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Form **990-PF**

OMB No 1545-0052

**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****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 9/01, 2012, and ending 8/31, 2013

The Mervyn L. Brenner Foundation, Inc.
30 Van Ness Avenue #3600
San Francisco, CA 94102**A** Employer identification number
94-6088679**B** Telephone number (see the instructions)
(415) 421-4932**C** 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 change**H** Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationFair market value of all assets at end of year (from Part II, column (c), line 16) **J** Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 10,956,634.

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)	
REVENUE	1 Contributions, gifts, grants, etc. received (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	1,304.	1,304.	1,304.		
	4 Dividends and interest from securities	160,150.	160,150.	160,150.		
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain/(loss) from sale of assets not on line 10	77,498.				
	b Gross sales price for all assets on line 6a	624,323.				
	7 Capital gain net income (from Part IV, line 2)		77,498.			
	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)						
See Statement 1		1,044,548.	1,044,548.	1,044,548.		
12 Total. Add lines 1 through 11		1,283,500.	1,283,500.	1,206,002.		
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc					
	14 Other employee salaries and wages					
	15 Pension plans, employee benefits					
	16a Legal fees (attach schedule)					
	b Accounting fees (attach sch)	See St 2	4,350.	2,175.	2,175.	2,175.
	c Other professional fees (attach sch)	See St 3	15,708.	15,708.	15,708.	
	17 Interest					
	18 Taxes (attach schedule) (see instrs)	See Stm 4	13,000.			
	19 Depreciation (attach sch) and depletion					
	20 Occupancy					
	21 Travel, conferences, and meetings		332.	166.	166.	166.
	22 Printing and publications					
	23 Other expenses (attach schedule)					
	See Statement 5		7,990.	7,830.	7,830.	160.
	24 Total operating and administrative expenses. Add lines 13 through 23		41,380.	25,879.	25,879.	2,501.
25 Contributions, gifts, grants paid Part XV		1,002,200.			1,002,200.	
26 Total expenses and disbursements. Add lines 24 and 25		1,043,580.	25,879.	25,879.	1,004,701.	
27 Subtract line 26 from line 12:						
a Excess of revenue over expenses and disbursements		239,920.				
b Net investment income (if negative, enter -0-)			1,257,621.			
c Adjusted net income (if negative, enter -0-)				1,180,123.		

BAA For Paperwork Reduction Act Notice, see instructions.

TEEA0504L 12/23/12

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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	256,515.	294,489.	294,489.
	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)	99,820.	99,820.	102,563.
	b	Investments — corporate stock (attach schedule)	1,871,254.	1,700,626.	3,284,683.
	c	Investments — corporate bonds (attach schedule)	1,626,192.	1,698,766.	1,759,723.
	LIABILITIES	11	Investments — land, buildings, and equipment basis		
		Less: accumulated depreciation (attach schedule)			
12		Investments — mortgage loans			
13		Investments — other (attach schedule)		300,000.	292,436.
14		Land, buildings, and equipment basis			
		Less: accumulated depreciation (attach schedule)			
15		Other assets (describe ▶ See Statement 6)	1.	1.	5,222,740.
16		Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	3,853,782.	4,093,702.	10,956,634.
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 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.	X		
	27	Capital stock, trust principal, or current funds	1,077,989.	1,077,989.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	2,775,793.	3,015,713.	
	30	Total net assets or fund balances (see instructions)	3,853,782.	4,093,702.	
	31	Total liabilities and net assets/fund balances (see instructions)	3,853,782.	4,093,702.	

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	3,853,782.
2	Enter amount from Part I, line 27a	2	239,920.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,093,702.
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	4,093,702.

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 See schedule attached		P	Various	Various
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 624,323.		546,825.	77,498.
b			
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			77,498.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	77,498.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;"> 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	1,046,763.	8,878,191.	0.117903
2010	997,038.	9,224,782.	0.108083
2009	974,418.	8,356,440.	0.116607
2008	885,904.	8,317,933.	0.106505
2007	1,267,647.	12,136,020.	0.104453

2 Total of line 1, column (d)	2	0.553551
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	0.110710
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	10,634,882.
5 Multiply line 4 by line 3	5	1,177,388.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	12,576.
7 Add lines 5 and 6	7	1,189,964.
8 Enter qualifying distributions from Part XII, line 4	8	1,004,701.

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

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

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	25,152.
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	25,152.
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	25,152.
6 Credits/Payments.			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6a	27,034.	
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	27,034.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	1,882.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	11	0.	

Part VII-A 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)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		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? If 'Yes,' attach the statement required by General Instruction T		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? If 'Yes,' complete Part II, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) CA		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		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>Mrs. Shirley Costello</u> Telephone no <u>(415) 252-1220</u> Located at <u>30 Van Ness Ave #3600 San Francisco CA</u> ZIP + 4 <u>94102</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	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country			X

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

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

		Yes	No
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 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? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	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	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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</u> , <u>20</u> , <u>20</u> , <u>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</u> , <u>20</u> , <u>20</u> , <u>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)**5 a** 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)

6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6 b X

If 'Yes' to 6b, file Form 8870.

7 a 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 7		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 – see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				

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

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
None		

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 N/A	
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 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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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	5,208,364.
b	Average of monthly cash balances	1 b	438,369.
c	Fair market value of all other assets (see instructions)	1 c	5,150,102.
d	Total (add lines 1a, b, and c)	1 d	10,796,835.
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	10,796,835.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	161,953.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,634,882.
6	Minimum investment return. Enter 5% of line 5	6	531,744.

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	531,744.
2a	Tax on investment income for 2012 from Part VI, line 5	2 a	25,152.
b	Income tax for 2012 (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	25,152.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	506,592.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	506,592.
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	506,592.

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	1,004,701.
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	1,004,701.
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	1,004,701.

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				506,592.
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	693,611.			
b From 2008	486,956.			
c From 2009	574,591.			
d From 2010	558,726.			
e From 2011	624,785.			
f Total of lines 3a through e	2,938,669.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,004,701.				
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)	0.			
d Applied to 2012 distributable amount				506,592.
e Remaining amount distributed out of corpus	498,109.			
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	3,436,778.			
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)	693,611.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	2,743,167.			
10 Analysis of line 9				
a Excess from 2008	486,956.			
b Excess from 2009	574,591.			
c Excess from 2010	558,726.			
d Excess from 2011	624,785.			
e Excess from 2012	498,109.			

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

N/A

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

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

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

[illegible]

- 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
a Paid during the year See Schedule		N/A		1,002,200.
Total			3 a	1,002,200.
b Approved for future payment				
Total			3 b	

The Mervyn L. Brenner Foundation, Inc.

94-6088679

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Oil Royalties	\$ 1,044,548.	\$ 1,044,548.	\$ 1,044,548.
Total	<u>\$ 1,044,548.</u>	<u>\$ 1,044,548.</u>	<u>\$ 1,044,548.</u>

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
RK Taylor & Associates	\$ 4,350.	\$ 2,175.	\$ 2,175.	\$ 2,175.
Total	<u>\$ 4,350.</u>	<u>\$ 2,175.</u>	<u>\$ 2,175.</u>	<u>\$ 2,175.</u>

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Management Fees	\$ 15,708.	\$ 15,708.	\$ 15,708.	
Total	<u>\$ 15,708.</u>	<u>\$ 15,708.</u>	<u>\$ 15,708.</u>	<u>\$ 0.</u>

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Federal excise tax	\$ 13,000.			
Total	<u>\$ 13,000.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

The Mervyn L. Brenner Foundation, Inc.

94-6088679

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Audit reimbursement	\$ 1,925.	\$ 1,925.	\$ 1,925.	
Bank charges	130.	130.	130.	
Directors liability insurance	2,375.	2,375.	2,375.	
Filing fees	160.			\$ 160.
Office administrative fee	2,000.	2,000.	2,000.	
Office expense	800.	800.	800.	
Postage	600.	600.	600.	
Total	\$ 7,990.	\$ 7,830.	\$ 7,830.	\$ 160.

Statement 6
Form 990-PF, Part II, Line 15
Other Assets

	<u>Book Value</u>	<u>Fair Market Value</u>
Mineral Interest	\$ 1.	\$ 5,222,740.
Total	\$ 1.	\$ 5,222,740.

Statement 7
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compensation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
Robert K. Taylor* 2890 North Main St., Suite 305 Walnut Creek, CA 94597	Treasurer 0	\$ 0.	\$ 0.	\$ 0.
Katherine Bukstein 790 Clydesdale Dr. Hillsborough, CA 94010	VP/Asst Sec 0	0.	0.	0.
Marc H. Monheimer 9 Southwind Drive Burlington, VT 05401	Secretary 0	0.	0.	0.
Michael Helms 111 Pine Street, 18th Floor San Francisco, CA 94111	Vice President 0	0.	0.	0.
John R. Gentry** 183 Cypress Point Way Moraga, CA 94556	President 0	0.	0.	0.

The Mervyn L. Brenner Foundation, Inc.

94-6088679

Statement 7 (continued)
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compensation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
Robert M. Gentry*** 96 Redwood Way Atherton, CA 94027	Asst Treas 0	\$ 0.	\$ 0.	\$ 0.
		Total \$ 0.	\$ 0.	\$ 0.

The Mervyn L. Brenner Foundation, Inc.

94-6088679

* Mr. Taylor is a partner of the professional firm, RK Taylor & Associates, which received compensation for accounting services rendered to the Mervyn L. Brenner Foundation, Inc.

** Mr. John R. Gentry is a retired partner of the professional firm, Stewart and Patten Co., which received compensation for investment advisory services rendered to the Mervyn L. Brenner Foundation, Inc.

***Mr. Robert M. Gentry is a partner of the professional firm, Stewart and Patten Co., which received compensation for investment advisory services rendered to the Mervyn L. Brenner Foundation, Inc.

Stewart and Patten Co., LLC
REALIZED GAINS AND LOSSES
THE MERVYN L. BRENNER FOUNDATION, INC.
Fidelity Investments 613-246760
From 08-31-12 Through 08-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
06-15-04	09-01-12	100,000	Goldman Sachs 5.700% Due 09-01-12	101,165.00	100,000.00		-1,165.00
09-25-09	12-19-12	500	AFLAC, Inc.	20,536.45	27,252.81		6,716.36
03-17-10	12-19-12	100	AFLAC, Inc.	5,478.81	5,450.56		-28.25
01-27-93	12-19-12	1,000	J P Morgan Chase & Co	16,375.68	43,636.07		27,260.39
11-08-11	01-07-13	100,000	Teva Pharma Fin 1.700% Due 11-10-14	100,300.00	102,297.00		1,997.00
01-21-10	02-01-13	400	AbbVie, Inc.	11,582.59	14,823.00		3,240.41
03-17-10	02-01-13	800	AbbVie, Inc.	22,686.37	29,646.00		6,959.63
07-07-10	02-01-13	400	AbbVie, Inc.	9,842.25	14,823.00		4,980.75
09-24-01	02-01-13	200	Home Depot, Inc.	7,244.00	13,456.40		6,212.40
09-17-03	03-13-13	600	Automatic Data Processing	20,451.59	38,416.74		17,965.15
04-16-01	03-13-13	1,000	Hewlett Packard Co	30,010.00	21,232.17		-8,777.83
09-24-01	03-13-13	200	Home Depot, Inc.	7,244.00	14,149.73		6,905.73
06-28-95	03-13-13	300	Procter & Gamble Co	5,363.41	23,032.04		17,668.63
04-16-01	06-20-13	1,000	Hewlett Packard Co	30,010.00	24,629.27		-5,380.73
09-28-11	06-20-13	500	Hewlett Packard Co	11,667.10	12,314.63		647.53
09-03-02	06-20-13	500	Safeway, Inc.	12,763.00	11,518.61		-1,244.39
02-26-03	06-20-13	1,000	Safeway, Inc.	19,910.00	23,037.22		3,127.22
09-10-07	06-20-13	200	Safeway, Inc.	6,121.00	4,607.44		-1,513.56
10-21-09	08-01-13	100,000	Walgreen Co. 4.875% Due 08-01-13	108,074.00	100,000.00		-8,074.00
TOTAL GAINS						0.00	103,681.21
TOTAL LOSSES						0.00	-26,183.76
TOTAL REALIZED GAIN/LOSS						0.00	77,497.45

Annual distribution made by the fdn exceed income which is w/d monthly
9/28/11 Keep \$100,000 in cash

THE MERVYN L. BRENNER FOUNDATION, INC.94-6088679PAGE 1FISCAL YEAR ENDED 8-31-13

ALTA BATES SUMMIT FOUNDATION	4,000	PUBLIC/GENERAL
ANIMAL RESCUE FOUNDATION	10,000	PUBLIC/GENERAL
ATHLETIC SCHOLARS ADVANCEMENT PROGRAM	5,000	PUBLIC/GENERAL
BANCROFT GARDENS	14,000	PUBLIC/GENERAL
BAY AREA SPORTS HALL OF FAME	5,000	PUBLIC/GENERAL
BAY AREA WOMEN'S AND CHILDREN'S CENTER	1,000	PUBLIC/GENERAL
BISHOP'S RANCH	15,000	PUBLIC/GENERAL
BOYS & GIRLS CLUB OF THE PENINSULA	3,000	PUBLIC/GENERAL
BRANSON SCHOOL	2,500	PUBLIC/GENERAL
CALIFORNIA INDEPENDENT FILM FESTIVAL ASSN	2,000	PUBLIC/GENERAL
CALIFORNIA MUSIC CENTER	15,000	PUBLIC/GENERAL
CAMPOLINDO MUSIC	5,000	PUBLIC/GENERAL
CASA OF SAN MATEO COUNTY	5,000	PUBLIC/GENERAL
CATLIN GABEL SCHOOL	11,250	PUBLIC/GENERAL
CEDAR MILLS COMMUNITY LIBRARY ASSN	2,500	PUBLIC/GENERAL
CENTER FOR EARLY INTERVENTION/DEAFNESS	1,500	PUBLIC/GENERAL
CENTER FOR ELDER INDEPENDENCE	1,000	PUBLIC/GENERAL
CENTER FOR INDEPENDENT DOCUMENTARY	7,000	PUBLIC/GENERAL
CHILDCARE COORDINATING COUNCIL	3,000	PUBLIC/GENERAL
CHILDREN'S CENTER	51,500	PUBLIC/GENERAL
CITY COLLEGE OF SAN FRANCISCO	15,000	PUBLIC/GENERAL
CLATSKANIE HIGH SCHOOL	1,000	PUBLIC/GENERAL
CLEARITY FOUNDATION	2,500	PUBLIC/GENERAL
COLEMAN ADVOCATES FOR CHILDREN & YOUTH	2,000	PUBLIC/GENERAL
COMMITTEE ON TEMPORARY SHELTER	40,000	PUBLIC/GENERAL
COMMUNITY ACTION DEVELOPMENT CORP OF THE LEHIGH VALLEY	1,000	PUBLIC/GENERAL
CORA	3,000	PUBLIC/GENERAL
C O T S	2,500	PUBLIC/GENERAL
CROWDEN MUSIC CENTER	3,000	PUBLIC/GENERAL
CURIODYSSEY	2,000	PUBLIC/GENERAL
CYPRESS PERFORMING ARTS ASSOCIATION	2,000	PUBLIC/GENERAL
DEL SOL PERFORMING ARTS ASSOCIATION	2,000	PUBLIC/GENERAL
SUB TOTAL - PAGE 1	<u>240,250</u>	

THE MERVYN L. BRENNER FOUNDATION, INC.

94-6088679

PAGE 2

FISCAL YEAR ENDED 8-31-13

EARTH TEAM	1,500	PUBLIC/GENERAL
EAST PALO ALTO TENNIS & TUTORING	3,000	PUBLIC/GENERAL
EDMUNDS MIDDLE SCHOOL	300	PUBLIC/GENERAL
EDUCATIONAL FOUNDATION OF ORINDA	7,000	PUBLIC/GENERAL
ELKHORN SLOUGH FOUNDATION	3,000	PUBLIC/GENERAL
EQUINOX CENTER	1,000	PUBLIC/GENERAL
FAMILY CONNECTIONS	3,000	PUBLIC/GENERAL
FLETCHER ALLEN FREE LIBRARY	25,000	PUBLIC/GENERAL
FLETCHER ALLEN HEALTH CARE	20,000	PUBLIC/GENERAL
FOUNDATION FOR REED SCHOOLS	5,500	PUBLIC/GENERAL
FRIENDS OF MORAGA LIBRARY	6,000	PUBLIC/GENERAL
GILLIAM COUNTY HISTORICAL SOCIETY	1,000	PUBLIC/GENERAL
GRANTEE SHELTER INC	2,500	PUBLIC/GENERAL
GREENBELT ALLIANCE	1,000	PUBLIC/GENERAL
HAWTHORNE (EILEEN) FUND	3,500	PUBLIC/GENERAL
HEAD START AUXILIARY	12,500	PUBLIC/GENERAL
HILLCREST CHAPLAINCY & MINISTRIES	2,000	PUBLIC/GENERAL
HOOVER INSTITUTION	3,000	PUBLIC/GENERAL
HOSPICE OF THE EAST BAY	5,000	PUBLIC/GENERAL
HUMAN INVESTMENT PROJECT	5,000	PUBLIC/GENERAL
JEWISH FAMILY & CHILDREN'S SERVICES	25,000	PUBLIC/GENERAL
JEWISH WOMEN INTERNATIONAL	2,500	PUBLIC/GENERAL
JUNG INSTITUTE	3,000	PUBLIC/GENERAL
KEEPING TRACK	500	PUBLIC/GENERAL
KING STREET YOUTH CENTER	1,000	PUBLIC/GENERAL
KOKORO ASSISTED LIVING	2,500	PUBLIC/GENERAL
KQED	5,000	PUBLIC/GENERAL
LAFAYETTE LIBRARY	2,500	PUBLIC/GENERAL
LAFAYETTE PARTNERS IN EDUCATION	3,000	PUBLIC/GENERAL
LA JOLLA HIGH SCHOOL	1,000	PUBLIC/GENERAL
LEUKEMIA & LYMPHOMA SOCIETY		PUBLIC/GENERAL
LIMITLESS CHURCH	2,000	PUBLIC/GENERAL
LINDSAY WILDLIFE MUSEUM	30,000	PUBLIC/GENERAL
LITTLE HEARTS INC	2,000	PUBLIC/GENERAL

SUB-TOTAL PAGE 2

190,800

THE MERVYN L. BRENNER FOUNDATION, INC.**PAGE 3****94-6088679****FISCAL YEAR ENDED 8-31-13**

MAGIC THEATRE	2,000	PUBLIC/GENERAL
MAKE A WISH FOUNDATION OF NH	1,000	PUBLIC/GENERAL
MAKE A WISH FOUNDATION	3,000	PUBLIC/GENERAL
MAZAMAS, THE	2,000	PUBLIC/GENERAL
MC KAY ELEMENTARY SCHOOL	750	PUBLIC/GENERAL
MEALS ON WHEELS CONTRA COSTA	3,000	PUBLIC/GENERAL
MERCY HIGH SCHOOL	5,000	PUBLIC/GENERAL
MEROLA OPERA PROGRAM	2,000	PUBLIC/GENERAL
MILLS PENINSULA HOSPITAL FOUNDATION	5,000	PUBLIC/GENERAL
MINDS MATTER	1,000	PUBLIC/GENERAL
MISSION HOSPICE	4,000	PUBLIC/GENERAL
MONUMENT CRISIS CENTER	20,000	PUBLIC/GENERAL
MORAGA EDUCATION FOUNDATION	7,000	PUBLIC/GENERAL
MUSEUM OF PERFORMANCE & DESIGN	5,000	PUBLIC/GENERAL
MUSIC AT KOHL MANSION	22,000	PUBLIC/GENERAL
OCCIDENTAL COLLEGE	5,000	PUBLIC/GENERAL
OHLHOFF RECOVERY PROGRAMS	10,000	PUBLIC/GENERAL
OLYMPIC CLUB FOUNDATION	9,000	PUBLIC/GENERAL
ONE JUSTICE	2,500	PUBLIC/GENERAL
OREGON STATE UNIVERSITY FOUNDATION	28,000	PUBLIC/GENERAL
PACKARD, LUCILLE, FOUNDATION	5,000	PUBLIC/GENERAL
PAN MASSACHUSETTS CHALLENGE	9,500	PUBLIC/GENERAL
PARKSIDE ELEMENTARY	19,500	PUBLIC/GENERAL
PARTNERS IN ADVENTURE	4,000	PUBLIC/GENERAL
PEDAL THE CAUSE	1,000	PUBLIC/GENERAL
PENINSULA FAMILY SERVICE	5,000	PUBLIC/GENERAL
PENINSULA SYMPHONY	2,000	PUBLIC/GENERAL
PERALTA COLLEGES FOUNDATION	5,000	PUBLIC/GENERAL
PLANNED PARENTHOOD	10,000	PUBLIC/GENERAL
REDWOOD DAY SCHOOL	10,000	PUBLIC/GENERAL
RESCUE ONE FOUNDATION	5,000	PUBLIC/GENERAL
RICE UNIVERSITY	5,000	PUBLIC/GENERAL
ROBINS NEST SCHOOL	3,000	PUBLIC/GENERAL

SUB-TOTAL PAGE 3

221,250

ST BFDE'S ACCUMULATED MAINTENANCE FUND	15,000	PUBLIC/GENERAL
ST BEDE'S MAINTENANCE ENDOWMENT FUND	15,000	PUBLIC/GENERAL
ST. IGNATIUS COLLEGE PREPARATORY	2,000	PUBLIC/GENERAL
ST JOHN'S EPISCOPAL CHURCH	25,000	PUBLIC/GENERAL
ST MARY'S COLLEGE	10,000	PUBLIC/GENERAL
ST VINCENT DE PAUL, SOCIETY OF	2,000	PUBLIC/GENERAL
SAMARITAN HOUSE	3,000	PUBLIC/GENERAL
SAN FRANCISCO BOYS & GIRLS CLUB	7,000	PUBLIC/GENERAL
SAN FRANCISCO CHRONICLE SEASON OF SHARING	10,000	PUBLIC/GENERAL
SAN FRANCISCO CLASSICAL VOICE	8,000	PUBLIC/GENERAL
SAN FRANCISCO FRIENDS OF CHAMBER MUSIC	30,000	PUBLIC/GENERAL
SAN FRANCISCO SENIOR CENTER	6,000	PUBLIC/GENERAL
SAN FRANCISCO SHAKESPEARE FESTIVAL	2,000	PUBLIC/GENERAL
SAN FRANCISCO STATE UNIVERSITY	8,000	PUBLIC/GENERAL
SAN MATEO COUNTY HEALTH FOUNDATION	5,000	PUBLIC/GENERAL
SAN MATEO COUNTY PARKS/RECREATION FOUND	3,000	PUBLIC/GENERAL
SAN MATEO PUBLIC LIBRARY FOUNDATION	7,000	PUBLIC/GENERAL
SAVE THE REDWOODS	15,000	PUBLIC/GENERAL
SCRIPPS COLLEGE	3,000	PUBLIC/GENERAL
SECOND HARVEST FOOD BANK	5,000	PUBLIC/GENERAL
SECOND OPINION	2,000	PUBLIC/GENERAL
SEMPERVIRENS FUND	15,000	PUBLIC/GENERAL
SENIOR MEDI-BENEFITS	6,000	PUBLIC/GENERAL
SHELTER INC OF CONTRA COSTA COUNTY	500	PUBLIC/GENERAL
SHELTER NETWORK	5,000	PUBLIC/GENERAL
SILICON VALLEY COMMUNITY FOUNDATION	1,000	PUBLIC/GENERAL
STAND! AGAINST DOMESTIC VIOLENCE	3,000	PUBLIC/GENERAL
STANFORD UNIVERSITY GRADUATE SCHOOL	8,000	PUBLIC/GENERAL
STAR VISTA	3,000	PUBLIC/GENERAL
SUNSET BIBLE A/G OF S.F	3,000	PUBLIC/GENERAL
SUSTAINABLE LAFAYETTE	7,500	PUBLIC/GENERAL
SUB-TOTAL - PAGE 4	<u>235,000</u>	

THE MERVYN L. BRENNER FOUNDATION, INC.PAGE 594-6088679FISCAL YEAR ENDED 8-31-13

TEMPLE SINAI	2,500	PUBLIC/GENERAL
THERAPY DOGS OF VERMONT	500	PUBLIC/GENERAL
UC SANTA CRUZ FOUNDATION	10,000	PUBLIC/GENERAL
UINTAH BASIN MEDICAL CENTER	25,000	PUBLIC/GENERAL
UNITED ISRAEL APPEAL	5,000	PUBLIC/GENERAL
UNITED STATES HANDBALL ASSN	1,500	PUBLIC/GENERAL
UNIVERSITY OF CALIFORNIA BERKELEY	8,000	PUBLIC/GENERAL
UNIVERSITY OF CALIFORNIA - HAAS SCHOOL	8,000	PUBLIC/GENERAL
UNIVERSITY OF CHICAGO LAW SCHOOL	3,000	PUBLIC/GENERAL
UNIVERSITY OF MICHIGAN	8,000	PUBLIC/GENERAL
UVM HILLEL	3,000	PUBLIC/GENERAL
VALHALLA PARENT FACULTY ASSN	1,700	PUBLIC/GENERAL
VANCOUVER SCHOOL DISTRICT	500	PUBLIC/GENERAL
VERMONT DIVISION OF EARLY CHILDHOOD	2,200	PUBLIC/GENERAL
VERMONT FAMILY NETWORK	1,500	PUBLIC/GENERAL
VERMONT INST FOR THE CARIBBEAN	1,500	PUBLIC/GENERAL
VERMONT STAGE CO	4,500	PUBLIC/GENERAL
VOICES OF S OF SAN DIEGO ORG	2,000	PUBLIC/GENERAL
VSA ARTS FOR VERMONT	5,000	PUBLIC/GENERAL
WATCHTOWER BIBLE & TRACT	5,000	PUBLIC/GENERAL
WILDCARE	2,000	PUBLIC/GENERAL
WOMEN'S RECOVERY ASSN	5,000	PUBLIC/GENERAL
YOUTH HOMES, INC	7,500	PUBLIC/GENERAL
YOUTH MEDIA PROJECT	2,000	PUBLIC/GENERAL
SUB TOTAL - PAGE 5	<u>114,900</u>	
SUB-TOTAL - PAGE 1	240,250	
SUB-TOTAL - PAGE 2	190,800	
SUB-TOTAL - PAGE 3	221,250	
SUB-TOTAL - PAGE 4	235,000	
SUB-TOTAL - PAGE 5	<u>114,900</u>	
GRAND TOTAL	<u><u>1,002,200</u></u>	
SHEETS	1,002,200	
DIFF	0	

Stewart and Patten Co., LLC
PORTFOLIO APPRAISAL
THE MERVYN L. BRENNER FOUNDATION, INC.
Fidelity Investments 613-246760
August 31, 2013

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Unit Income	Annual Income	Cur. Yield
COMMON STOCK									
1.300	3M Company	37.55	48,816.90	113.58	147,654.00	2.7	2.540	3,302.00	2.2
3.100	ABB, Ltd.	20.29	62,896.90	21.41	66,371.00	1.2	0.704	2,182.40	3.3
1.600	AFLAC, Inc.	44.37	70,999.44	57.79	92,464.00	1.7	1.400	2,240.00	2.4
3.600	AT & T, Inc New	10.95	39,431.58	33.83	121,788.00	2.2	1.800	6,480.00	5.3
1.600	Abbott Laboratories	25.42	40,677.45	33.33	53,328.00	1.0	0.560	896.00	1.7
1.400	Automatic Data Processing	40.87	57,223.68	71.16	99,624.00	1.8	1.740	2,436.00	2.4
2.000	Bank of New York Mellon Corp	27.46	54,924.50	29.74	59,480.00	1.1	0.600	1,200.00	2.0
2.300	Bemis Co., Inc	25.41	58,439.80	39.79	91,517.00	1.7	1.040	2,392.00	2.6
1.000	Chevron Corporation	9.07	9,065.71	120.43	120,430.00	2.2	4.000	4,000.00	3.3
3.300	Coca Cola Co	0.73	2,395.60	38.18	125,994.00	2.3	1.120	3,696.00	2.9
2.300	Du Pont	21.13	48,590.52	56.62	130,226.00	2.4	1.800	4,140.00	3.2
1.200	Exxon Mobil Corp	15.90	19,077.00	87.16	104,592.00	1.9	2.520	3,024.00	2.9
8.000	General Electric	10.30	82,365.28	23.14	185,120.00	3.4	0.760	6,080.00	3.3
300	Grainger, W. W., Inc	37.34	11,202.74	247.35	74,205.00	1.4	3.720	1,116.00	1.5
1.600	Home Depot, Inc.	30.80	49,273.90	74.49	119,184.00	2.2	1.560	2,496.00	2.1
5.000	Intel Corp	18.45	92,245.77	21.98	109,900.00	2.0	0.900	4,500.00	4.1
500	Intl Business Machines Corp	80.12	40,061.20	182.27	91,135.00	1.7	3.800	1,900.00	2.1
3.800	J P Morgan Chase & Co	21.22	80,653.22	50.53	192,014.00	3.5	1.520	5,776.00	3.0
2.100	Johnson & Johnson	62.76	131,806.00	86.41	181,461.00	3.3	2.640	5,544.00	3.1
4.000	Microsoft Corp	25.28	101,104.00	33.40	133,600.00	2.4	0.920	3,680.00	2.8
3.000	Pitney Bowes, Inc.	23.60	70,806.72	16.32	48,960.00	0.9	0.750	2,250.00	4.6
2.500	Procter & Gamble Co	21.40	53,505.09	77.89	194,725.00	3.5	2.406	6,015.00	3.1
1.700	Qualcomm Inc	39.59	67,305.54	66.28	112,676.00	2.1	1.400	2,380.00	2.1
1.000	Safeway, Inc	23.80	23,804.52	25.90	25,900.00	0.5	0.800	800.00	3.1
1.100	Schlumberger, Ltd	61.82	67,999.81	80.94	89,034.00	1.6	1.250	1,375.00	1.5
1.400	Stryker Corp	40.16	56,227.76	66.89	93,646.00	1.7	1.060	1,484.00	1.6
500	Union Pacific Corp	8.82	4,409.08	153.54	76,770.00	1.4	2.760	1,380.00	1.8
300	V F Corp	77.40	23,218.83	187.21	56,163.00	1.0	3.480	1,044.00	1.9
1.300	Wal Mart Stores, Inc	47.18	61,335.22	72.98	94,874.00	1.7	1.880	2,444.00	2.6
1.000	Wells Fargo & Co	34.83	34,825.75	41.08	41,080.00	0.7	1.200	1,200.00	2.9
5.400	Xcel Energy, Inc	25.17	135,936.00	27.92	150,768.00	2.7	1.120	6,048.00	4.0
			1,700,625.49		3,284,683.00	59.9		93,500.40	2.8
CORPORATE BONDS									
100.000	Campbell Soup Co 4.875% Due 10-01-13	94.85	94,848.00	100.35	100,346.50	1.8	4.875	4,875.00	4.9
100.000	Praxair, Inc 5.250% Due 11-15-14	101.61	101,605.00	105.55	105,550.00	1.9	5.250	5,250.00	5.0
100.000	Sherwin Williams Co 3.125% Due 12-15-14	105.25	105,250.00	103.01	103,014.00	1.9	3.125	3,125.00	3.0
100.000	Baxter Intl. Inc 4.625% Due 03-15-15	96.06	96,063.00	106.10	106,096.30	1.9	4.625	4,625.00	4.4
100.000	Wm Wrigley Jr. 4.650% Due 07-15-15	95.53	95,527.00	105.25	105,248.00	1.9	4.650	4,650.00	4.4
100.000	Microsoft Corp 1.625% Due 09-25-15	97.77	97,765.00	101.96	101,960.00	1.9	1.625	1,625.00	1.6
100.000	Honeywell International 5.400% Due 03-15-16	100.78	100,784.00	110.65	110,649.70	2.0	5.400	5,400.00	4.9
200.000	Verizon Communications 3.000% Due 04-01-16	105.71	211,424.00	104.07	208,131.20	3.8	3.000	6,000.00	2.9
100.000	Boeing Co 3.750% Due 11-20-16	99.94	99,936.00	107.95	107,950.40	2.0	3.750	3,750.00	3.5

Annual distribution made by the fdn exceed income which is w/d monthly
9/28/11 Keep \$100,000 in cash

Stewart and Patten Co., LLC
PORTFOLIO APPRAISAL
THE MERVYN L. BRENNER FOUNDATION, INC.
Fidelity Investments 613-246760
August 31, 2013

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Unit Income	Annual Income	Cur. Yield
100,000	Cisco 3.150% Due 03-14-17	102.45	102,453.00	105.63	105,629.30	1.9	3,150	3,150.00	3.0
150,000	JPMorgan Chase & Co 2.000% Due 08-15-17	101.18	151,776.00	98.68	148,020.00	2.7	2,000	3,000.00	2.0
100,000	Coca Cola Co 5.350% Due 11-15-17	100.87	100,873.00	114.09	114,085.10	2.1	5,350	5,350.00	4.7
100,000	Oracle Corp 5.750% Due 04-15-18	110.13	110,125.00	115.83	115,827.90	2.1	5,750	5,750.00	5.0
200,000	Emerson Electric Co 5.250% Due 10-15-18	115.17	230,337.26	113.61	227,214.80	4.1	5,250	10,500.00	4.6
			<u>1,698,766.26</u>		<u>1,759,723.20</u>	<u>32.1</u>		<u>67,050.00</u>	<u>3.8</u>
U.S. GOVERNMENT BONDS									
100,000	U S Treasury Notes 1.750% Due 07-31-15	99.82	99,820.11	102.56	102,562.50	1.9	1,750	1,750.00	1.7
			<u>99,820.11</u>		<u>102,562.50</u>	<u>1.9</u>		<u>1,750.00</u>	<u>1.7</u>
CERTIFICATE OF DEPOSIT									
100,000	American Express Bk Due 8/29/18	100.00	100,000.00	96.95	96,950.00	1.8	2,000	2,000.00	2.1
200,000	Goldman Sachs Bk Due 2/13/18	100.00	200,000.00	97.74	195,486.00	3.6	1,200	2,400.00	1.2
			<u>300,000.00</u>		<u>292,436.00</u>	<u>5.3</u>		<u>4,400.00</u>	<u>1.5</u>
CASH AND EQUIVALENTS									
Cash			<u>46,258.22</u>		<u>46,258.22</u>	<u>0.8</u>	<u>0.001</u>	<u>0.46</u>	<u>0.0</u>
			<u>46,258.22</u>		<u>46,258.22</u>	<u>0.8</u>		<u>0.46</u>	<u>0.0</u>
TOTAL PORTFOLIO			<u><u>3,845,470.08</u></u>		<u><u>5,485,662.92</u></u>	<u><u>100.0</u></u>		<u><u>166,700.86</u></u>	<u><u>3.0</u></u>

Annual distribution made by the fdn exceed income which is w/d monthly
9/28/11 Keep \$100,000 in cash