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990-PF

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

OMB No. 1545-0052

2012

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning 7/01, 2012, and ending 6/30, 2013

DOELGER CHARITABLE TRUST
950 JOHN DALY BOULEVARD, SUITE 300
DALY CITY, CA 94015-3004A Employer identification number
94-6468716B Telephone number (see the instructions)
(650) 755-2333C If exemption application is pending, check here. ☐D 1 Foreign organizations, check here. ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name changeH Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 10,669,531.
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and

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

(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. (att sch)			
2 Ck <input checked="" type="checkbox"/> If the foundn is not req to att Sch B			
3 Interest on savings and temporary cash investments	459.	459.	N/A
4 Dividends and interest from securities	342,944.	342,944.	
5a Gross rents			
b Net rental income or (loss)			
6a Net gain/(loss) from sale of assets not on line 10	266,390.		
b Gross sales price for all assets on line 6a		266,390.	
7 Capital gain net income (from Part IV, line 2)			
8 Net short-term capital gain			
9 Income modifications			
10a Gross sales less returns and allowances			
b Less: Cost of goods sold			
c Gross profit/(loss) (att sch)			
11 Other income (attach schedule)			
12 Total. Add lines 1 through 11	609,793.	609,793.	
13 Compensation of officers, directors, trustees, etc	89,948.	44,974.	44,974.
14 Other employee salaries and wages			
15 Pension plans, employee benefits			
16a Legal fees (attach schedule) SEE ST. 3	6,300.		6,300.
b Accounting fees (attach sch) SEE ST. 3	5,750.		5,750.
c Other prof fees (attach sch)			
17 Interest			
18 Taxes (attach schedule) (see instrs) SEE STM. 3	2,244.		
19 Depreciation (attach sch) and depletion			
20 Occupancy			
21 Travel, conferences, and meetings			
22 Printing and publications			
23 Other expenses (attach schedule) SEE STATEMENT 3	44,194.	21,067.	23,127.
24 Total operating and administrative expenses. Add lines 13 through 23	148,436.	66,041.	80,151.
25 Contributions, gifts, grants paid PART XV	382,435.		382,435.
26 Total expenses and disbursements. Add lines 24 and 25	530,871.	66,041.	462,586.
27 Subtract line 26 from line 12:			
a Excess of revenue over expenses and disbursements	78,922.		
b Net investment income (if negative, enter -0-)		543,752.	
c Adjusted net income (if negative, enter -0-)			

REVENUE

ADMINISTRATIVE EXPENSES

SCANNED NOV 27 2013

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Beginning of year

End of year

(a) Book Value

(b) Book Value

(c) Fair Market Value

ASSETS	1	Cash — non-interest-bearing			
	2	Savings and temporary cash investments	537,903.	518,838.	518,838.
	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 sch)			
		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)	5,595,884.	5,978,183.	9,073,772.
	c	Investments — corporate bonds (attach schedule)	1,283,174.	998,862.	1,076,921.
	LIABILITIES	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)	7,416,961.	7,495,883.	10,669,531.
17		Accounts payable and accrued expenses			
18		Grants payable			
19	Deferred revenue				
20	Loans from officers, directors, trustees, & 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 FUND 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	8,007,557.	8,273,947.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	-590,596.	-778,064.	
	30	Total net assets or fund balances (see instructions)	7,416,961.	7,495,883.	
	31	Total liabilities and net assets/fund balances (see instructions)	7,416,961.	7,495,883.	

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	7,416,961.
2	Enter amount from Part I, line 27a	2	78,922.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	7,495,883.
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	7,495,883.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a LONG-TERM GAINS (SEE STMT 7)		P	VARIOUS	VARIOUS
b CAP GAIN DIVIDENDS (SEE STMT 7)		P	VARIOUS	VARIOUS
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 927,777.		663,479.	264,298.
b 2,092.			2,092.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			264,298.
b			2,092.
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px; display: inline-block;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	266,390.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div style="border: 1px solid black; padding: 2px; display: inline-block;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div>		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 (column (b) divided by column (c))
2011	526,499.	9,748,519.	0.054008
2010	527,147.	9,584,684.	0.054999
2009	420,747.	8,988,821.	0.046808
2008	470,852.	8,958,404.	0.052560
2007	526,434.	11,489,651.	0.045818

2 Total of line 1, column (d)	2	0.254193
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	0.050839
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	10,224,974.
5 Multiply line 4 by line 3	5	519,827.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,438.
7 Add lines 5 and 6	7	525,265.
8 Enter qualifying distributions from Part XII, line 4	8	462,586.

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.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)			
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	10,875.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	10,875.
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	10,875.
6 Credits/Payments.			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	2,800.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	2,800.	
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	8,075.	
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 Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
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? <i>If 'Yes,' attach a detailed description of the activities.</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>CA</u>		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>D. EUGENE RICHARD, TRUSTEE</u> Telephone no. <u>(650) 755-2333</u> Located at <u>950 JOHN DALY BLVD, #300 DALY CITY, CA</u> ZIP + 4 <u>94015-3004</u>			
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. <u>N/A</u>	15		N/A
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
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	X
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?	1 c	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20 __ , 20 __ , 20 __ , 20 __</u>		
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.)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20 __ , 20 __ , 20 __ , 20 __</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5 b N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?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

6 b X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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?

N/A

7 b

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 STATEMENT 9		89,948.	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

0

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	1 a	9,887,258.
b Average of monthly cash balances	1 b	493,426.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	10,380,684.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	10,380,684.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	155,710.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,224,974.
6 Minimum investment return. Enter 5% of line 5	6	511,249.

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	511,249.
2a Tax on investment income for 2012 from Part VI, line 5	2 a	10,875.
b Income tax for 2012 (This does not include the tax from Part VI.)	2 b	
c Add lines 2a and 2b	2 c	10,875.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	500,374.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	500,374.
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	500,374.

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	1 a	462,586.
b Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	462,586.
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	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	462,586.

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				500,374.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			292,590.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4. ▶ \$ 462,586.				
a Applied to 2011, but not more than line 2a			292,590.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2012 distributable amount				169,996.
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).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions.		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount — see instructions.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013.				330,378.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

BAA

Form 990-PF (2012)

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

N/A

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

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

	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.

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

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
<i>a Paid during the year</i> SEE STATEMENT 12 FOR CHARITY NAMES AND ADDRESSES BAY AREA COUNTIES, CA				382,435.
Total			▶ 3a	382,435.
<i>b Approved for future payment</i>				
Total			▶ 3b	

YEAR ENDED 6/30/2013

FORM 990-PF - RETURN OF PRIVATE FOUNDATION

ADDITIONAL 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.


SIGNATURE OF OFFICER OR TRUSTEE

11-13-13
DATE

TRUSTEE
TITLE


SIGNATURE OF OFFICER OR TRUSTEE

11/13/13
DATE

TRUSTEE
TITLE


SIGNATURE OF OFFICER OR TRUSTEE

11/13/13
DATE

TRUSTEE
TITLE

YEAR ENDED 6/30/2013

FORM 990-PF, PART I - REVENUE

=====

	(a) REVENUE AND EXPENSES PER THE BOOKS	(b) NET INVESTMENT INCOME
<u>LINE 3 - INTEREST ON TEMP CASH INVESTMENTS</u>		
BANK OF AMERICA PRIMA CHECKING	318.	318.
BANK OF AMERICA CERTIFICATES OF DEPOSIT	137.	137.
MERRILL LYNCH	4.	4.
TOTALS TO LINE 3	459.	459.

LINE 4 - DIVIDENDS AND INTEREST FROM SECURITIES

DIVIDENDS:

3M COMPANY	9,800.	9,800.
ABBOTT LABORATORIES	3,480.	3,480.
ABBVIE INC	1,200.	1,200.
ABM INDUSTRIES INC	8,850.	8,850.
AMERICAN CAMPUS COMMUNITIES INC	13,725.	13,725.
APPLE INC	305.	305.
AT&T INC	12,460.	12,460.
BANK OF AMERICA CORP	560.	560.
BB&T CORP	9,010.	9,010.
BLACKROCK INC	3,600.	3,600.
CHEVRON CORPORATION	20,800.	20,800.
COCA COLA CO	12,540.	12,540.
CONOCOPHILLIPS	3,960.	3,960.
EQUITY RESIDENTIAL PROPERTIES	12,898.	12,898.
EXXON MOBIL CORP	19,890.	19,890.
FRONTIER COMMUNICATIONS CORP	2,100.	2,100.
GENERAL ELECTRIC CO	11,520.	11,520.
HCP INC	8,725.	8,725.
INTEGRYS ENERGY GROUP INC	12,240.	12,240.
INTEL CORP	7,200.	7,200.
JOHNSON & JOHNSON	11,205.	11,205.
LOCKHEED MARTIN CORP	6,750.	6,750.
OCCIDENTAL PETROLEUM CORP	9,040.	9,040.
PFIZER INC	7,360.	7,360.
PROCTER & GAMBLE CO	11,438.	11,438.
PROLOGIS INC	1,999.	1,999.
U.S. BANCORP	6,240.	6,240.
VERIZON COMMUNICATIONS INC	22,495.	22,495.
VISA INC	660.	660.
WALGREEN CO	3,025.	3,025.

YEAR ENDED 6/30/2013

FORM 990-PF, PART I - REVENUE

=====

	(a) REVENUE AND EXPENSES PER THE BOOKS	(b) NET INVESTMENT INCOME
<u>LINE 4 - DIVIDENDS AND INTEREST FROM SECURITIES (CONTINUED)</u>		
DIVIDENDS:		
WASHINGTON FEDERAL INC	3,360.	3,360.
WELLS FARGO & CO	10,890.	10,890.
WINDSTREAM CORP	22,000.	22,000.
LESS DIVIDENDS CLASSIFIED AS RETURN OF CAPITAL	<u>-8,888.</u>	<u>-8,888.</u>
SUBTOTAL DIVIDENDS	<u>282,436.</u>	<u>282,436.</u>
INTEREST:		
G.N.M.A. SECURITIES	48,008.	48,008.
HSBC USA INC CORPORATE NOTE	<u>12,500.</u>	<u>12,500.</u>
SUBTOTAL INTEREST	<u>60,508.</u>	<u>60,508.</u>
TOTALS TO LINE 4	<u><u>342,944.</u></u>	<u><u>342,944.</u></u>

YEAR ENDED 6/30/2013

FORM 990-PF, PART I - EXPENSES

	(a) REVENUE AND EXPENSES PER THE BOOKS	(b) NET INVESTMENT INCOME	(d) DISBURSEMENTS FOR CHARITABLE PURPOSES
=====			
<u>LINE 16(a) - LEGAL FEES</u>			
SERVICES REGARDING TRUST ADMINISTRATIVE MATTERS	6,300.	0.	6,300.
TOTALS TO LINE 16(a)	6,300.	0.	6,300.
<u>LINE 16(b) - ACCOUNTING FEES</u>			
PREPARATION OF EXEMPT ORGANIZATION RETURNS	5,750.	0.	5,750.
TOTALS TO LINE 16(b)	5,750.	0.	5,750.
<u>LINE 18 - TAXES</u>			
FEDERAL EXCISE TAX:			
PRIOR-YEAR BALANCE DUE	0.	0.	0.
CURRENT YEAR	2,244.	0.	0.
TOTALS TO LINE 18	2,244.	0.	0.
<u>LINE 23 - OTHER EXPENSES</u>			
ADMINISTRATIVE EXPENSE	42,134.	21,067.	21,067.
LIABILITY INSURANCE	1,250.	0.	1,250.
SMALL FOUNDATIONS MEMBERSHIP	725.	0.	725.
ANNUAL FILING FEES:			
REG OF CHARITABLE TRUSTS	75.	0.	75.
FRANCHISE TAX BOARD	10.	0.	10.
TOTALS TO LINE 23	44,194.	21,067.	23,127.

YEAR ENDED 6/30/2013

FORM 990-PF, PART II - CORPORATE STOCK INVESTMENTS

=====				
SECURITY	NUMBER OF SHARES	(a) BEGINNING BOOK VALUE	(b) END OF YEAR BOOK VALUE	(c) END OF YEAR FAIR MARKET VALUE
3M COMPANY	4,000	312,574.	312,574.	437,400.
ABBOTT LABORATORIES	0	150,571.	0.	0.
ABM INDUSTRIES INC	15,000	208,119.	208,119.	367,650.
AMERICAN CAMPUS COMMUNITIES INC	10,000	223,815.	219,367.	406,600.
APPLE INC	300	0.	127,122.	118,959.
AT&T INC	7,000	260,931.	260,931.	247,800.
BANK OF AMERICA CORP	14,000	410,492.	410,492.	180,040.
BB&T CORP	8,500	315,936.	315,936.	287,980.
BLACKROCK INC	750	88,556.	151,137.	192,638.
CHEVRON CORPORATION	4,500	79,422.	54,984.	532,530.
COCA COLA CO	12,000	255,540.	255,540.	481,320.
CONOCOPHILLIPS	2,000	0.	113,511.	121,000.
EQUITY RESIDENTIAL PROPERTIES	7,000	198,180.	198,180.	406,420.
EXXON MOBIL CORP	7,500	98,002.	85,313.	677,625.
FRONTIER COMMUNICATIONS CORP	0	64,538.	0.	0.
GENERAL ELECTRIC CO	16,000	110,292.	110,292.	371,040.
HCP INC	4,500	85,967.	175,346.	204,480.
INTEGRYS ENERGY GROUP INC	4,500	224,874.	224,874.	263,385.
INTEL CORP	8,000	180,013.	180,013.	193,840.
JOHNSON & JOHNSON	4,500	246,260.	246,260.	386,370.
LOCKHEED MARTIN CORP	2,500	0.	228,795.	271,150.
OCCIDENTAL PETROLEUM CORP	4,000	198,889.	198,889.	356,920.
PFIZER INC	8,000	240,370.	240,370.	224,080.
PROCTER & GAMBLE CO	5,000	231,485.	231,485.	384,950.
PROLOGIS INC	1,785	54,453.	54,453.	67,330.
U.S. BANCORP	8,000	284,287.	284,287.	289,200.
VERIZON COMMUNICATIONS INC	11,000	251,290.	251,290.	553,740.
VISA INC	1,500	0.	234,350.	274,125.
WALGREEN CO	5,000	0.	194,826.	221,000.
WASHINGTON FEDERAL INC	0	265,942.	0.	0.
WELLS FARGO & CO	11,000	271,455.	271,455.	453,970.
WINDSTREAM CORP	13,000	283,631.	137,991.	100,230.
TOTALS TO LINE 10(b)		<u>5,595,884.</u>	<u>5,978,183.</u>	<u>9,073,772.</u>

YEAR ENDED 6/30/2013

FORM 990-PF, PART II - CORPORATE BOND INVESTMENTS

=====

SECURITY	INTEREST RATE	DATE OF MATURITY	(a) BEGINNING BOOK VALUE	(b) END OF YEAR BOOK VALUE	(c) END OF YEAR FAIR MARKET VALUE
G.N.M.A.	9.50%	7/15/2017	6,384.	4,957.	5,142.
G.N.M.A.	9.00%	5/15/2021	8,887.	8,194.	8,507.
G.N.M.A.	8.50%	6/15/2020	3,971.	3,577.	3,595.
G.N.M.A.	8.00%	8/15/2021	1,091.	890.	897.
G.N.M.A.	8.00%	2/15/2022	2,943.	0.	0.
G.N.M.A.	8.00%	7/15/2024	663.	561.	564.
G.N.M.A.	7.50%	12/15/2022	2,416.	2,263.	2,301.
G.N.M.A.	7.50%	6/15/2030	21,488.	0.	0.
G.N.M.A.	7.00%	3/15/2022	2,079.	1,699.	1,706.
G.N.M.A.	7.00%	11/15/2022	7,865.	6,012.	6,867.
G.N.M.A.	7.00%	6/15/2023	994.	803.	835.
G.N.M.A.	7.00%	7/15/2023	4,802.	4,343.	4,989.
G.N.M.A.	7.00%	8/15/2023	1,402.	1,317.	1,346.
G.N.M.A.	7.00%	8/15/2023	2,943.	2,108.	2,422.
G.N.M.A.	7.00%	12/15/2023	1,738.	0.	0.
G.N.M.A.	7.00%	3/15/2024	953.	811.	936.
G.N.M.A.	7.00%	1/15/2026	2,193.	2,082.	2,422.
G.N.M.A.	7.00%	9/15/2028	6,755.	3,034.	3,473.
G.N.M.A.	7.00%	4/15/2029	2,987.	2,819.	3,216.
G.N.M.A.	7.00%	7/15/2029	22,653.	21,583.	25,309.
G.N.M.A.	7.00%	11/15/2029	25,632.	24,881.	29,396.
G.N.M.A.	7.00%	12/15/2030	9,361.	0.	0.
G.N.M.A.	6.50%	2/15/2024	5,535.	5,140.	5,665.
G.N.M.A.	6.50%	4/15/2031	27,468.	18,131.	20,325.
G.N.M.A.	6.00%	1/15/2032	19,823.	17,268.	19,485.
G.N.M.A.	6.00%	1/15/2032	15,476.	13,504.	15,274.
G.N.M.A.	6.00%	7/15/2032	27,990.	8,688.	9,519.
G.N.M.A.	5.50%	5/15/2034	178,823.	102,649.	113,073.
G.N.M.A.	5.50%	11/15/2035	59,166.	42,207.	46,206.
G.N.M.A.	5.50%	1/15/2036	57,493.	30,338.	32,865.
G.N.M.A.	5.50%	5/15/2039	251,147.	206,004.	213,767.

YEAR ENDED 6/30/2013

FORM 990-PF, PART II - CORPORATE BOND INVESTMENTS

=====

SECURITY	INTEREST RATE	DATE OF MATURITY	(a) BEGINNING BOOK VALUE	(b) END OF YEAR BOOK VALUE	(c) END OF YEAR FAIR MARKET VALUE
G.N.M.A.	5.00%	10/15/2034	74,291.	72,217.	78,135.
G.N.M.A.	5.00%	3/15/2035	77,044.	74,376.	82,535.
G.N.M.A.	5.00%	8/15/2035	74,731.	43,574.	47,384.
G.N.M.A.	4.75%	8/15/2033	25,933.	24,779.	26,864.

CORPORATE NOTES:

HSBC USA INC	5.000%	9/27/2020	<u>248,054.</u>	<u>248,054.</u>	<u>261,900.</u>
TOTALS TO LINE 10(c)			<u><u>1,283,174.</u></u>	<u><u>998,862.</u></u>	<u><u>1,076,921.</u></u>

YEAR ENDED 6/30/2013

FORM 990-PF, PART IV - CAPITAL GAINS AND LOSSES

LINE 1a - SECURITIES GAINS AND LOSSES

SECURITY	NUMBER OF SHARES	BOUGHT	SOLD	PROCEEDS	COST	GAIN OR LOSS	
						SHORT TERM	LONG TERM
CHEVRON CORP	500	1/26/89	7/19/12	53,849.	6,151.		47,698.
CHEVRON CORP	500	1/26/89	8/21/12	56,627.	6,151.		50,476.
ABBOTT LABORATORIES	1,000	11/23/10	2/19/13	35,023.	22,651.		12,372.
ABBOTT LABORATORIES	1,000	12/21/10	2/19/13	35,023.	23,035.		11,988.
ABBOTT LABORATORIES	1,000	1/18/12	2/19/13	35,023.	26,592.		8,431.
ABBVIE INC	1,000	11/23/10	2/19/13	37,623.	24,562.		13,061.
ABBVIE INC	1,000	12/21/10	2/19/13	37,623.	24,979.		12,644.
ABBVIE INC	1,000	1/18/12	2/19/13	37,623.	28,836.		8,787.
FRONTIER COMMUNICATIONS	4,500	PRE 2011	2/19/13	18,865.	38,600.		-19,735.
WINDSTREAM CORP	12,000	2010	2/19/13	108,124.	145,683.		-37,559.
FRONTIER COMMUNICATIONS	4,000	PRE 2011	3/14/13	16,640.	25,258.		-8,618.
WASHINGTON FEDERAL INC	5,324	2002	3/14/13	93,616.	97,278.		-3,662.
WASHINGTON FEDERAL INC	8,470	2003	3/14/13	148,935.	163,753.		-14,818.
WASHINGTON FEDERAL INC	206	3/22/07	3/14/13	3,622.	4,957.		-1,335.
CHEVRON CORP	1,000	1/26/89	6/12/13	119,845.	12,261.		107,584.
EXXON MOBIL CORP	1,000	1/26/89	6/12/13	89,715.	12,731.		76,984.
TOTALS TO PART IV, LINE 1a				<u>927,777.</u>	<u>663,479.</u>	<u>0.</u>	<u>264,298.</u>

LINE 1b - CAPITAL GAIN DIVIDENDS

SECURITY	CAP GAIN DIVIDENDS
AMERICAN CAMPUS COMMUNITIES	28.
EQUITY RESIDENTIAL PROPERTIES	1,771.
HCP INC	38.
PROLOGIS INC	<u>254.</u>
TOTAL TO PART IV, LINE 1b	<u>2,092.</u>

YEAR ENDED 6/30/2013

FORM 990-PF, PART VII-B - STATEMENTS REGARDING ACTIVITIES

LINE 1a(4) - COMPENSATION TO DISQUALIFIED PERSON

COMPENSATION PAID TO TRUSTEES (SEE STATEMENT 9) WAS REASONABLE, AND THUS AN EXCEPTED ACT AS DESCRIBED IN REGULATIONS SECTION 53.4941(d)-3(c). COMPENSATION FOR SERVICES PROVIDED BY THE TRUSTEES IS REVIEWED AND APPROVED BY THE SUPERIOR COURT OF CALIFORNIA, COUNTY OF SAN MATEO. THE TOTAL TRUSTEE COMPENSATION HAS BEEN SET AT 0.9% OF THE FAIR MARKET VALUE OF THE ASSETS OF THE FOUNDATION. AFTER THE COURT'S APPROVAL OF COMPENSATION, THE TRUSTEES REVIEW AND ALLOCATE THE TOTAL AMOUNT AMONGST THE TRUSTEES BASED ON EXPERIENCE AND HISTORY WITH THE FOUNDATION.

LINE 1a(6) - AGREEMENT TO PAY A GOVERNMENT OFFICIAL

TRUSTEE JOHN VIOLET IS AN ELECTED OFFICIAL OF A CALIFORNIA MUNICIPALITY. HIS GROSS ANNUAL COMPENSATION FROM THE MUNICIPALITY IS LESS THAN THE AMOUNT SPECIFIED IN INTERNAL REVENUE CODE SECTION 4946(c)(5). THUS, PAYMENT BY THE FOUNDATION OF REASONABLE TRUSTEE FEES TO JOHN VIOLET DOES NOT CONSTITUTE AN ACT OF SELF-DEALING.

YEAR ENDED 6/30/2013

FORM 990-PF, PART VIII - TRUSTEE INFORMATION

=====

(a) NAME AND ADDRESS OF TRUSTEE	(b) TITLE, AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	(c) COMPENSATION	(d) CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	(e) EXPENSE ACCT AND OTHER ALLOWANCES
HOWARD E MASON, JR 950 JOHN DALY BLVD #300 DALY CITY, CA 94015	TRUSTEE 2 - 4 HOURS PER WEEK	22,487.	0.	0.
JOHN F NICOLAI 950 JOHN DALY BLVD #300 DALY CITY, CA 94015	TRUSTEE 2 - 4 HOURS PER WEEK	22,487.	0.	0.
D EUGENE RICHARD 950 JOHN DALY BLVD #300 DALY CITY, CA 94015	TRUSTEE 2 - 4 HOURS PER WEEK	22,487.	0.	0.
JOHN VIOLET 950 JOHN DALY BLVD #300 DALY CITY, CA 94015	TRUSTEE 2 - 4 HOURS PER WEEK	22,487.	0.	0.
TOTALS TO PART VIII, LINE 1		<u>89,948.</u> ¹	<u>0.</u>	<u>0.</u>

NOTES:

¹ TRUSTEE COMPENSATION REPORTED HERE IS BASED ON SERVICES
PERFORMED IN THE FISCAL YEAR ENDED JUNE 30, 2012.

YEAR ENDED 6/30/2013

FORM 990-PF, PART X - MINIMUM INVESTMENT RETURN

LINE 1a - AVERAGE FMV OF SECURITIES

<u>MONTH ENDING</u>	<u>FAIR MARKET VALUE CORPORATE STOCK</u>	<u>FAIR MARKET VALUE CORPORATE BONDS</u>	<u>FAIR MARKET VALUE OF ALL SECURITIES</u>
7/31/2012	8,203,520.	1,394,310.	9,597,830.
8/31/2012	8,375,914.	1,387,737.	9,763,651.
9/30/2012	8,471,162.	1,352,546.	9,823,708.
10/31/2012	8,440,084.	1,314,165.	9,754,249.
11/30/2012	8,265,867.	1,293,618.	9,559,485.
12/31/2012	8,289,058.	1,266,955.	9,556,013.
1/31/2013	8,597,668.	1,226,669.	9,824,336.
2/28/2013	8,762,852.	1,194,057.	9,956,909.
3/31/2013	8,773,356.	1,181,599.	9,954,955.
4/30/2013	9,033,724.	1,174,219.	10,207,943.
5/31/2013	9,252,041.	1,137,652.	10,389,692.
6/30/2013	9,169,312.	1,089,015.	10,258,327.
TOTAL			118,647,099.
DIVIDED BY 12			+ 12
CARRY TO PART X, LINE 1a			9,887,258.

LINE 1b - AVERAGE CASH BALANCES

<u>MONTH ENDING</u>	<u>MONTHLY CASH BALANCE</u>
7/31/2012	492,564.
8/31/2012	411,594.
9/30/2012	403,647.
10/31/2012	449,615.
11/30/2012	490,562.
12/31/2012	442,290.
1/31/2013	400,674.
2/28/2013	482,061.
3/31/2013	616,493.
4/30/2013	623,129.
5/31/2013	561,381.
6/30/2013	547,101.
TOTAL	5,921,109.
DIVIDED BY 12	+ 12
CARRY TO PART X, LINE 1b	493,426.

YEAR ENDED 6/30/2013

FORM 990-PF, PART XV - SUPPLEMENTARY INFORMATION
LINE 2 - INFORMATION REGARDING GRANT PROGRAMS

=====

UNDER TERMS OF THE WILL OF HENRY DOELGER, THE DOELGER CHARITABLE TRUST MAKES
CONTRIBUTIONS TO THE FOLLOWING EIGHT PUBLIC CHARITIES ONLY:

1. **LELAND STANFORD JUNIOR UNIVERSITY**
PALO ALTO, CALIFORNIA
2. **UNIVERSITY OF SANTA CLARA**
SANTA CLARA, CALIFORNIA
3. **SETON MEDICAL CENTER**
DALY CITY, CALIFORNIA
4. **ST. IGNATIUS COLLEGE PREPARATORY SCHOOL**
SAN FRANCISCO, CALIFORNIA
5. **HEALDSBURG ANIMAL SHELTER** *
HEALDSBURG, CALIFORNIA
6. **THE MARIN HUMANE SOCIETY**
NOVATO, CALIFORNIA
7. **SAN FRANCISCO SOCIETY FOR PREVENTION
OF CRUELTY TO ANIMALS**
SAN FRANCISCO, CALIFORNIA
8. **PENINSULA HUMANE SOCIETY**
SAN MATEO, CALIFORNIA

* *After more than fifty years of operation, the Healdsburg Animal Shelter
closed and ceased operations in June 2013.*

YEAR ENDED 6/30/2013

FORM 990-PF, PART XV - SUPPLEMENTARY INFORMATION
LINE 3(a) - GRANTS PAID DURING THE YEAR

=====			
GRANT RECIPIENT	STATUS OF RECIPIENT	PURPOSE OF GRANT	AMOUNT
LELAND STANFORD JR UNIVERSITY PALO ALTO, CALIFORNIA	PUBLIC CHARITY SCHOOL	EDUCATIONAL	87,478.
UNIVERSITY OF SANTA CLARA SANTA CLARA, CALIFORNIA	PUBLIC CHARITY SCHOOL	EDUCATIONAL	87,478.
SETON MEDICAL CENTER DALY CITY, CALIFORNIA	PUBLIC CHARITY HOSPITAL	MEDICAL	43,739.
ST. IGNATIUS COLLEGE PREPARATORY SAN FRANCISCO, CALIFORNIA	PUBLIC CHARITY SCHOOL	EDUCATIONAL	43,739.
HEALDSBURG ANIMAL SHELTER HEALDSBURG, CALIFORNIA	PUBLIC CHARITY SEC 509(A)(1)	PREVENT ANIMAL CRUELTY	0.
THE MARIN HUMANE SOCIETY NOVATO, CALIFORNIA	PUBLIC CHARITY SEC 509(A)(1)	PREVENT ANIMAL CRUELTY	40,000.
SAN FRANCISCO S.P.C.A. SAN FRANCISCO, CALIFORNIA	PUBLIC CHARITY SEC 509(A)(1)	PREVENT ANIMAL CRUELTY	40,000.
PENINSULA HUMANE SOCIETY SAN MATEO, CALIFORNIA	PUBLIC CHARITY SEC 509(A)(1)	PREVENT ANIMAL CRUELTY	40,000.
TOTAL TO PART XV, LINE 3(a)			<u>382,435.</u>