Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

For calendar year 2012, or tax year beginning 10/01 **, 2012, and ending** 9/30 **, 2013**

PHOÉNG FOUNDATION
P.O. BOX 1294
MENLO PARK, CA 94026

A Employer identification number: 27-3698530

B Telephone number (see the instructions): 650-322-4894

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: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 7,702,323.

J Accounting method [X] 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).)*

	Line	Description	(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 ► [X] if the foundn is **not** req to att Sch B				
	3	Interest on savings and temporary cash investments	51.	51.		
	4	Dividends and interest from securities	28,200.	28,200.		
	5a	Gross rents	39,230.	39,230.		
	b	Net rental income or (loss) -3,539.				
	6a	Net gain/(loss) from sale of assets not on line 10	1,069,268.			
	b	Gross sales price for all assets on line 6a 11,448,486.				
	7	Capital gain net income (from Part IV, line 2)		1,069,268.		
	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	1,136,749.	1,136,749.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc	0.			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) SEE ST 1	7,558.			7,558.
	b	Accounting fees (attach sch) SEE ST 2	4,194.	2,097.		2,097.
	c	Other prof fees (attach sch)				
	17	Interest				
	18	Taxes (attach schedule)(see instrs) SEE STM 3	14,127.	13,000.		1,127.
	19	Depreciation (attach sch) and depletion	43,128.	24,057.		
	20	Occupancy				
	21	Travel, conferences, and meetings	5,054.			1,011.
	22	Printing and publications				
	23	Other expenses (attach schedule) SEE STATEMENT 4	45,867.	18,712.		27,709.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	119,928.	57,866.		39,502.
	25	Contributions, gifts, grants paid PART XV	133,530.			133,530.
	26	**Total expenses and disbursements.** Add lines 24 and 25	253,458.	57,866.	0.	173,032.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	883,291.			
	b	**Net investment income** (if negative, enter -0-)		1,078,883.		
	c	**Adjusted net income** (if negative, enter -0-)			0.	

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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing			
	2	Savings and temporary cash investments	4,114,537.	4,896,754.	4,896,754.
	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) STATEMENT 5	780,852.	735,602.	657,887.
	c	Investments — corporate bonds (attach schedule)			
	11	Investments — land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments — mortgage loans			
	13	Investments — other (attach schedule) STATEMENT 6	203,256.	203,256.	203,256.
	14	Land, buildings, and equipment basis ► 1,944,426.			
		Less accumulated depreciation (attach schedule) SEE STMT 7 ► 44,996.	1,753,106.	1,899,430.	1,944,426.
	15	Other assets (describe ►)			
	16	**Total assets** (to be completed by all filers — see the instructions Also, see page 1, item I)	6,851,751.	7,735,042.	7,702,323.
LIABILITIES	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 ► SEE STATEMENT 8)	5,600.	5,600.	
	23	**Total liabilities** (add lines 17 through 22)	5,600.	5,600.	
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 ► X and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	6,846,151.	7,729,442.	
	30	**Total net assets or fund balances** (see instructions)	6,846,151.	7,729,442.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	6,851,751.	7,735,042.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	6,846,151.
2	Enter amount from Part I, line 27a	2	883,291.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	7,729,442.
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	7,729,442.

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)
1a	FIDELITY INVESTMENTS (NOMINEE)	P	VARIOUS	VARIOUS
b	EPITOMICS INTL	P	VARIOUS	5/01/13
c	EPITOMICS INTL	P	VARIOUS	11/30/12
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	11,444,959.		10,379,218.	1,065,741.
b	1,064.			1,064.
c	2,463.			2,463.
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			
	(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	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				1,065,741.
b				1,064.
c				2,463.
d				
e				

2	Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	1,069,268.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0.

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If 'Yes,' the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	1,012,047.	3,844,939.	0.263215
2010	44,364.	397,142.	0.111708
2009			
2008			
2007			

2	**Total** of line 1, column (d)	2	0.374923
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	0.187462
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	7,141,606.
5	Multiply line 4 by line 3	5	1,338,780.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	10,789.
7	Add lines 5 and 6	7	1,349,569.
8	Enter qualifying distributions from Part XII, line 4	8	173,032.

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 ► ☐ 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 ► ☐ and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)		1	21,578.
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	21,578.
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	21,578.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6a 2,463.		
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 30,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	32,463.
8 Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	407.
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	10,478.
11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ► 10,478. **Refunded** ►		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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ► $ 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*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	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*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► CA			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► HWALIN LEE Telephone no ► 650-322-4894

Located at ► P.O. BOX 1294 MENLO PARK CA ZIP + 4 ► 94026

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►			

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

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

				Yes	No
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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1 b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ► ☐				
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? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__	☐ Yes ☒ No			
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 ► 20__ , 20__ , 20__ , 20__				
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*		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

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)? 5b 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? 6b 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 7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation **(If not paid, enter -0-)**	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DR HWALIN LEE P.O. BOX 1294 MENLO PARK, CA 94026	MANAGER 2.00	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 SEE ATTACHED STATEMENTS	
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.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes			
a	Average monthly fair market value of securities		1a	692,166.
b	Average of monthly cash balances		1b	4,505,646.
c	Fair market value of all other assets (see instructions)		1c	2,052,549.
d	**Total** (add lines 1a, b, and c)		1d	7,250,361.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	7,250,361.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	108,755.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	7,141,606.
6	**Minimum investment return.** Enter 5% of line 5		6	357,080.

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	357,080.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 21,578.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	21,578.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	335,502.
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	335,502.
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	335,502.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:		
a	Expenses, contributions, gifts, etc — total from Part I, column (d), line 26	1a	173,032.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	173,032.
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	173,032.

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				335,502.
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				
b From 2008				
c From 2009				
d From 2010 25,214				
e From 2011 840,408				
f Total of lines 3a through e	865,622.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► $ 173,032				
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				173,032
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).)*	162,470			162,470
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	703,152.			
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)	0			
9 **Excess distributions carryover to 2013** Subtract lines 7 and 8 from line 6a	703,152.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011 703,152.				
e Excess from 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			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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).)

DR HWALIN LEE

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 ► [X] 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 STATEMENT 9				
Total			► **3a**	133,530.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	51.	
4 Dividends and interest from securities			14	28,200.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	-3,539.	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,065,741.	3,527.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				1,090,453.	3,527.

13 Total. Add line 12, columns (b), (d), and (e) 13 1,093,980.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
N/A	

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		X

d If the answer to any of the above is 'Yes,' complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

2 a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If 'Yes,' complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee: X [signature] Date: Aug 12, 2014 Title: President

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MARC SAMBORSKI	[signature]	8/06/14		P00100601

Firm's name ► PEROTTI AND CARRADE CPA'S — Firm's EIN ► 68-0095377

Firm's address ► 1100 LARKSPUR LNDNG CIR #358, LARKSPUR, CA 94939 — Phone no (415) 461-8500

STATEMENT 1
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	$ 7,558.			$ 7,558.
TOTAL	$ 7,558.	$ 0.	$ 0.	$ 7,558.

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
ACCOUNTING & TAX	$ 4,194.	$ 2,097.		$ 2,097.
TOTAL	$ 4,194.	$ 2,097.	$ 0.	$ 2,097.

STATEMENT 3
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.	$ 13,000.		
TAXES & FEES	1,127.			$ 1,127.
TOTAL	$ 14,127.	$ 13,000.	$ 0.	$ 1,127.

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES & SUBSCRIPTIONS	$ 170.			$ 170.
GARBAGE	252.			252.
INSURANCE	1,546.			1,546.
INTERNET/TELEPHONE	2,823.			2,823.
OFFICE EXPENSES	2,273.			2,827.
OUTSIDE SERVICES	3,715.			3,715.
PAINTING	1,017.			1,017.
PROPERTY TAX	9,858.			9,858.
RENTAL EXPENSES	18,712.	$ 18,712.		
REPAIR & MAINTENANCE	146.			146.
STORAGE	1,338.			1,338.
TERMITE	2,594.			2,594.
TREE REMOVAL	385.			385.

STATEMENT 4 (CONTINUED)
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UTILITIES	$ 1,038.			$ 1,038.
TOTAL	$ 45,867.	$ 18,712.	$ 0.	$ 27,709.

STATEMENT 5
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FIDELITY (NOMINEE)	MKT VAL	$ 735,602.	$ 657,887.
	TOTAL	$ 735,602.	$ 657,887.

STATEMENT 6
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

OTHER INVESTMENTS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AVANTIS MEDICAL	COST	$ 203,256.	$ 203,256.
	TOTAL	$ 203,256.	$ 203,256.

STATEMENT 7
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
BUILDINGS	$ 1,944,426.	$ 44,996.	$ 1,899,430.	$ 1,944,426.
TOTAL	$ 1,944,426.	$ 44,996.	$ 1,899,430.	$ 1,944,426.

STATEMENT 8
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

RENT DEPOSIT	$ 5,600.
TOTAL	$ 5,600.

STATEMENT 9
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
MISC GRANTS LESS THAN $500 SAN FRANCISCO, CA	NONE	EXEMPT	CULTURAL, COMMUNITY	$ 580.
FREMONT TAIWAN SCHOLL FREMONT, CA	NONE	EXEMPT	EDUCATIONAL	1,000.
NORTH AMERICA TAIWANESE MEDICAL ASSOC LOS ANGELES, CA	NONE	EXEMPT	EDUCATIONAL	550.
UNIVERSITY OF CALIFORNIA, SAN DIEGO SAN DIEGO, CA	NONE	EXEMPT	EDUCATIONAL	21,200.
UCSF FOUNDATION SAN FRANCISCO, CA	NONE	EXEMPT	EDUCATIONAL	100,000.
CHEN WEN CHEN MEMORIAL FOUNDATION P O BOX 136 KINGSTON, NY 08528	NONE	EXEMPT	CULTURAL STUDIES	5,000.
FORMOSAN ASSOCIATION FOR PUBLIC AFFAIRS WASHINTON, DC	NONE	EXEMPT	EDUCATIONAL	1,700.
KQED 2601 MARIPOSA ST. SAN FRANCISCO, CA 94110	NONE	EXEMPT	SUPPORT PUBLIC BROADCASTING SERVICE	1,500.
TAIWANESE CHAMBER OF COMMERCE - SFBA SUNNYVALE, CA	NONE	EXEMPT	CULTURAL	1,000.
NORTH AMERICAN TAIWANESE PROFESSOR ASSOC SAN FRANCISCO, CA	NONE	EXEMPT	EDUCATIONAL	500.
COALITION TO SALUTE AMERICA HEROES WASHINGTON, DC	NONE	EXEMPT	RELIEF	500.
			TOTAL	$ 133,530.

RENTAL INCOME WORKSHEET

839 ROBLE AVE, MENLO PARK

GROSS RENTAL INCOME	$	39,230.
EXPENSES		
DEPRECIATION		24,057.
INSURANCE		1,547.
PAINTING AND DECORATING		436.
PEST CONTROL		1,112.
REPAIRS		62.
TAXES		9,857.
UTILITIES		445.
RENT REFUND		4,331.
TREE REMOVAL		165.
GARBAGE		757.
TOTAL EXPENSES	$	42,769.
NET RENTAL INCOME OR LOSS	$	-3,539.

DEPRECIATION WORKSHEET
FORM 990-PF, PART I
ALLOCATED DEPRECIATION

DESCRIPTION	DATE ACQUIRED	COST BASIS	PRIOR YEAR DEPR	METHOD	RATE	LIFE	CURRENT YEAR DEPR	NET INVEST INCOME	ADJUSTED NET INCOME
BLDG - RENTAL PORTION	9/07/12	614,241	934	S/L	0.0364		22,334	22,334	0
BLDG - EXEMPT (50%)	9/07/12	614,241	934	S/L	0.0256		15,749	0	0
REMODELING (RENTAL)	3/31/13	50,853		S/L	0.0197		1,002	1,002	0
PAVING (RENTAL)	3/31/13	750		S/L	0.0333		25	25	0
FENCE (RENTAL)	3/31/13	1,150		S/L	0.0333		38	38	0
APPLIANCES (RENTAL)	3/31/13	2,144		200DB	0.2000		429	429	0
BLINDS (RENTAL)	3/31/13	1,061		200DB	0.2000		212	212	0
PATIO (RENTAL)	3/31/13	877		S/L	0.0197		17	17	0
REMODELING (EXEMPT)	3/31/13	118,658		S/L	0.0139		1,651	0	0
PAVING (EXEMPT)	3/31/13	1,750		S/L	0.0333		58	0	0
FENCE (EXEMPT)	3/31/13	2,683		S/L	0.0333		89	0	0
APPLIANCES (EXEMPT)	3/31/13	5,003		200DB	0.2000		1,001	0	0
BLINDS (EXEMPT)	3/31/13	2,476		200DB	0.2000		495	0	0
PATIO (EXEMPT)	3/31/13	2,047		S/L	0.0139		28	0	0

2012 FEDERAL BOOK DEPRECIATION SCHEDULE

PHOENG FOUNDATION

27-3698530

NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS PCT.	CUR 179 BONUS	SPECIAL DEPR ALLOW.	PRIOR 179/ BONUS/ SP. DEPR.	PRIOR DEC BAL DEPR.	SALVAG /BASIS REDUCT	DEPR BASIS	PRIOR DEPR.	METHOD	LIFE	RATE	CURRENT DEPR.
	FORM 990/990-PF															
	BUILDINGS															
3	LAND - EXEMPT (50%)	9/07/12		263,246							263,246					0
4	BLDG - EXEMPT (50%)	9/07/12		614,241							614,241	934	S/L MM	39	02564	15,749
11	REMODELING (EXEMPT)	3/31/13		118,658							118,658		S/L MM	39	01391	1,651
12	PAVING (EXEMPT)	3/31/13		1,750							1,750		S/L HY	15	03330	58
13	FENCE (EXEMPT)	3/31/13		2,683							2,683		S/L HY	15	03330	89
14	APPLIANCES (EXEMPT)	3/31/13		5,003							5,003		200DB HY	5	20000	1,001
15	BLINDS (EXEMPT)	3/31/13		2,476							2,476		200DB HY	5	20000	495
16	PATIO (EXEMPT)	3/31/13		2,047							2,047		S/L MM	39	01391	28
	TOTAL BUILDINGS			1,010,104		0	0	0	0	0	1,010,104	934				19,071
	TOTAL DEPRECIATION			1,010,104		0	0	0	0	0	1,010,104	934				19,071
	RENTAL ACTIVITY - 839 ROBLE AVE, MENLO PARK															
	BUILDINGS															
1	LAND - RENTAL PORTION	9/07/12		263,246							263,246					0
2	BLDG - RENTAL PORTION	9/07/12		614,241							614,241	934	S/L MM	27 5	03636	22,334
5	REMODELING (RENTAL)	3/31/13		50,853							50,853		S/L MM	27 5	01970	1,002
6	PAVING (RENTAL)	3/31/13		750							750		S/L HY	15	03330	25
7	FENCE (RENTAL)	3/31/13		1,150							1,150		S/L HY	15	03330	38
8	APPLIANCES (RENTAL)	3/31/13		2,144							2,144		200DB HY	5	20000	429
9	BLINDS (RENTAL)	3/31/13		1,061							1,061		200DB HY	5	20000	212

2012 FEDERAL BOOK DEPRECIATION SCHEDULE

PHOENG FOUNDATION

27-3698530

NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS PCT.	CUR 179 BONUS	SPECIAL DEPR ALLOW.	PRIOR 179/ BONUS/ SP. DEPR.	PRIOR DEC BAL DEPR.	SALVAG /BASIS REDUCT	DEPR BASIS	PRIOR DEPR.	METHOD	LIFE	RATE	CURRENT DEPR.
10	PATIO (RENTAL)	3/31/13		877							877		S/L MM	27 5	01970	17
	TOTAL BUILDINGS			934,322		0	0	0	0	0	934,322	934				24,057
	TOTAL DEPRECIATION			934,322		0	0	0	0	0	934,322	934				24,057
	GRAND TOTAL DEPRECIATION			1,944,426		0	0	0	0	0	1,944,426	1,868				43,128

PHOENG FOUNDATION
STATEMENT OF PURPOSE

THE FOUNDATION

The Phoeng Foundation is a private philanthropy dedicated to the preservation of the culture and history of the Taiwanese people. The current Foundation emphases are:

1). Development of ideas and practical means that will promote increased participation by the public citizens on the decision-making process of the government.

2). Development of ideas and ways to propagate respect for individual's rights and to promote justice in the process of law enforcement.

3). Promotion of public education and policy studies that will contribute to the conservation of natural resources and environment.

PROGRAM

1). Phoeng Fellow Program: Awards fellowship to exceptionally creative and dedicated individuals at a point in their careers when fellowship support could make a marked difference.

2). General Grant Program: Awards training and research fellowship grants, community grants and cultural grants.

PHOENG FOUNDATION
ALLOCATION OF GRANT ADMINISTRATIVE EXPENSES

Basis used to allocate administration expenses to charitable activities:

With respect to the allocation of expenses for purposes of the computation of net investment income, it has been the practice of the foundation to claim as deductions one-half of the accounting fees incurred in the preparation of the foundations's tax and information returns and related matters, fees charged by brokerage firms (other than commissions which are taken into account in the capital gains computations), filing fees paid by the foundation and other expenses incurred in preparing the foundation's returns and otherwise satisfying the various Federal and state filing requirements.

With respect to the allocation of expenses for charitable purposes, it has been the policy of the foundation to allocate all legal and related fees, administration fees incurred in advertising the existence of the foundation (eg: membership in exempt organization societies, etc.) and other non-investment related costs (i.e.: P.O. box rental) entirely for exempt purposes since such expenditures relate directly to the furtherance of the exempt purpose of the foundation.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ► [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	PHOENG FOUNDATION	27-3698530
File by the extended due date for filing your return See instructions.	Number, street, and room or suite number If a P.O box, see instructions	Social security number (SSN)
	PEROTTI AND CARRADE CPA'S 1100 LARKSPUR LNDNG CIR #358	
	City, town or post office, state, and ZIP code For a foreign address, see instructions	
	LARKSPUR, CA 94939	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in care of ► HWALIN LEE
  Telephone No. ► 650-322-4894 FAX No. ►
- If the organization does not have an office or place of business in the United States, check this box ► [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ► [ ]. If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 8/15, 20 14

5 For calendar year ____, or other tax year beginning 10/01, 20 12, and ending 9/30, 20 13

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return
[ ] Change in accounting period

7 State in detail why you need the extension ADDITIONAL INFORMATION IS NEEDED TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	$ 21,394.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 32,463.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ► Title ► CPA Date ► 4/29/14