620
	25 Contributions, gifts, grants paid . . . . .	1,133,369			1,133,369
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	1,361,321	30,630		1,306,989
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	141,193			
	b <b>Net investment income</b> (if negative, enter -0-)		0		
	c <b>Adjusted net income</b> (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	56,406	51,599	51,599
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ 471,000 Less allowance for doubtful accounts ▶ _____	436,000	471,000	471,000
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the 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 . . . . .			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) . . . . .			
	c	Investments—corporate bonds (attach schedule). . . . .			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	0	111,000	111,000	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	492,406	633,599	633,599	
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 ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .	56,406	182,599	
	25	Temporarily restricted . . . . .	436,000	451,000	
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions) . . . . .	492,406	633,599	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	492,406	633,599	

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	492,406
2	Enter amount from Part I, line 27a . . . . .	2	141,193
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3 . . . . .	4	633,599
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	633,599

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				
(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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(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		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	
3	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	

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 page 18 of 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	1,338,855	153,069	8 746742
2010	1,311,702	70,163	18 695067
2009	1,270,407	32,718	38 828993
2008	1,407,080	64,872	21 690097
2007	1,854,104	23,364	79 357302
2	Total of line 1, column (d). . . . .		2 167 318201
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 33 463640
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5. . . . .		4 125,846
5	Multiply line 4 by line 3. . . . .		5 4,211,265
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .		6 0
7	Add lines 5 and 6. . . . .		7 4,211,265
8	Enter qualifying distributions from Part XII, line 4. . . . . If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions		8 1,306,989

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		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		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	0
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3		Add lines 1 and 2. . . . .		3	0
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	0
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
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	0
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9	0
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 <input type="checkbox"/>	Refunded <input type="checkbox"/>	11	

Part VII-AStatements Regarding Activities

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? . . . . .		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .			No
	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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ 0 (2) On foundation managers <input type="checkbox"/> \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities.	2		No
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?. . . . .	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T.	5		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses 	10	Yes	

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶ HTTP //WWW PFS-LLC NET/STULSAFT/				
14	The books are in care of ▶ PACIFIC FOUNDATION SERVICES LLC Telephone no ▶ (415) 561-6540			
Located at ▶ 1660 BUSH STREET SUITE 300 SAN FRANCISCO CA ZIP +4 ▶ 94109				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ▶ <input type="checkbox"/>			
and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶		15		
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		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ). . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ <input type="checkbox"/>	1b		No
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		No
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?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
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 <b>all</b> years listed, answer "No" and attach statement—see instructions ). . . . .	2b		
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i> ). . . . .	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
PACIFIC FOUNDATION SERVICES LLC	FOUNDATION MANAGEMENT	207,300
1660 BUSH STREET SUITE 300 SAN FRANCISCO,CA 94109		
Total number of others receiving over \$50,000 for professional services. . . . .		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
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	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3. . . . .	



**Part X**

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	0
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	127,762
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	127,762
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	127,762
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	1,916
<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>	125,846
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	6,292

**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>	6,292
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5. . . . .	<b>2a</b>	
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	0
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	6,292
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	0
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	6,292
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	6,292


**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>	1,306,989
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	0
<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>	1,306,989
<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>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	1,306,989
<b>Note:</b> 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				6,292
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only. . . . .			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007. . . . .	1,836,895			
b From 2008. . . . .	1,407,080			
c From 2009. . . . .	1,270,407			
d From 2010. . . . .	1,311,702			
e From 2011. . . . .	1,338,855			
f Total of lines 3a through e. . . . .	7,164,939			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,306,989				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
c Treated as distributions out of corpus (Election required—see instructions). . . . .	 1,306,989			
d Applied to 2012 distributable amount. . . . .				0
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	6,292			6,292
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	8,465,636			
b Prior years' undistributed income Subtract line 4b from line 2b. . . . .		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .		0		
d Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013. . . . .				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .	1,830,603			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a. . . . .	6,635,033			
10 Analysis of line 9				
a Excess from 2008. . . .	1,407,080			
b Excess from 2009. . . .	1,270,407			
c Excess from 2010. . . .	1,311,702			
d Excess from 2011. . . .	1,338,855			
e Excess from 2012. . . .	1,306,989			

Part XIV

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	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	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 organization 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) )

b

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

2

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

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

a

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

MARY GREGORY  
1660 BUSH STREET SUITE 300  
SAN FRANCISCO, CA 94104  
(415) 561-6540

b

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

FOR GUIDELINES AND MORE INFORMATION ABOUT THIS FOUNDATION, SEE WWW PFS-LLC NET

c

Any submission deadlines

FOR GUIDELINES AND MORE INFORMATION ABOUT THIS FOUNDATION, SEE WWW PFS-LLC NET

d

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

FOR GUIDELINES AND MORE INFORMATION ABOUT THIS FOUNDATION, SEE WWW PFS-LLC NET

Form 990-PF (2012)

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total . . . . .			3a	1,133,369
b Approved for future payment				
Total . . . . .			3b	0

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	
<b>1</b>	Program service revenue					
<b>a</b>	_____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>f</b>	_____					
<b>g</b>	Fees and contracts from government agencies					
<b>2</b>	Membership dues and assessments. . . .					
<b>3</b>	Interest on savings and temporary cash investments			14	14	
<b>4</b>	Dividends and interest from securities. . . .					
<b>5</b>	Net rental income or (loss) from real estate					
<b>a</b>	Debt-financed property. . . . .					
<b>b</b>	Not debt-financed property. . . . .					
<b>6</b>	Net rental income or (loss) from personal property					
<b>7</b>	Other investment income. . . . .					
<b>8</b>	Gain or (loss) from sales of assets other than inventory					
<b>9</b>	Net income or (loss) from special events					
<b>10</b>	Gross profit or (loss) from sales of inventory. .					
<b>11</b>	Other revenue <b>a</b> _____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>12</b>	Subtotal. Add columns (b), (d), and (e). .		0		14	0
<b>13</b>	<b>Total.</b> Add line 12, columns (b), (d), and (e). . . . .			<b>13</b>		<b>14</b>

[illegible]

<b>1</b> 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?		<b>Yes</b>	<b>No</b>
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of			
<b>(1)</b> Cash. . . . .	<b>1a(1)</b>		<b>No</b>
<b>(2)</b> Other assets. . . . .	<b>1a(2)</b>		<b>No</b>
<b>b</b> Other transactions			
<b>(1)</b> Sales of assets to a noncharitable exempt organization. . . . .	<b>1b(1)</b>		<b>No</b>
<b>(2)</b> Purchases of assets from a noncharitable exempt organization. . . . .	<b>1b(2)</b>		<b>No</b>
<b>(3)</b> Rental of facilities, equipment, or other assets. . . . .	<b>1b(3)</b>		<b>No</b>
<b>(4)</b> Reimbursement arrangements. . . . .	<b>1b(4)</b>		<b>No</b>
<b>(5)</b> Loans or loan guarantees. . . . .	<b>1b(5)</b>		<b>No</b>
<b>(6)</b> Performance of services or membership or fundraising solicitations. . . . .	<b>1b(6)</b>		<b>No</b>
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . .	<b>1c</b>		<b>No</b>
<b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> the value of the goods, other assets, or services received.			

[illegible]

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

*****	2013-11-15	*****	<div style="border: 1px solid black; padding: 2px;"> May the IRS discuss this return with the preparer shown below (see Instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No </div>
Signature of officer or trustee	Date	Title	

May the IRS discuss this return with the preparer shown below (see instr. 7)? ☒ **Yes** ☐ **No**

**Paid  
Preparer  
Use  
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN  P01023106
	NASI RAISSIAN	NASI RAISSIAN			
	Firm's name <input type="checkbox"/>	ROBERT LEE & ASSOCIATES LLP		Firm's EIN <input type="checkbox"/> 27-1155496	
		226 AIRPORT PARKWAY SUITE 350			
	Firm's address <input type="checkbox"/>	SAN JOSE, CA 95110		Phone no (408) 855-6770	

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
ADELE K CORVIN	PRESIDENT 1 00	0	0	0
1660 BUSH STREET SUITE 300 SAN FRANCISCO,CA 94109				
ISADORE PIVNICK	VICE PRESIDENT 1 00	800	0	0
1660 BUSH STREET SUITE 300 SAN FRANCISCO,CA 94109				
DANA A CORVIN	SECRETARY 1 00	0	0	0
1660 BUSH STREET SUITE 300 SAN FRANCISCO,CA 94109				
STUART CORVIN	TREASURER 1 00	0	0	0
1660 BUSH STREET SUITE 300 SAN FRANCISCO,CA 94109				
PAT LOOMES	BOARD MEMBER 1 00	2,000	0	0
1660 BUSH STREET SUITE 300 SAN FRANCISCO,CA 94109				
WILLIAM GLENN	BOARD MEMBER 1 00	1,600	0	0
1660 BUSH STREET SUITE 300 SAN FRANCISCO,CA 94109				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
ASIAN NEIGHBORHOOD DESIGN 1245 HOWARD ST SAN FRANCISCO,CA 94103		501 (C)(3) PUBLIC CH	EMPLOYMENT TRAINING CENTER, TEACHING GREEN BUILDING SKILLS TO YOUNG ADULTS	5,000
AT THE CROSSROADS 333 VALENCIA STREET SUITE 320 SAN FRANCISCO,CA 94103		501 (C)(3) PUBLIC CH	DEVELOPMENT OF COUNSELING RELATIONSHIPS WITH HOMELESS YOUTH	22,500
BAY AREA VIDEO COALITION 2727 MARIPOSA STREET 2ND FLOOR SAN FRANCISCO,CA 94110		501 (C)(3) PUBLIC CH	DIGITAL PATHWAYS PROGRAM	15,000
BAYVIEW OPERA HOUSE 4705 THIRD STREET SAN FRANCISCO,CA 94124		501 (C)(3) PUBLIC CH	DARE 2 DREAM ARTS ENRICHMENT PROGRAM	10,000
BERKELEY PUBLIC LIBRARY FOUNDATION 2150 KITTREDGE STREET 4TH FLOOR BERKELEY,CA 94704		501 (C)(3) PUBLIC CH	NEIGHBORHOOD LIBRARIES CAMPAIGN	25,000
BERNAL HEIGHTS NEIGHBORHOOD CENTER 515 CORTLAND AVENUE SAN FRANCISCO,CA 94110		501 (C)(3) PUBLIC CH	YOUTH EMPLOYMENT SERVICES PROGRAM	20,000
BEYOND EMANCIPATION 675 HEGENBERGER ROAD SUITE 100 OAKLAND,CA 94621		501 (C)(3) PUBLIC CH	"B2B" PROGRAM	15,000
BIOTECH PARTNERS PO BOX 2186 BERKELEY,CA 94702		501 (C)(3) PUBLIC CH	GENERAL SUPPORT	20,000
BLUE SKIES FOR CHILDREN 3021 BROOKDALE AVENUE OAKLAND,CA 94602		501 (C)(3) PUBLIC CH	POWER OF PLAY IN TRANSITIONAL KINDERGARTEN - SUMMER RAMP UP FOR OUSD TEACHERS	25,000
BUILDING FUTURES WITH WOMEN AND CHILDREN 1395 BANCROFT AVENUE SAN LEANDRO,CA 94577		501 (C)(3) PUBLIC CH	CHILDREN'S PROGRAM	10,000
CALIFORNIA SHAKESPEARE THEATER 701 HEINZ AVENUE BERKELEY,CA 94710		501 (C)(3) PUBLIC CH	ARTS INTEGRATION PROGRAMS IN PUBLIC SCHOOLS	5,000
CALIFORNIA STATE UNIVERSITY EAST BAY FOUNDATION INC 25800 CARLOS BEE BLVD HAYWARD,CA 94542		501 (C)(3) PUBLIC CH	BRIDGE TO EMANCIPATION	20,000
CANAL ALLIANCE 91 LARKSPUR STREET SAN RAFAEL,CA 94901		501 (C)(3) PUBLIC CH	TO HELP 400 YOUNG IMMIGRANTS OBTAIN EDUCATIONAL AND VOCATIONAL TRAINING	20,000
CANTARE CON VIVO 1611 TELEGRAPH AVENUE SUITE 801 OAKLAND,CA 94612		501 (C)(3) PUBLIC CH	CHILDREN'S PROGRAM IN OAKLAND SCHOOLS	15,000
CENTER FOR YOUNG WOMEN'S DEVELOPMENT 832 FOLSOM STREET SUITE 700 SAN FRANCISCO,CA 94107		501 (C)(3) PUBLIC CH	GENERAL SUPPORT	25,000



Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
CHILDREN'S COUNCIL OF SAN FRANCISCO 445 CHURCH STREET SAN FRANCISCO,CA 94114		501 (C)(3) PUBLIC CH	CHILD CARE PROVIDER TRAINING AND EDUCATION PROGRAM	10,000
CHILDREN'S HOSPITAL AND RESEARCH CENTER OAKLAND 747 52ND STREET OAKLAND,CA 94609		501 (C)(3) PUBLIC CH	PILOT TRAINING MODEL TO SUPPORT CHILDREN EXPOSED TO TRAUMA	20,000
CHINATOWN COMMUNITY DEVELOPMENT CENTER 1525 GRANT AVENUE SAN FRANCISCO,CA 94133		501 (C)(3) PUBLIC CH	SRO FAMILIES UNITED COLLABORATIVE PROGRAM	25,000
COASTSIDE CHILDREN'S PROGRAMS 494 MIRAMONTES AVE HALF MOON BAY,CA 94019		501 (C)(3) PUBLIC CH	PROFESSIONAL DEVELOPMENT FOR EARLY CHILDHOOD EDUCATORS	8,000
COMMUNITY ACTION MARIN 251 N SAN PEDRO ROAD SAN RAFAEL,CA 94903		501 (C)(3) PUBLIC CH	EMERGING LEADERS PROGRAM	27,500
COMMUNITY INITIATIVES (BAY AREA CHILDHOOD FUNDERS) 354 PINE STREET SUITE 700 SAN FRANCISCO,CA 94104		501 (C)(3) PUBLIC CH	ANNUAL MEMBERSHIP DUES	1,000
COMMUNITY INITIATIVES (JOHN BURTON FOUNDATION) 235 MONTGOMERY STREET SUITE 1142 SAN FRANCISCO,CA 94104		501 (C)(3) PUBLIC CH	HOMELESS YOUTH CAPACITY BUILDING PROJECT	10,000
COUNCIL ON FOUNDATIONS 2121 CRYSTAL DRIVE SUITE 700 ARLINGTON,VA 22202		501 (C)(3) PUBLIC CH	GENERAL SUPPORT	2,369
DESTINY ARTS CENTER 1000 42ND STREET OAKLAND,CA 94608		501 (C)(3) PUBLIC CH	ARTISTS IN SCHOOLS AND RITES OF PASSAGE PROGRAMS	15,000
DIMENSIONS DANCE THEATER 1428 ALICE ST 308 OAKLAND,CA 94612		501 (C)(3) PUBLIC CH	rites of passage programming in Oakland's public schools	10,000
EACH ONE REACH ONE 146 SO SPRUCE AVE SOUTH SAN FRANCISCO,CA 94080		501 (C)(3) PUBLIC CH	PLAYWRITING PROGRAM	10,000
EAST BAY AGENCY FOR CHILDREN 303 VAN BUREN AVENUE OAKLAND,CA 94610		501 (C)(3) PUBLIC CH	TRAINING OPPORTUNITIES FOR STAFF AT THE THERAPEUTIC NURSERY SCHOOL	20,000
EAST BAY CENTER FOR THE PERFORMING ARTS 339 11TH STREET RICHMOND,CA 94801		501 (C)(3) PUBLIC CH	AFTER SCHOOL PERFORMING ARTS OUTREACH PROGRAM	25,000
EAST BAY CENTER FOR THE PERFORMING ARTS 339 11TH STREET RICHMOND,CA 94801		501 (C)(3) PUBLIC CH	CAPITAL CAMPAIGN	100,000
FAIRFAX-SAN ANSELMO CHILDREN'S CENTER 199 PORTEOUS AVE FAIRFAX,CA 94930		501 (C)(3) PUBLIC CH	GENERAL SUPPORT	10,000


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
FAMILY BUILDERS BY ADOPTION 401 GRAND AVE STE 400 OAKLAND,CA 94610		501 (C)(3) PUBLIC CH	OLDER YOUTH PERMANENCY PROJECT	15,000
FAMILY SUPPORT SERVICES OF THE BAY AREA 401 GRAND AVENUE SUITE 500 OAKLAND,CA 94610		501 (C)(3) PUBLIC CH	OREMI MENTORING PROGRAM	20,000
GLENWOOD ELEMENTARY 225 W CASTLEWOOD DRIVE SAN RAFAEL,CA 94901		501 (C)(3) PUBLIC CH	GENERAL SUPPORT	1,000
HOLY FAMILY DAY HOME OF SAN FRANCISCO 299 DOLORES STREET SAN FRANCISCO,CA 94103		501 (C)(3) PUBLIC CH	TO PREPARE FOR NATIONAL ASSOCIATION FOR THE EDUCATION OF YOUNG CHILDREN (NAEYC) CERTIFICATION	20,000
HOMELESS CHILDREN'S NETWORK 3265 17TH STREET SUITE 404 SAN FRANCISCO,CA 94110		501 (C)(3) PUBLIC CH	CLINICAL CASE MANAGEMENT AND THERAPY FOR HOMELESS CHILDREN	15,000
HOMELESS PRENATAL PROGRAM 2500 18TH STREET SAN FRANCISCO,CA 94110		501 (C)(3) PUBLIC CH	KEEPING FAMILIES TOGETHER PROGRAM	15,000
INNVISION SHELTER NETWORK 181 CONSTITUTION DRIVE MENLO PARK,CA 94025		501 (C)(3) PUBLIC CH	CHILDREN'S PROGRAM	10,000
INSTITUTE ON AGING 3575 GEARY BLVD SAN FRANCISCO,CA 94118		501 (C)(3) PUBLIC CH	ELDERS AND YOUTH IN THE ARTS PROGRAM	5,000
INTERSECTION FOR THE ARTS (RAGGED WING ENSEMBLE) 672 42ND ST OAKLAND,CA 94609		501 (C)(3) PUBLIC CH	YOUTH ENSEMBLE PROGRAM	5,000
JEWISH COMMUNITY CENTER OF SAN FRANCISCO 3200 CALIFORNIA STREET SAN FRANCISCO,CA 94118		501 (C)(3) PUBLIC CH	TO SUPPORT STAFF DEVELOPMENT AND MENTAL HEALTH CONSULTANTS FOR EARLY CHILDHOOD EDUCATION	50,000
JEWISH FAMILY AND CHILDREN'S SERVICES OF THE EAST BAY 2484 SHATTUCK AVE SUITE 210 BERKELEY,CA 94704		501 (C)(3) PUBLIC CH	24 HOUR OAKLAND PARENT TEACHER CHILDREN CENTER	15,000
LINCOLN CHILD CENTER 4368 LINCOLN AVE OAKLAND,CA 94602		501 (C)(3) PUBLIC CH	KINSHIP PROGRAM	15,000
MOUNT ST JOSEPH - ST ELIZABETH (EPIPHANY CENTER) 100 MASONIC AVENUE SAN FRANCISCO,CA 94118		501 (C)(3) PUBLIC CH	SERVICES FOR AT-RISK INFANTS AND TODDLERS	25,000
MUSEUM OF CHILDREN'S ART 1625 CLAY STREET SUITE 100 OAKLAND,CA 94612		501 (C)(3) PUBLIC CH	SCHOOL AND COMMUNITY PROGRAMS	10,000
NEW DOOR VENTURES 3075 21ST STREET SAN FRANCISCO,CA 94110		501 (C)(3) PUBLIC CH	YOUTH EMPLOYMENT PROGRAMS	10,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
OLD SKOOL CAF 1429 MENDELL STREET SAN FRANCISCO,CA 94124		501 (C)(3) PUBLIC CH	RESTAURANT EMPLOYMENT TRAINING PROGRAM	15,000
OSHER MARIN JEWISH COMMUNITY CENTER 200 N SAN PEDRO ROAD SAN RAFAEL,CA 94903		501 (C)(3) PUBLIC CH	TO SUPPORT PROFESSIONAL DEVELOPMENT AND SCHOLARSHIPS	40,000
PENINSULA JEWISH COMMUNITY CENTER 800 FOSTER CITY BLVD FOSTER CITY,CA 94404		501 (C)(3) PUBLIC CH	STAFF DEVELOPMENT FOR THE EARLY CHILDHOOD EDUCATION PROGRAM	40,000
PROJECT AVARY 385 BEL MARIN KEYS BLVD SUITE G NOVATO,CA 94949		501 (C)(3) PUBLIC CH	FAMILY SUPPORT PROGRAM	25,000
RAPHAEL HOUSE OF SAN FRANCISCO INC 1065 SUTTER STREET SAN FRANCISCO,CA 94109		501 (C)(3) PUBLIC CH	CHILDREN'S PROGRAM	15,000
SAINT VINCENT'S DAY HOME 1086 EIGHTH STREET OAKLAND,CA 94607		501 (C)(3) PUBLIC CH	GENERAL SUPPORT	15,000
SAN DOMENICO SCHOOL - MUSIC CONSERVATORY 1500 BUTTERFIELD ROAD SAN ANSELMO,CA 94960		501 (C)(3) PUBLIC CH	VIRTUOSO PROGRAM	6,000
SAN FRANCISCO ARTS EDUCATION PROJECT 135 VAN NESS AVE SAN FRANCISCO,CA 94102		501 (C)(3) PUBLIC CH	ARTS SUMMER CAMP AND SPECIAL ART PROJECTS	10,000
SAN FRANCISCO CONSERVATORY OF MUSIC 50 OAK STREET SAN FRANCISCO,CA 94102		501 (C)(3) PUBLIC CH	RENEWED SCHOLARSHIPS FOR THE 2013-2014 SCHOOL YEAR	7,500
SAN FRANCISCO FRIENDS OF CHAMBER MUSIC (COMPOSING TOGETHER) 3300 13TH AVENUE OAKLAND,CA 94610		501 (C)(3) PUBLIC CH	COLLABORATIVE MUSIC COMPOSITION IN BAY AREA SCHOOLS	5,000
SAN FRANCISCO SCHOOL ALLIANCE 131 STEUART STREET SUITE 501 SAN FRANCISCO,CA 94105		501 (C)(3) PUBLIC CH	NATIONAL BOARD CERTIFIED TEACHERS TURNAROUND STRATEGY IN SFUSD	45,500
SAN FRANCISCO SHAKESPEARE FESTIVAL PO BOX 460937 SAN FRANCISCO,CA 94146		501 (C)(3) PUBLIC CH	MIDNIGHT SHAKESPEARE	10,000
SEASON OF SHARING FUND PO BOX 44740 SAN FRANCISCO,CA 94144		501 (C)(3) PUBLIC CH	TO SUPPORT NEEDY FAMILIES IN THE BAY AREA	5,000
SHORELINE ACRES INC 40 JOHN STREET - PO BOX 161 TOMALES,CA 94971		501 (C)(3) PUBLIC CH	SCHOLARSHIP ASSISTANCE TO THREE CHILDREN FOR THE 2013-14 SCHOOL YEAR	10,000
SLIDE RANCH 2025 SHORELINE HIGHWAY MUIR BEACH,CA 94965		501 (C)(3) PUBLIC CH	SCHOOL AND COMMUNITY PROGRAMS	15,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
STARVISTA 610 ELM STREET SUITE 212 SAN CARLOS,CA 94070		501 (C)(3) PUBLIC CH	YOUTH SAFETY NET PROGRAMS	20,000
THE CRUCIBLE 1260 7TH STREET OAKLAND,CA 94607		501 (C)(3) PUBLIC CH	YOUTH INDUSTRIAL ARTS EDUCATION SCHOLARSHIP PROGRAM	5,000
THE FOUNDATION CENTER 312 SUTTER STREET 606 SAN FRANCISCO,CA 94108		501 (C)(3) PUBLIC CH	ANNUAL MEMBERSHIP DUES	2,000
UNITED WAY OF THE BAY AREA 550 KEARNY STREET SUITE 1000 SAN FRANCISCO,CA 94108		501 (C)(3) PUBLIC CH	MATCHBRIDGE	20,000
YOUTH EMPLOYMENT PARTNERSHIP 2300 INTERNATIONAL BLVD OAKLAND,CA 94601		501 (C)(3) PUBLIC CH	BUILDING FUTURES	20,000
YOUTH HOMES PO BOX 5759 WALNUT CREEK,CA 94596		501 (C)(3) PUBLIC CH	TRANSITION AGE YOUTH LABOR EXPANSION PROJECT AND BUSINESS APPRENTICE PARTNERSHIP	25,000
<b>Total . . . . .</b>  <b>3a</b>				1,133,369

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury  
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

<b>Name of the organization</b> THE MORRIS STULSAFT FOUNDATION	<b>Employer identification number</b> 94-6064379
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Organization type (check one)

<b>Filers of:</b>	<b>Section:</b>
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)( ) (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 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<sup>1</sup>/<sub>3</sub>% 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).

<b>Name of organization</b> THE MORRIS STULSAFT FOUNDATION	<b>Employer identification number</b> 94-6064379
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<b>Part I</b>	<b>Contributors</b> (see instructions) Use duplicate copies of Part I if additional space is needed		
<b>(a)</b> <b>No.</b>	<b>(b)</b> <b>Name, address, and ZIP + 4</b>	<b>(c)</b> <b>Total contributions</b>	<b>(d)</b> <b>Type of contribution</b>
<u>1</u>	THE CHAMBERLAIN EXEMPTION TRUST 999 FIFTH AVENUE SUITE 200  SAN RAFAEL, CA 94901	\$ 15,000	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/>  (Complete Part II if there is a noncash contribution )
<u>2</u>	THE MORRIS STULSAFT TESTAMENTARY TR PO BOX 3700  SAN FRANCISCO, CA 94137	\$ 1,487,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
<u>  </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
<u>  </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
<u>  </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
<u>  </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
<u>  </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )

[illegible]

<b>Name of organization</b> THE MORRIS STULSAFT FOUNDATION	<b>Employer identification number</b> 94-6064379
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<b>Part III</b>	<b>Exclusively</b> religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of <i>exclusively</i> religious, charitable, etc , contributions of <b>\$1,000 or less</b> for the year (Enter this information once See instructions ) ▶ \$ Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div> <div></div>	<div></div> <div></div> <div></div>	

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



**TY 2012 Accounting Fees Schedule**

**Name:** THE MORRIS STULSAFT FOUNDATION

**EIN:** 94-6064379

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	14,500	8,700		4,350

**TY 2012 Distribution from Corpus Election**

**Name:** THE MORRIS STULSAFT FOUNDATION

**EIN:** 94-6064379

**Election:** PURSUANT TO IRC SEC. 4942(H)(2) AND REG. 53.4942(A)-3(D)(2),  
THE MORRIS STULSAFT FOUNDATION HERBY ELECTS TO TREAT  
CURRENT YEAR QUALIFYING DISTRIBUTIONS IN EXCESS OF THE  
IMMEDIATELY PRECEDING TAX YEAR'S UNDISTRIBUTED INCOME  
AND THE AMOUNT NEEDED TO SATISFY THE CURRENT YEAR  
DISTRIBUTION REQUIREMENTS AS BEING MADE OUT OF CORPUS.

# TY 2012 Other Assets Schedule

**Name:** THE MORRIS STULSAFT FOUNDATION

**EIN:** 94-6064379

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PREPAID GRANT		111,000	111,000

**TY 2012 Other Expenses Schedule****Name:** THE MORRIS STULSAFT FOUNDATION**EIN:** 94-6064379

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES AND SUBSCRIPTIONS	500	100		350
INSURANCE AND OTHER	820	0		0
MISCELLANEOUS	272	0		0

**TY 2012 Other Professional Fees Schedule****Name:** THE MORRIS STULSAFT FOUNDATION**EIN:** 94-6064379

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	0	0		0
FOUNDATION MANAGEMENT	207,300	20,730		165,840

## TY 2012 Substantial Contributors Schedule

**Name:** THE MORRIS STULSAFT FOUNDATION

**EIN:** 94-6064379

Name	Address
THE MORRIS STULSAFT TESTAMENTARY TR	P O BOX 3700 SAN FRANCISCO,CA 941370001
CHAMBERLIN TRUST	999 FIFTH AVENUE SAN RAFAEL,CA 94901

# TY 2012 Taxes Schedule

**Name:** THE MORRIS STULSAFT FOUNDATION

**EIN:** 94-6064379

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE FILING FEES	160	0		0