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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning OCT 1, 2012, and ending SEP 30, 2013

Name of foundation ERIK E AND EDITH H BERGSTROM FOUNDATION, A CHARITABLE TRUST		A Employer identification number 91-2155835
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 520		B Telephone number (650) 323-0596
City or town, state, and ZIP code PALO ALTO, CA 94302-0520		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 80,890,822.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		30,000.		N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		1,913,114.	1,640,688.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		2,525,404.			
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			2,084,019.		
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 or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		14,746,518.	3,724,707.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages		164,170.	82,085.		82,085.
15 Pension plans, employee benefits		41,174.	20,587.		20,587.
16a Legal fees					
b Accounting fees	STMT 2	32,020.	16,010.		16,010.
c Other professional fees					
17 Interest		332,204.	260,585.		0.
18 Taxes	STMT 3	335,543.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 4	67,998.	46,357.		9,567.
24 Total operating and administrative expenses. Add lines 13 through 23		973,109.	425,624.		128,249.
25 Contributions, gifts, grants paid		670,761.			1,098,161.
26 Total expenses and disbursements. Add lines 24 and 25		1,643,870.	425,624.		1,226,410.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		2,824,648.			
b Net investment income (if negative, enter -0-)			3,299,083.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	6,495.	4,271.	4,271.	
	2 Savings and temporary cash investments				
	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				
	7 Other notes and loans receivable ▶				
	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				
	b Investments - corporate stock STMT 5	73,086,710.	76,290,527.	76,290,527.	
	c Investments - corporate bonds				
Liabilities	11 Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other				
	14 Land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶				
	15 Other assets (describe ▶ STATEMENT 6)	4,432,322.	4,596,024.	4,596,024.	
	16 Total assets (to be completed by all filers)	77,525,527.	80,890,822.	80,890,822.	
	17 Accounts payable and accrued expenses	16,482.	261,857.		
	18 Grants payable	637,322.	238,996.		
Net Assets or Fund Balances	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶ STATEMENT 7)	15,406,443.	8,602,256.		
	23 Total liabilities (add lines 17 through 22)	16,060,247.	9,103,109.		
	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted	57,287,333.	67,422,970.		
25 Temporarily restricted	4,177,947.	4,364,743.			
26 Permanently restricted					
Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.					
27 Capital stock, trust principal, or current funds					
28 Paid-in or capital surplus, or land, bldg., and equipment fund					
29 Retained earnings, accumulated income, endowment, or other funds					
30 Total net assets or fund balances	61,465,280.	71,787,713.			
31 Total liabilities and net assets/fund balances	77,525,527.	80,890,822.			

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	61,465,280.
2 Enter amount from Part I, line 27a	2	2,824,648.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN	3	7,539,564.
4 Add lines 1, 2, and 3	4	71,829,492.
5 Decreases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	5	41,779.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	71,787,713.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHMENT A		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			2,084,019.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			2,084,019.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	2,084,019.
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). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,433,432.	52,308,952.	.027403
2010	2,091,512.	53,027,651.	.039442
2009	1,769,298.	45,517,467.	.038871
2008	3,002,843.	34,473,003.	.087107
2007	2,917,376.	60,653,181.	.048099

2 Total of line 1, column (d)	2	.240922
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	.048184
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	61,236,000.
5 Multiply line 4 by line 3	5	2,950,595.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	32,991.
7 Add lines 5 and 6	7	2,983,586.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	1,226,410.

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

<p>1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)</p> <p>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</p> <p>c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).</p> <p>2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)</p> <p>3 Add lines 1 and 2</p> <p>4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)</p> <p>5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-</p> <p>6 Credits/Payments:</p> <table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:50%;">a 2012 estimated tax payments and 2011 overpayment credited to 2012</td> <td style="width:10%;">6a</td> <td style="width:40%;"></td> </tr> <tr> <td>b Exempt foreign organizations - tax withheld at source</td> <td>6b</td> <td></td> </tr> <tr> <td>c Tax paid with application for extension of time to file (Form 8868)</td> <td>6c</td> <td></td> </tr> <tr> <td>d Backup withholding erroneously withheld</td> <td>6d</td> <td></td> </tr> </table> <p>7 Total credits and payments. Add lines 6a through 6d</p> <p>8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached</p> <p>9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed</p> <p>10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid</p> <p>11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/></p>	a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a		b Exempt foreign organizations - tax withheld at source	6b		c Tax paid with application for extension of time to file (Form 8868)	6c		d Backup withholding erroneously withheld	6d		<table border="1" style="width:100%; border-collapse: collapse;"> <tr><td style="width:5%; text-align: center;">1</td><td style="width:95%;"></td></tr> <tr><td style="text-align: center;">2</td><td style="text-align: right;">65,982.</td></tr> <tr><td style="text-align: center;">3</td><td style="text-align: right;">65,982.</td></tr> <tr><td style="text-align: center;">4</td><td style="text-align: right;">0.</td></tr> <tr><td style="text-align: center;">5</td><td style="text-align: right;">65,982.</td></tr> <tr><td style="text-align: center;">6</td><td style="text-align: right;">0.</td></tr> <tr><td style="text-align: center;">7</td><td style="text-align: right;">0.</td></tr> <tr><td style="text-align: center;">8</td><td style="text-align: right;">1,483.</td></tr> <tr><td style="text-align: center;">9</td><td style="text-align: right;">67,465.</td></tr> <tr><td style="text-align: center;">10</td><td style="text-align: right;"></td></tr> <tr><td style="text-align: center;">11</td><td style="text-align: right;"></td></tr> </table>	1		2	65,982.	3	65,982.	4	0.	5	65,982.	6	0.	7	0.	8	1,483.	9	67,465.	10		11	
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a																																		
b Exempt foreign organizations - tax withheld at source	6b																																		
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7	0.																																		
8	1,483.																																		
9	67,465.																																		
10																																			
11																																			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
1c 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? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
4b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	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? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► JULIA RITA BOLOUS Telephone no. ► 650-323-0596 Located at ► P.O. BOX 520, PALO ALTO, CA ZIP+4 ► 94302-0520			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No 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.

1a	During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input 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	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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____ b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) 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. ► _____	2b	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	3b	X
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.)	4a	X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4b	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?		

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☒ 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)?

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?

☒ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

5b

X

6b

X

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.

(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
ERIK E. BERGSTROM	CO-EXEC. DIRECTOR			
P.O. BOX 520				
PALO ALTO, CA 94302	35.00	0.	0.	0.
EDITH H. BERGSTROM	CO-EXEC. DIRECTOR			
P.O. BOX 520				
PALO ALTO, CA 94302	10.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
JULIA RITA BOLOUS	FIN. DIR./PRGRM OFFICER			
P.O. BOX 520, PALO ALTO, CA 94302	40.00	116,225.	26,447.	0.

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

0

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

3 Five highest-paid independent contractors for professional services. 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 NONE	
	0.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
	0.
2	
All other program-related investments. See instructions.	
3 NONE	
	0.
	0.
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	1a	73,657,618.
b	Average of monthly cash balances	1b	12,817.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	73,670,435.
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	11,501,907.
3	Subtract line 2 from line 1d	3	62,168,528.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	932,528.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	61,236,000.
6	Minimum investment return. Enter 5% of line 5	6	3,061,800.

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	3,061,800.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	65,982.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	44,751.
c	Add lines 2a and 2b	2c	110,733.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,951,067.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,951,067.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,951,067.

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	1,226,410.
b	Program-related investments - total from Part IX-B	1b	0.
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	1,226,410.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,226,410.

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.

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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				2,951,067.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008	592,554.			
c From 2009	1,769,298.			
d From 2010	2,091,512.			
e From 2011				
f Total of lines 3a through e	4,453,364.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 1,226,410.				
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				1,226,410.
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))	1,724,657.			1,724,657.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,728,707.			
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 instr.			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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	2,728,707.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009	637,195.			
c Excess from 2010	2,091,512.			
d Excess from 2011				
e Excess from 2012				

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

SEE STATEMENT 8

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:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SEE ATTACHMENT B				1,098,161.
Total			▶ 3a	1,098,161.
b <i>Approved for future payment</i>				
SEE ATTACHMENT B				63,497.
Total			▶ 3b	63,497.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		Related or exempt function income
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						
4 Dividends and interest from securities	900000	267,022.	14	1,646,092.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory	900000	479,089.	18	2,046,315.		
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)		746,111.		3,692,407.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	4,438,518.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
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.					May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	Signature of officer or trustee <i>Erik E. Bergstrom</i>		Date <i>1/17/14</i>	Title <i>Co-TRUSTEE</i>			
	Print/Type preparer's name SHARON L. ZORBACH		Preparer's signature <i>Sharon Zorbach</i>	Date <i>1/17/2014</i>	Check <input type="checkbox"/> if self-employed		PTIN P00125475
	Firm's name DELOITTE TAX LLP		Firm's EIN 86-1065772		Phone no. 408-704-4000		
Paid Preparer Use Only	Firm's address 225 WEST SANTA CLARA STREET SAN JOSE, CA 95113						

Capital Gain / (Loss)

		Shares	Sold	Purchase	Proceeds	Basis	Gain/Loss	Debt/Basis %	990T	990PF
LONG TERM NON DEBT FINANCED STOCKS										
WELLS FARGO	ADX	CGD	12/28/12				547,200	N/A		547,200
WELLS FARGO	GAM	CGD	12/28/12				92,250	N/A		92,250
AMERITRADE	ADX	CGD	12/28/12				422,784	N/A		422,784
WELLS FARGO	GAM	CGD	01/25/13				39,750	N/A		39,750
WELLS FARGO	ADX	CGD	09/01/13				14,400	N/A		14,400
AMERITRADE	ADX	CGD	09/01/13				11,129	N/A		11,129
					-	-	1,127,613		-	1,127,613

LONG TERM DEBT FINANCED STOCKS

AMERITRADE	CET	500	02/22/13	6/5/2002	10,375	12,445	(2,070)	25.99%	(538)	(1,532)
AMERITRADE	CET	38	04/18/13	6/5/2002	764	961	(197)	26.17%	(52)	(145)
AMERITRADE	CET	37	04/18/13		740	906	(166)	26.17%	(43)	(122)
AMERITRADE	CET	1,200	04/18/13		24,012	29,244	(5,232)	26.17%	(1,369)	(3,863)
AMERITRADE	CET	725	04/18/13	6/6/2002	14,506	17,597	(3,090)	26.17%	(809)	(2,281)
AMERITRADE	CET	275	04/19/13		5,544	6,628	(1,084)	26.17%	(284)	(800)
AMERITRADE	CET	125	04/19/13		2,520	3,165	(645)	26.17%	(169)	(476)
AMERITRADE	CET	600	04/19/13		12,096	14,448	(2,352)	26.17%	(616)	(1,737)
AMERITRADE	CET	2,000	04/19/13		40,019	48,072	(8,053)	26.17%	(2,107)	(5,946)
AMERITRADE	CET	175	11/05/12	5/21/2002	3,509	5,013	(1,504)	25.90%	(390)	(1,114)
AMERITRADE	CET	200	11/05/12	5/29/2002	4,010	5,020	(1,010)	25.90%	(262)	(748)
AMERITRADE	CET	625	11/05/12	5/30/2002	12,531	15,669	(3,138)	25.90%	(813)	(2,325)
AMERITRADE	CET	100	11/05/12		2,008	2,559	(551)	25.90%	(143)	(408)
AMERITRADE	CET	1,200	11/05/12		24,072	29,612	(5,540)	25.90%	(1,435)	(4,105)
AMERITRADE	CET	200	11/05/12		4,012	5,218	(1,206)	25.90%	(312)	(894)
AMERITRADE	CET	875	11/05/12		17,509	21,916	(4,407)	25.90%	(1,142)	(3,266)
AMERITRADE	CET	625	11/05/12	6/4/2002	12,506	15,213	(2,707)	25.90%	(701)	(2,006)
AMERITRADE	CET	1,000	11/05/12		20,000	24,280	(4,280)	25.90%	(1,109)	(3,172)
AMERITRADE	CET	375	11/05/12		7,500	9,108	(1,607)	25.90%	(416)	(1,191)
AMERITRADE	CET	925	11/05/12	6/4/2002	18,513	22,465	(3,952)	25.90%	(1,024)	(2,928)
AMERITRADE	CET	900	11/06/12		18,126	21,880	(3,754)	25.90%	(972)	(2,782)
AMERITRADE	CET	800	11/06/12		16,152	19,460	(3,308)	25.90%	(857)	(2,451)
AMERITRADE	CET	800	11/06/12		16,168	19,440	(3,272)	25.90%	(848)	(2,425)
AMERITRADE	CET	575	11/06/12		11,630	14,035	(2,405)	25.90%	(623)	(1,782)
AMERITRADE	CET	1,700	11/06/12	6/4/2002	34,391	41,174	(6,783)	25.90%	(1,757)	(5,026)
AMERITRADE	CET	2,225	11/06/12	6/5/2002	45,012	54,840	(9,828)	25.90%	(2,546)	(7,283)
AMERITRADE	CET	1,200	11/06/12		24,299	29,388	(5,089)	25.90%	(1,318)	(3,771)
WELLS FARGO DEBT	GAM	1,500	05/29/13	5/22/2002	48,692	46,279	2,413	100.00%	2,413	-
WELLS FARGO DEBT	GAM	1,200	05/29/13		38,958	36,852	2,106	100.00%	2,106	-
WELLS FARGO DEBT	GAM	1,000	05/29/13		32,956	29,920	3,036	100.00%	3,036	-
WELLS FARGO DEBT	GAM	800	05/31/13	6/4/2002	26,368	23,662	2,706	100.00%	2,706	-
WELLS FARGO DEBT	GAM	700	05/31/13		23,121	20,716	2,405	100.00%	2,405	-
WELLS FARGO DEBT	GAM	500	05/31/13		16,530	14,766	1,764	100.00%	1,764	-
WELLS FARGO DEBT	GAM	200	05/31/13		6,528	5,894	634	100.00%	634	-
WELLS FARGO DEBT	GAM	800	05/31/13		26,352	23,576	2,776	100.00%	2,776	-
WELLS FARGO DEBT	GAM	800	05/31/13		26,364	23,576	2,788	100.00%	2,788	-
WELLS FARGO DEBT	GAM	200	05/31/13		6,610	5,894	716	100.00%	716	-
WELLS FARGO DEBT	GAM	2,000	05/31/13	6/6/2002	66,104	59,444	6,660	100.00%	6,660	-
WELLS FARGO DEBT	GAM	300	05/31/13		9,615	8,890	725	100.00%	725	-
WELLS FARGO DEBT	GAM	700	09/06/13	6/6/2002	23,205	20,730	2,475	100.00%	2,475	-
WELLS FARGO DEBT	GAM	300	09/06/13		9,744	8,851	893	100.00%	893	-
WELLS FARGO DEBT	GAM	600	09/06/13		19,785	17,692	2,093	100.00%	2,093	-
WELLS FARGO DEBT	GAM	100	09/09/13		3,318	2,947	371	100.00%	371	-
WELLS FARGO DEBT	GAM	300	09/09/13	6/7/2002	9,890	8,734	1,156	100.00%	1,156	-
WELLS FARGO DEBT	GAM	600	09/09/13		19,802	17,470	2,332	100.00%	2,332	-
WELLS FARGO DEBT	GAM	500	09/09/13		16,517	14,570	1,947	100.00%	1,947	-
WELLS FARGO DEBT	GAM	400	09/09/13		13,222	11,670	1,552	100.00%	1,552	-
WELLS FARGO DEBT	GAM	500	09/09/13		16,527	14,570	1,957	100.00%	1,957	-
WELLS FARGO DEBT	GAM	500	09/09/13		16,527	14,570	1,957	100.00%	1,957	-
WELLS FARGO DEBT	GAM	800	09/09/13		26,475	23,270	3,205	100.00%	3,205	-
WELLS FARGO DEBT	GAM	108	09/09/13		3,571	3,142	429	100.00%	429	-
WELLS FARGO DEBT	GAM	292	09/09/13		9,694	8,488	1,206	100.00%	1,206	-
WELLS FARGO DEBT	GAM	200	09/09/13		6,568	5,860	708	100.00%	708	-
WELLS FARGO DEBT	GAM	900	09/10/13		29,741	26,045	3,696	100.00%	3,696	-
WELLS FARGO DEBT	GAM	1,200	09/10/13		39,663	34,685	4,978	100.00%	4,978	-
WELLS FARGO DEBT	GAM	1,000	09/10/13		33,092	28,925	4,167	100.00%	4,167	-
WELLS FARGO DEBT	GAM	1,000	09/10/13		33,092	28,925	4,167	100.00%	4,167	-
WELLS FARGO DEBT	GAM	1,000	10/11/12	5/28/2002	29,195	30,324	(1,130)	100.00%	(1,130)	-
WELLS FARGO DEBT	GAM	200	10/11/12		5,839	6,076	(237)	100.00%	(237)	-
WELLS FARGO DEBT	GAM	800	10/11/12		23,378	24,244	(866)	100.00%	(866)	-

Capital Gain / (Loss)

		Shares	Sold	Purchase	Proceeds	Basis	Gain/Loss	Debt/Basis %	990T	990PF
WELLS FARGO DEBT	GAM	700	10/12/12		20,345	21,226	(881)	100.00%	(881)	-
WELLS FARGO DEBT	GAM	800	10/15/12		23,108	24,244	(1,136)	100.00%	(1,136)	-
WELLS FARGO DEBT	GAM	500	10/15/12		14,455	15,110	(655)	100.00%	(655)	-
WELLS FARGO DEBT	GAM	1,000	10/16/12	5/29/2002	29,201	30,224	(1,023)	100.00%	(1,023)	-
WELLS FARGO DEBT	GAM	800	10/16/12		23,225	24,136	(911)	100.00%	(911)	-
WELLS FARGO DEBT	GAM	200	10/16/12		5,806	5,024	(218)	100.00%	(218)	-
WELLS FARGO DEBT	GAM	2,000	10/16/12	5/31/2002	58,063	60,144	(2,081)	100.00%	(2,081)	-
WELLS FARGO DEBT	GAM	2,000	10/16/12	6/3/2002	58,063	59,704	(1,641)	100.00%	(1,641)	-
AMERITRADE	SOR	93	02/13/13	12/17/2007	5,323	5,740	(417)	25.99%	(108)	(309)
AMERITRADE	SOR	307	02/13/13		17,573	18,964	(1,391)	25.99%	(362)	(1,030)
AMERITRADE	SOR	600	02/13/13		34,343	36,666	(2,323)	25.99%	(604)	(1,719)
AMERITRADE	SOR	200	02/13/13		11,534	12,302	(768)	25.99%	(200)	(568)
AMERITRADE	SOR	200	02/13/13		11,534	12,374	(841)	25.99%	(218)	(622)
AMERITRADE	SOR	500	02/07/13	12/18/2007	28,104	30,706	(2,602)	25.99%	(676)	(1,925)
AMERITRADE	SOR	100	02/15/13		5,792	6,130	(338)	25.99%	(88)	(250)
AMERITRADE	SOR	500	02/22/13		28,969	30,665	(1,696)	25.99%	(441)	(1,255)
AMERITRADE	SOR	500	02/22/13		29,174	30,665	(1,491)	25.99%	(387)	(1,103)
AMERITRADE	SOR	400	02/25/13		23,188	24,520	(1,332)	25.99%	(346)	(986)
AMERITRADE	SOR	100	02/25/13		5,796	6,158	(362)	25.99%	(94)	(268)
AMERITRADE	SOR	400	02/25/13		23,208	24,532	(1,324)	25.99%	(344)	(980)
AMERITRADE	SOR	100	02/25/13		5,802	6,118	(316)	25.99%	(82)	(234)
AMERITRADE	SOR	400	02/25/13		23,188	24,492	(1,304)	25.99%	(339)	(965)
AMERITRADE	SOR	100	02/25/13		5,797	6,129	(332)	25.99%	(86)	(246)
AMERITRADE	SOR	240	02/25/13		13,913	14,677	(764)	25.99%	(199)	(566)
AMERITRADE	SOR	60	02/25/13		3,478	3,685	(207)	25.99%	(54)	(153)
AMERITRADE	SOR	200	02/25/13		11,608	12,233	(625)	25.99%	(162)	(463)
AMERITRADE	SOR	130	03/11/13	11/28/2007	7,586	7,962	(376)	26.08%	(98)	(278)
AMERITRADE	SOR	200	03/11/13		11,627	12,238	(611)	26.08%	(159)	(452)
AMERITRADE	SOR	170	03/11/13		11,618	10,405	1,212	26.08%	316	896
AMERITRADE	SOR	170	03/11/13	12/18/2007	9,875	10,400	(525)	26.08%	(137)	(388)
AMERITRADE	SOR	30	03/07/13		1,731	1,844	(113)	26.08%	(29)	(83)
AMERITRADE	SOR	464	03/11/13	12/18/2007	27,055	28,405	(1,350)	26.08%	(352)	(998)
AMERITRADE	SOR	36	03/11/13		2,093	2,205	(112)	26.08%	(29)	(83)
AMERITRADE	SOR	9	03/11/13	12/18/2007	522	553	(31)	26.08%	(8)	(23)
AMERITRADE	SOR	40	03/07/13		2,308	2,442	(134)	26.08%	(35)	(99)
AMERITRADE	SOR	651	03/11/13	12/18/2007	37,817	39,789	(1,973)	26.08%	(514)	(1,458)
AMERITRADE	SOR	430	03/11/13	12/19/2007	23,236	26,293	(3,057)	26.08%	(797)	(2,260)
AMERITRADE	SOR	70	03/11/13		4,066	4,288	(222)	26.08%	(58)	(164)
AMERITRADE	SOR	430	03/07/13		24,810	26,267	(1,457)	26.08%	(380)	(1,077)
AMERITRADE	SOR	70	03/08/13		4,067	4,278	(211)	26.08%	(55)	(156)
AMERITRADE	SOR	380	03/08/13		22,077	23,203	(1,126)	26.08%	(294)	(832)
AMERITRADE	SOR	200	03/08/13	12/20/2007	11,620	12,200	(580)	26.08%	(151)	(429)
AMERITRADE	SOR	520	03/08/13		30,097	31,728	(1,631)	26.08%	(425)	(1,206)
AMERITRADE	SOR	800	03/11/13	12/31/2007	46,471	49,100	(2,629)	26.08%	(686)	(1,943)
AMERITRADE	SOR	200	03/11/13		11,662	12,276	(614)	26.08%	(160)	(454)
AMERITRADE	SOR	100	04/02/13	11/29/2007	5,925	6,106	(181)	26.17%	(47)	(133)
AMERITRADE	SOR	500	04/02/13		29,516	30,475	(959)	26.17%	(251)	(708)
AMERITRADE	SOR	220	04/02/13	12/4/2007	12,986	13,436	(450)	26.17%	(118)	(332)
AMERITRADE	SOR	800	04/03/13		46,927	48,740	(1,813)	26.17%	(474)	(1,339)
AMERITRADE	SOR	480	04/03/13		28,037	29,210	(1,173)	26.17%	(307)	(866)
AMERITRADE	SOR	500	04/02/13		29,380	30,415	(1,035)	26.17%	(271)	(764)
AMERITRADE	SOR	500	04/04/13		29,205	30,560	(1,355)	26.17%	(355)	(1,000)
AMERITRADE	SOR	400	04/05/13		23,700	24,430	(730)	26.17%	(191)	(539)
AMERITRADE	SOR	20	04/05/13		1,167	1,222	(55)	26.17%	(14)	(41)
AMERITRADE	SOR	200	04/02/13		11,751	12,172	(421)	26.17%	(110)	(311)
AMERITRADE	SOR	280	04/03/13	12/20/2007	16,529	17,092	(563)	26.17%	(147)	(416)
AMERITRADE	SOR	100	04/03/13		5,868	6,101	(233)	26.17%	(61)	(172)
AMERITRADE	SOR	220	04/05/13		12,910	13,389	(480)	26.17%	(126)	(354)
AMERITRADE	SOR	180	04/05/13		10,562	11,059	(497)	26.17%	(130)	(367)
AMERITRADE	SOR	500	04/04/13		29,339	30,441	(1,102)	26.17%	(288)	(813)
AMERITRADE	SOR	500	05/03/13	12/20/2007	30,824	30,365	459	26.25%	121	339
AMERITRADE	SOR	100	05/14/13		6,157	6,077	80	26.25%	21	59
AMERITRADE	SOR	20	05/14/13		1,231	1,215	16	26.25%	4	12
AMERITRADE	SOR	500	05/09/13		30,594	30,345	249	26.25%	65	184
AMERITRADE	SOR	500	05/09/13		30,500	30,310	190	26.25%	50	140
AMERITRADE	SOR	500	05/09/13	12/26/2007	30,499	29,813	686	26.25%	180	506

Capital Gain / (Loss)

		Shares	Sold	Purchase	Proceeds	Basis	Gain/Loss	Debt/Basis %	990T	990PF
AMERITRADE	SOR	500	05/13/13		30,699	29,813	886	26.25%	233	654
AMERITRADE	SOR	492	05/13/13		30,234	29,337	897	26.25%	235	661
AMERITRADE	SOR	61	05/14/13		3,755	3,631	124	26.25%	33	91
AMERITRADE	SOR	236	05/14/13		14,526	14,072	454	26.25%	119	335
AMERITRADE	SOR	91	05/14/13		5,601	5,462	139	26.25%	36	103
AMERITRADE	SOR	500	05/13/13		30,535	29,960	575	26.25%	151	424
AMERITRADE	SOR	100	05/14/13		6,228	5,990	238	26.25%	63	176
AMERITRADE	SOR	400	05/14/13		24,909	23,970	939	26.25%	247	693
AMERITRADE	SOR	500	05/14/13		30,780	29,910	870	26.25%	228	641
AMERITRADE	SOR	100	06/05/13	12/26/2007	6,218	5,974	244	26.29%	64	180
AMERITRADE	SOR	20	06/05/13		1,244	1,195	49	26.29%	13	36
AMERITRADE	SOR	500	06/05/13		31,080	29,910	1,170	26.29%	307	862
AMERITRADE	SOR	380	06/05/13		23,628	22,707	921	26.29%	242	679
AMERITRADE	SOR	200	06/05/13		12,440	11,960	480	26.29%	126	354
AMERITRADE	SOR	420	06/05/13		26,124	25,103	1,021	26.29%	268	753
AMERITRADE	SOR	80	06/05/13	12/27/2007	4,975	4,871	104	26.29%	27	77
AMERITRADE	SOR	100	06/06/13		6,167	6,094	73	26.29%	19	54
AMERITRADE	SOR	16	06/06/13		984	976	8	26.29%	2	6
AMERITRADE	SOR	684	06/06/13		42,066	41,528	538	26.29%	141	396
AMERITRADE	SOR	500	06/13/13	11/29/2007	30,790	30,335	455	26.29%	120	335
AMERITRADE	SOR	500	06/13/13		30,835	30,330	505	26.29%	133	372
AMERITRADE	SOR	500	06/13/13		30,860	30,300	560	26.29%	147	413
AMERITRADE	SOR	500	06/13/13		30,860	30,290	570	26.29%	150	420
AMERITRADE	SOR	500	06/13/13		30,865	30,260	605	26.29%	159	446
AMERITRADE	SOR	22,000	07/01/13		1,411,874	1,303,125	108,749	26.67%	29,003	79,746
AMERITRADE	SOR	180	08/12/13	1/14/2008	11,589	10,124	1,465	26.79%	392	1,072
AMERITRADE	SOR	20	08/12/13		1,289	1,120	169	26.79%	45	124
AMERITRADE	SOR	1,000	08/12/13	1/14/2008	64,399	56,100	8,299	26.79%	2,223	6,076
AMERITRADE	SOR	1,000	08/12/13	1/22/2008	64,400	55,470	8,930	26.79%	2,392	6,538
AMERITRADE	SOR	1	08/02/13	5/27/2008	65	58	6	26.79%	2	5
AMERITRADE	SOR	48	08/02/13	5/27/2008	3,105	2,807	298	26.79%	80	218
AMERITRADE	SOR	26	08/02/13		1,682	1,529	153	26.79%	41	112
AMERITRADE	SOR	300	08/02/13		19,398	17,322	2,076	26.79%	556	1,520
AMERITRADE	SOR	500	08/02/13	5/29/2008	32,329	28,413	3,916	26.79%	1,049	2,867
AMERITRADE	SOR	100	08/02/13		6,468	5,679	789	26.79%	211	578
AMERITRADE	SOR	100	08/02/13		6,468	5,678	790	26.79%	212	578
AMERITRADE	SOR	100	08/02/13		6,468	5,679	789	26.79%	211	577
AMERITRADE	SOR	100	08/02/13		6,475	5,675	800	26.79%	214	586
AMERITRADE	SOR	500	08/02/13		32,329	28,383	3,946	26.79%	1,057	2,889
AMERITRADE	SOR	25	08/02/13		1,617	1,416	201	26.79%	54	147
AMERITRADE	SOR	400	08/12/13	5/30/2008	25,760	22,710	3,050	26.79%	817	2,233
AMERITRADE	SOR	100	08/02/13		6,475	5,717	758	26.79%	203	555
AMERITRADE	SOR	200	08/06/13		13,100	11,398	1,702	26.79%	456	1,246
AMERITRADE	SOR	200	08/07/13		13,076	11,408	1,668	26.79%	447	1,221
AMERITRADE	SOR	100	08/07/13		6,538	5,700	837	26.79%	224	613
AMERITRADE	SOR	300	08/08/13		19,560	17,105	2,455	26.79%	658	1,797
AMERITRADE	SOR	270	08/08/13		17,604	15,398	2,206	26.79%	591	1,615
AMERITRADE	SOR	30	08/08/13		1,956	1,709	247	26.79%	66	181
AMERITRADE	SOR	400	08/12/13		25,760	22,840	2,920	26.79%	782	2,138
AMERITRADE	SOR	700	08/12/13		45,080	39,802	5,278	26.79%	1,414	3,864
AMERITRADE	SOR	1,000	08/12/13		64,400	57,120	7,280	26.79%	1,950	5,330
AMERITRADE	SOR	300	08/12/13		19,320	17,118	2,202	26.79%	590	1,612
AMERITRADE	SOR	700	10/30/12	11/23/2007	35,776	44,180	(8,404)	26.09%	(2,193)	(6,211)
AMERITRADE	SOR	300	10/30/12		15,333	18,940	(3,607)	26.09%	(941)	(2,666)
AMERITRADE	SOR	300	10/30/12		15,321	19,023	(3,702)	26.09%	(966)	(2,736)
AMERITRADE	SOR	500	10/30/12		25,534	31,707	(6,173)	26.09%	(1,610)	(4,562)
AMERITRADE	SOR	200	10/30/12	11/28/2007	10,214	12,250	(2,036)	26.09%	(531)	(1,505)
AMERITRADE	SOR	200	11/05/12	11/23/2007	10,184	12,592	(2,408)	25.90%	(624)	(1,784)
AMERITRADE	SOR	65	11/05/12		3,310	3,969	(659)	25.90%	(171)	(488)
AMERITRADE	SOR	135	11/05/12	11/29/2007	6,875	8,273	(1,398)	25.90%	(362)	(1,036)
AMERITRADE	SOR	600	11/05/12		30,553	36,704	(6,151)	25.90%	(1,593)	(4,558)
AMERITRADE	SOR	400	11/05/12		20,364	24,400	(4,036)	25.90%	(1,045)	(2,991)
AMERITRADE	SOR	30	11/05/12	12/17/2007	1,527	1,860	(333)	25.90%	(86)	(247)
AMERITRADE	SOR	70	11/05/12		3,563	4,337	(774)	25.90%	(200)	(573)
AMERITRADE	SOR	500	11/05/12		25,455	30,900	(5,445)	25.90%	(1,410)	(4,035)
AMERITRADE	SOR	1,000	11/05/12	12/18/2007	51,179	61,280	(10,101)	25.90%	(2,616)	(7,485)
AMERITRADE	GRR	3,855	01/25/13	3/19/2002	51,379	52,463	(1,084)	25.90%	(281)	(803)

Capital Gain / (Loss)

		Shares	Sold	Purchase	Proceeds	Basis	Gain/Loss	Debt/Basis %	990T	990PF	
AMERITRADE	GRR	371	01/25/13	3/20/2002	4,945	5,034	(90)	25 90%	(23)	(67)	
AMERITRADE	GRR	550	01/25/13	3/23/2002	7,330	7,464	(133)	25 90%	(34)	(99)	
WELLS FARGO	GAM	CGD	12/28/12				55,350	100.00%	55,350	-	
AMERITRADE	ADX	CGD	12/28/12				941,036	25 90%	243,738	697,298	
AMERITRADE	CET	CGD	12/28/12				49,140	25 90%	12,728	36,412	
AMERITRADE	GRR	CGD	01/25/13				50,887	25 90%	13,178	37,709	
AMERITRADE	GAM	CGD	01/25/13				23,850	25 90%	6,176	17,674	
AMERITRADE	GRR	CGD	01/25/13				65,660	25 90%	17,004	48,656	
AMERITRADE	LAQ	CGD	01/25/13				39,007	25 90%	10,102	28,905	
AMERITRADE	GRR	CGD	01/25/13				39,732	25 90%	10,289	29,443	
AMERITRADE	GRR	CGD	01/25/13				30,793	25 90%	7,974	22,819	
AMERITRADE	ADX	CGD	03/01/13				24,771	26 08%	6,460	18,311	
AMERITRADE	CET	CGD	06/25/13				30,600	26 29%	8,045	22,555	
					5,087,926	5,033,385	1,405,367			448,860	956,507
TOTAL LONG TERM STOCKS					5,087,926	5,033,385	2,532,880			448,860	2,084,020

SHORT TERM DEBT FINANCED STOCKS

WELLS FARGO DEBT	GRR	1,000	01/25/13	3/15/2012	13,328	13,665	(337)	100.00%	(337)	-
WELLS FARGO DEBT	GRR	1,000	01/25/13	3/15/2012	13,328	13,660	(332)	100.00%	(332)	-
WELLS FARGO DEBT	GRR	1,000	01/25/13	3/23/2012	13,328	13,635	(307)	100.00%	(307)	-
WELLS FARGO DEBT	GRR	700	01/25/13	11/21/2012	9,330	9,450	(120)	100.00%	(120)	-
WELLS FARGO DEBT	GRR	1	01/25/13	11/21/2012	13	13	(0)	100.00%	(0)	-
WELLS FARGO DEBT	GRR	999	07/26/13	11/21/2012	12,698	13,491	(793)	100.00%	(793)	-
WELLS FARGO DEBT	GRR	1,300	07/26/13	11/21/2012	16,524	17,523	(999)	100.00%	(999)	-
WELLS FARGO DEBT	GRR	1,513	07/26/13	11/21/2012	19,231	20,299	(1,067)	100.00%	(1,067)	-
WELLS FARGO DEBT	GRR	5,000	07/26/13	11/21/2012	63,553	67,074	(3,521)	100.00%	(3,521)	-
					161,333	168,808	(7,475)		(7,475)	-
TOTAL SHORT TERM STOCKS					161,333	168,808	(7,475)		(7,475)	-
TOTAL STOCKS					5,249,259	5,202,193	2,525,405		441,385	2,084,020

Grants & Contributions Paid During the Year or Approved for Future Payment:

1.)	Asociación Pro-Bienestar de la Familia de Guatemala 9a Calle0-57, Zona 1 Guatemala City, Guatemala	
	Amount of grant approved	\$ 203,875 04
	Amount paid during the year	\$ 183,378 37
	Amount to be paid as of 9/30/13.....	\$ 20,496 67

Foundation Status of Recipient:

A grant of \$203,875 04 was approved to the Asociación Pro-Bienestar de la Familia de Guatemala ("APROFAM"), a Guatemalan charitable organization, which is the Member Association in Guatemala of the International Planned Parenthood Federation. APROFAM is **not** a U S section 501(c)(3) organization that is described in section 509(a)(1) of the Internal Revenue Code ("Code"). This is an expenditure responsibility grant.

Purpose of Grant or Contribution

This grant was approved to help support activities in Guatemala to expand and improve services for reproductive health in the Departments of Petén, Alta Verapaz, Baja Verapaz, Izabal, El Progreso, Chiquimula, Jalapa, Jutiapa and Zacapa

2)	Fundación Mexicana para la Planeación Familiar, A C. Juárez 208, Tlalpan 14000, México D.F	
	Amount of grant approved	\$ 4,080.00
	Amount paid during the year... ..	\$ 4,080.00
	Amount to be paid as of 9/30/13..	\$ 0.00

Foundation Status of Recipient:

A contribution of \$313,992.19 was made to Fundación Mexicana para la Planeación Familiar, A.C. ("Mexfam"), a Mexican charitable organization, which is the Member Association in Mexico of the International Planned Parenthood Federation Mexfam is considered to be equivalent to a United States public charity exempt under Sec 501 (c)(3) of the Internal Revenue Code of the United States of America as a publicly supported charity under Sec 509 (a)(1) and defined in Sec 170(b)(1)(A)(vi) of the Internal Revenue Code of the United States of America in order that BF may include the grant as a qualifying distribution in satisfaction of BF's minimum distribution requirements because (i) Mexfam is an organization that qualifies under Article 97 special authorization of the Income Tax Laws of the United Mexican States to issue tax-deductible receipts; and (ii) Article 17 of the Protocol adopted pursuant to Article 22, paragraph 2 of the Mexico-United States Income Tax Treaty provides that a Mexican charitable organization that so qualifies shall be treated as the equivalent of an organization described in Section 509(a)(1) of the Code

Purpose of Grant or Contribution:

These grants were made to help support activities in Mexico to expand and improve services for reproductive health in the rural areas.

- 3.) Grupo de Información en Reproducción Elegida, A C. (GIRE)
 Viena 160, Colonia del Carmen Coyoacán C P. 04100
 México D.F., México
- | | |
|---------------------------------------|--------------|
| Amount of grants approved | \$ 25,000 00 |
| Amount paid during the year. | \$ 22,000 00 |
| Amount to be paid as of 9/30/13. | \$ 3,000 00 |

Foundation Status of Recipient

A contribution of \$25,000.00 was made to Grupo de Información en Reproducción Elegida, A C (GIRE), a Mexican charitable organization, which is considered to be equivalent to a United States public charity exempt under Sec. 501 (c)(3) of the Internal Revenue Code of the United States of America as a publicly supported charity under Sec. 509 (a)(1) and defined in Sec. 170(b)(1)(A)(vi) of the Internal Revenue Code of the United States of America in order that BF may include the grant as a qualifying distribution in satisfaction of BF's minimum distribution requirements because (i) GIRE is an organization that qualifies under Article 97 special authorization of the Income Tax Laws of the United Mexican States to issue tax-deductible receipts; and (ii) Article 17 of the Protocol adopted pursuant to Article 22, paragraph 2 of the Mexico-United States Income Tax Treaty provides that a Mexican charitable organization that so qualifies shall be treated as the equivalent of an organization described in Section 509(a)(1) of the Code.

Purpose of Grant or Contribution

This grant will be used for the project on state level judicial strategies in Mexico

- 4.) International Planned Parenthood Federation
 120 Wall Street, New York, NY 10005
- | | |
|---------------------------------------|---------------|
| Amount of grants approved ... | \$ 131,000.00 |
| Amount paid during the year..... | \$ 131,000 00 |
| Amount to be paid as of 9/30/13. | \$ 0.00 |

Foundation Status of Recipient:

A contribution of \$131,000 00 was made to the International Planned Parenthood Federation which is listed in the Internal Revenue Service Publication 78. International Planned Parenthood Federation is a publicly supported charity under Sec. 509(a)(1) and defined in Sec. 170(b)(1)(A)(vi) and is an organization exempt under Sec 501(c)(3) of the Internal Revenue Code It is not a private foundation as defined in Sec. 509(a) of the Internal Revenue Code, nor an operating foundation, but is an organization that normally receives a substantial part of its support from a government unit or from the general public.

Purpose of Grant or Contribution:

These funds provide partial support to increase access to contraception in Bolivia and for unwanted pregnancies.

- 5) Ipas
300 Market Street, Suite 200, Chapel Hill, NC 27516
- | | |
|---|--------------|
| Amount of grant approved | \$ 80,000.00 |
| Amount paid during the year... | \$ 40,000.00 |
| Amount to be paid as of 9/30/13 | \$ 40,000.00 |

Foundation Status of Recipient:

A contribution of \$80,000 00 was made to Ipas which is listed in the Internal Revenue Service Publication 78. Ipas is a publicly supported charity under Sec. 509(a)(1) and defined in Sec. 170(b)(1)(A)(vi) and is an organization exempt under Sec. 501(c)(3) of the Internal Revenue Code. It is not a private foundation as defined in Sec. 509(a) of the Internal Revenue Code, nor an operating foundation, but is an organization that normally receives a substantial part of its support from a government unit or from the general public.

Purpose of Grant or Contribution

These funds are being used to fund part of the expenditures by Ipas for Méxicofield operations to improve reproductive health services

- 6) Marie Stopes International - USA
1300 19th St, NW Floor 2 Washington, DC 20036
- | | |
|---|--------------|
| Amount of grant approved | \$ 14,400.00 |
| Amount paid during the year. | \$ 14,400.00 |
| Amount to be paid as of 9/30/13 | \$ 0 00 |

Foundation Status of Recipient:

A contribution of \$14,400 00 was made to MSI-US which is listed in the Internal Revenue Service Publication 78. Marie Stopes International – USA is a publicly supported charity under Sec. 509(a)(1) and defined in Sec. 170(b)(1)(A)(vi) and is an organization exempt under Sec. 501(c)(3) of the Internal Revenue Code. It is not a private foundation as defined in Sec. 509(a) of the Internal Revenue Code, nor an operating foundation, but is an organization that normally receives a substantial part of its support from a government unit or from the general public.

Purpose of Grant or Contribution:

These funds are being used for the purchase of SINO II for their program in Bolivia.

- 7) Philanthropic Ventures Foundation
1222 Preservation Park Way Oakland, CA 94612-1201
- | | |
|---|--------------|
| Amount of grant approved | \$181,000.00 |
| Amount paid during the year | \$181,000.00 |
| Amount to be paid as of 9/30/13..... . | \$ 0.00 |

Foundation Status of Recipient:

A grant of \$181,000 00 was approved to Philanthropic Ventures Foundation which is listed in the Internal Revenue Service Publication 78. Philanthropic Ventures Foundation is a publicly supported charity under Sec. 509(a)(1) and defined in Sec. 170(b)(1)(A)(vi) and is an organization exempt under Sec. 501(c)(3) of the Internal Revenue Code. It is not a private foundation as defined in Sec. 509(a) of the Internal Revenue Code, nor an operating foundation, but is an organization that normally receives a substantial part of its support from a government unit or from the general public.

Purpose of Grant or Contribution

These funds provide support for the improvement of reproductive health in Latin America.

- 8.) Planned Parenthood Federation of America, Inc
810 Seventh Ave., New York, NY 10019
- | | |
|---------------------------------------|---------------|
| Amount of grant approved..... | \$ 129,000.00 |
| Amount paid during the year | \$ 129,000.00 |
| Amount to be paid as of 9/30/13 | \$ 0.00 |

Foundation Status of Recipient:

A grant of \$129,000.00 was approved to Planned Parenthood Federation of America, Inc. which is listed in the Internal Revenue Service Publication 78 Planned Parenthood Federation of America, Inc. is a publicly supported charity under Sec. 509(a)(1) and defined in Sec. 170(b)(1)(A)(vi) and is an organization exempt under Sec 501(c)(3) of the Internal Revenue Code. It is not a private foundation as defined in Sec 509(a) of the Internal Revenue Code, nor an operating foundation, but is an organization that normally receives a substantial part of its support from a government unit or from the general public

Purpose of Grant or Contribution:

These funds provide partial support for the provision of family planning and reproductive health services in Peru

Grants paid during the year approved prior to October 1, 2012

- 1.) Asociación Pro-Bienestar de la Familia de Guatemala
9a Calle0-57, Zona 1
Guatemala City, Guatemala
- | | |
|---------------------------------------|---------------|
| Amount of grant approved | \$ 121,744.00 |
| Amount paid during the year | \$ 25,154.78 |
| Amount to be paid as of 9/30/13 | \$ 0.00 |

Foundation Status of Recipient:

A grant of \$121,744.00 was approved to the Asociación Pro-Bienestar de la Familia de Guatemala ("APROFAM"), a Guatemalan charitable organization, which is the Member Association in Guatemala of the International Planned Parenthood Federation. APROFAM is **not** a U.S. section 501(c)(3) organization that is described in section 509(a)(1) of the Internal Revenue Code ("Code"). This is an expenditure responsibility grant.

Purpose of Grant or Contribution:

This grant was approved to help support activities in Guatemala to expand and improve services for reproductive health in the Departments of Petén, Alta Verapaz, Baja Verapaz, Sololá, Quetzaltenango, San Marcos, Huehuetenango, Totonicapán and Quiché.

- 2.) Fundación Mexicana para la Planeación Familiar, A C
Juárez 208, Tlalpan 14000, México D.F.
- | | |
|---|---------------|
| Amount of grant approved.. | \$ 313,992 19 |
| Amount paid during the year | \$ 49,135.00 |
| Amount to be paid as of 9/30/13.. | \$ 0 00 |

Foundation Status of Recipient

A contribution of \$313,992 19 was made to Fundación Mexicana para la Planeación Familiar, A.C ("Mexfam"), a Mexican charitable organization, which is the Member Association in Mexico of the International Planned Parenthood Federation. Mexfam is considered to be equivalent to a United States public charity exempt under Sec. 501 (c)(3) of the Internal Revenue Code of the United States of America as a publicly supported charity under Sec 509 (a)(1) and defined in Sec. 170(b)(1)(A)(vi) of the Internal Revenue Code of the United States of America in order that BF may include the grant as a qualifying distribution in satisfaction of BF's minimum distribution requirements because (i) Mexfam is an organization that qualifies under Article 97 special authorization of the Income Tax Laws of the United Mexican States to issue tax-deductible receipts, and (ii) Article 17 of the Protocol adopted pursuant to Article 22, paragraph 2 of the Mexico-United States Income Tax Treaty provides that a Mexican charitable organization that so qualifies shall be treated as the equivalent of an organization described in Section 509(a)(1) of the Code.

Purpose of Grant or Contribution

These grants were made to help support activities in Mexico to expand and improve services for reproductive health and for incentives for promoters in the rural areas.

- 3) Grupo de Información en Reproducción Elegida, A C (GIRE) .
Viena 160, Colonia del Carmen Coyoacán
C.P. 04100
México D.F , México
- | | |
|---|--------------|
| Amount of grants approved | \$ 25,000 00 |
| Amount paid during the year.. | \$ 3,000.00 |
| Amount to be paid as of 9/30/13.. | \$ 0.00 |

Foundation Status of Recipient:

A contribution of \$25,000.00 was made to Grupo de Información en Reproducción Elegida, A C. (GIRE), a Mexican charitable organization, which is considered to be equivalent to a United States public charity exempt under Sec. 501 (c)(3) of the Internal Revenue Code of the United States of America as a publicly supported charity under Sec. 509 (a)(1) and defined in Sec 170(b)(1)(A)(vi) of the Internal Revenue Code of the United States of America in order that BF may include the grant as a qualifying distribution in satisfaction of BF's minimum distribution requirements because (i) GIRE is an organization that qualifies under Article 97 special authorization of the Income Tax Laws of the United Mexican States to issue tax-deductible receipts; and (ii) Article 17 of the Protocol adopted pursuant to Article 22, paragraph 2 of the Mexico-United States Income Tax Treaty provides that a Mexican charitable organization that so qualifies shall be treated as the equivalent of an organization described in Section 509(a)(1) of the Code.

Purpose of Grant or Contribution:

This grant will be used for the project on state level judicial strategies in Mexico.

- 4) International Planned Parenthood Federation
120 Wall Street, New York, NY 10005
- | | |
|---|---------------|
| Amount of grants approved | \$ 920,000 00 |
| Amount paid during the year. | \$ 237,513 00 |
| Amount to be paid as of 9/30/13 | \$ 172,500 00 |

Foundation Status of Recipient:

A grant of \$920,000 00 was approved to International Planned Parenthood Federation which is listed in the Internal Revenue Service Publication 78. International Planned Parenthood Federation is a publicly supported charity under Sec. 509(a)(1) and defined in Sec 170(b)(1)(A)(vi) and is an organization exempt under Sec 501(c)(3) of the Internal Revenue Code. It is not a private foundation as defined in Sec 509(a) of the Internal Revenue Code, nor an operating foundation, but is an organization that normally receives a substantial part of its support from a government unit or from the general public

Purpose of Grant or Contribution

These funds provide partial support to increase access to post abortion care and contraception in Barbados, Bolivia, Colombia, Mexico, Peru, Puerto Rico, Trinidad, Uruguay and Venezuela.

- 5) Ipas
300 Market Street, Suite 200, Chapel Hill, NC 27516
- | | |
|--|---------------|
| Amount of grant approved. | \$ 100,000 00 |
| Amount paid during the year | \$ 60,000 00 |
| Amount to be paid as of 9/30/13. | \$ 0.00 |

Foundation Status of Recipient:

A contribution of \$100,000 00 was made to Ipas which is listed in the Internal Revenue Service Publication 78. Ipas is a publicly supported charity under Sec. 509(a)(1) and defined in Sec 170(b)(1)(A)(vi) and is an organization exempt under Sec 501(c)(3) of the Internal Revenue Code. It is not a private foundation as defined in Sec 509(a) of the Internal Revenue Code, nor an operating foundation, but is an organization that normally receives a substantial part of its support from a government unit or from the general public.

Purpose of Grant or Contribution

These funds are being used to fund part of the expenditures by Ipas for México, El Salvador, Honduras and Guatemala field operations to improve reproductive health services.

- 6.) Population Connection
2120 L Street NW, Suite 500
Washington, DC 20037
- | | |
|---|--------------|
| Amount of grant approved. | \$ 30,000 00 |
| Amount paid during the year.. . . . | \$ 12,000 00 |
| Amount to be paid as of 9/30/13.. . . . | \$ 3,000 00 |

Foundation Status of Recipient:

A grant of \$30,000 00 was approved to Population Connection which is listed in the Internal Revenue Service Publication 78 Population Connection is a publicly supported charity under Sec. 509(a)(1) and defined in

Sec 170(b)(1)(A)(vi) and is an organization exempt under Sec. 501(c)(3) of the Internal Revenue Code. It is not a private foundation as defined in Sec. 509(a) of the Internal Revenue Code, nor an operating foundation, but is an organization that normally receives a substantial part of its support from a government unit or from the general public.

Purpose of Grant or Contribution:

These funds will fund the World of 7 Billion Website and the World of 7 Billion Student Contest.

- 7) Women's International Network for Guatemalan Solutions, Inc.
793 Ashbury Street
San Francisco, CA 94117

Amount of grant approved.	\$ 114,425.00
Amount paid during the year.	\$ 6,500.00
Amount to be paid as of 9/30/13.	\$ 0.00

Foundation Status of Recipient:

A grant of \$114,425.00 was approved to Women's International Network for Guatemalan Solutions ("Wings") which is listed in the Internal Revenue Service Publication 78. Population Services International is a publicly supported charity under Sec. 509(a)(1) and defined in Sec. 170(b)(1)(A)(vi) and is an organization exempt under Sec. 501(c)(3) of the Internal Revenue Code. It is not a private foundation as defined in Sec. 509(a) of the Internal Revenue Code, nor an operating foundation, but is an organization that normally receives a substantial part of its support from a government unit or from the general public.

Purpose of Grant or Contribution:

These funds are being used to support the provision of family planning in Guatemala.

Total grants approved.	\$ 768,355.04
Total grants paid during the year... ..	\$ 1,098,161.15
Total grants approved (during the year) to be paid as of 9/30/13.....	\$ 63,496.67

Total grants approved (prior years) to be paid... ..	\$ 175,500.00
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Grantee Name & Adc Award Date	Grant	Grant Amount in Quetzales	Grant Purpose / Project Description	Amount in Quetzales Expended by Grantee	To the Grantor's Knowledge, Grantee Has Diverted a Portion of Funds from the Purpose of the Grant (Yes/No)	Date of Reports Received from Grantee	Dates and Results of Any Verification of the Grantee's Reports
Asociacion Pro- Bienestar de la Familia de Guatemala - (APROFAM) 9a Calle 57 Zona 1, Guatemala City, Guatemala	01/01/13- 12/31/13	1,634,201.97	Help support activities in Guatemala to expand and improve services for reproductive health in the departments of the Peten, Baja Verapaz, Izabal, Jutiapa, Jalapa, Zacapa, El Progreso and Chiquimula.	1,572,400.84	No	2/21/13	Copies of Aprofam/s audited financial reports received 8/13/13. APROFAM is the Member Association in Guatemala of the International Planned Parenthood Federation. The project is progressing as stated in the proposal They have reached most of their objectives by 9/30/13
						3/19/13	
						4/16/13	
						5/21/13	
						6/14/13	
						7/15/13	
						8/12/13	
						9/18/13	

ERIK E. AND EDITH H. BERGSTROM FOUNDATION,
A CHARITABLE TRUST

91-2155835

FORM 990-PF, PART VII-B, LINE 1a(3) - SELF-DEALING ACTIVITIES

OFFICE SPACE WAS FURNISHED, WITHOUT CHARGE, BY THIS FOUNDATION'S
MANAGER.

REFERENCE: INTERNAL REVENUE SERVICE REGULATION SECTION 53.4941 (d)-2

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	1,913,114.	0.	1,913,114.
TOTAL TO FM 990-PF, PART I, LN 4	1,913,114.	0.	1,913,114.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	32,020.	16,010.		16,010.
TO FORM 990-PF, PG 1, LN 16B	32,020.	16,010.		16,010.

FORM 990-PF	TAXES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CURRENT FEDERAL EXCISE TAX	122,451.	0.		0.
UNRELATED BUSINESS TAXES	213,092.	0.		0.
TO FORM 990-PF, PG 1, LN 18	335,543.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DSL/TELEPHONE EXPENSES	230.	114.		114.
OFFICE SUPPLIES	1,251.	625.		625.
MEMBERSHIPS	3,500.	0.		3,500.
POSTAGE	1,278.	639.		639.
COMPUTER NETWORK EXPENSE	4,064.	2,032.		2,032.
OTHER MISCELLANEOUS EXPENSES	433.	216.		216.
INVESTMENT MANAGEMENT FEES	52,359.	40,290.		0.

CONSULTING EXPENSE	4,883.	2,441.	2,441.
TO FORM 990-PF, PG 1, LN 23	67,998.	46,357.	9,567.

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ADAMS EXPRESS COMPANY	62,693,400.	62,693,400.
CENTRAL SECURITIES CORP.	3,983,100.	3,983,100.
GENERAL AMERICAN INVESTORS	3,414,000.	3,414,000.
LATIN AMERICA EQUITY FUND	1,029,925.	1,029,925.
SOURCE CAPITAL INC.	4,038,450.	4,038,450.
ASIA TIGERS FUND INC.	931,722.	931,722.
BANK OF AMERICA CORP.	48,300.	48,300.
JP MORGAN CHASE & CO.	144,732.	144,732.
BANK OF AMERICA OPTIONS	34,500.	34,500.
BANK OF AMERICA WTS SHORTS	<30,450.>	<30,450.>
JP MORGAN CHASE & CO OPTIONS	20,676.	20,676.
JP MORGAN CHASE & CO WTS SHORTS	<16,760.>	<16,760.>
BANK OF AMERICA WTS SHORTS	<42,630.>	<42,630.>
JP MORGAN CHASE & CO WTS SHORTS	<117,320.>	<117,320.>
SHORT BALANCE	158,882.	158,882.
TOTAL TO FORM 990-PF, PART II, LINE 10B	76,290,527.	76,290,527.

FORM 990-PF	OTHER ASSETS	STATEMENT	6
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
UNRELATED BUSINESS INCOME TAXES RECEIVABLE	2,053.	0.	0.
DEFERRED FEDERAL EXCISE TAX ASSET	252,322.	44,485.	44,485.
LONG TERM CONTRIBUTIONS RECEIVABLE	4,177,947.	4,551,539.	4,551,539.
TO FORM 990-PF, PART II, LINE 15	4,432,322.	4,596,024.	4,596,024.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	7
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
MARGIN DEBT LIABILITY	15,406,443.	8,602,256.
TOTAL TO FORM 990-PF, PART II, LINE 22	15,406,443.	8,602,256.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	8
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NAME OF MANAGER

ERIK E. BERGSTROM
EDITH H. BERGSTROM