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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^b

Open to public inspection

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

Name of foundation
SILVA WATSON MOONWALK FUND
C/O VIVIAN L. SCHNEIDER

Number and street (or P.O. box number if mail is not delivered to street address)
175 VIA LERIDA

City or town, state, and ZIP code
GREENBRAE, CA 94904

A Employer identification number
94-3286835

B Telephone number
(415) 461-1303

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16)
\$ **3,036,081.**

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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			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	1.	1.		STATEMENT 1
4	Dividends and interest from securities	61,534.	61,534.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	101,192.			
b	Gross sales price for all assets on line 6a	1,480,641.			
7	Capital gain net income (from Part IV, line 2)		101,192.		
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	270,100.	0.		STATEMENT 3
12	Total. Add lines 1 through 11	432,827.	162,727.		
13	Compensation for officers, directors, trustees, etc.	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	9,505.	7,129.		2,376.
c	Other professional fees				
17	Interest				
18	Taxes	2,146.	2,146.		0.
19	Depreciation and depletion				
20	Occupancy	5,850.	2,925.		2,925.
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	78,928.	44,362.		34,566.
24	Total operating and administrative expenses. Add lines 13 through 23	96,429.	56,562.		39,867.
25	Contributions, gifts, grants paid	284,000.			284,000.
26	Total expenses and disbursements. Add lines 24 and 25	380,429.	56,562.		323,867.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	52,398.			
b	Net investment income (if negative, enter -0-)		106,165.		
c	Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	21,969.	220,809.	220,809.
	2 Savings and temporary cash investments	23,431.	30,854.	30,854.
	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			
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other	STMT 7	2,723,504.	2,569,639.	2,742,784.
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 8)		41,634.	41,634.	41,634.
16 Total assets (to be completed by all filers)		2,810,538.	2,862,936.	3,036,081.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	2,810,538.	2,862,936.	
30 Total net assets or fund balances		2,810,538.	2,862,936.	
31 Total liabilities and net assets/fund balances		2,810,538.	2,862,936.	

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	2,810,538.
2 Enter amount from Part I, line 27a	2	52,398.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,862,936.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,862,936.

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 MERRILL LYNCH - SEE SCHEDULE ATTACHED	P		
b MERRILL LYNCH - SEE SCHEDULE ATTACHED	P		
c GAIN ON LIQUIDATION OF COYOTE RANCH LP	P		
d CAPITAL GAINS DIVIDENDS			
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 570,755.		548,217.	22,538.
b 885,472.		863,372.	22,100.
c			32,140.
d 24,414.			24,414.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			22,538.
b			22,100.
c			32,140.
d			24,414.
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	101,192.
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	383,955.	3,005,749.	.127740
2010	817,683.	3,597,055.	.227320
2009	935,299.	4,000,945.	.233770
2008	1,038,191.	4,239,070.	.244910
2007	1,439,831.	5,900,352.	.244025

2 Total of line 1, column (d)	2	1.077765
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	.215553
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,013,756.
5 Multiply line 4 by line 3	5	649,624.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,062.
7 Add lines 5 and 6	7	650,686.
8 Enter qualifying distributions from Part XII, line 4	8	323,867.

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)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	2,123.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	2,123.
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	2,123.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,280.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,280.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	157.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 157. Refunded <input type="checkbox"/>	11	0.	

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)? 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		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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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 ► VIVIAN L. SCHNEIDER Telephone no. ► (415) 461-1303 Located at ► 175 VIA LERIDA, GREENBRAE, CA ZIP+4 ► 94904			
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.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception - Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	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	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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?	4b	X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ 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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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.

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

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
VIVIAN L. SCHNEIDER 175 VIA LERIDA GREENBRAE, CA 94904	PRESIDENT 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
NONE				

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
RM ASSOCIATES 175 VIA LERIDA, GREENBRAE, CA 94904-1211	BOOKKEEPING AND MANAGEMENT SERVICES	51,700.

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 THE TRUST IS NOT DIRECTLY INVOLVED IN CHARITABLE ACTIVITIES.	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 THE TRUST DOES NOT HAVE ANY PROGRAM RELATED INVESTMENTS.	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	2,682,285.
b	Average of monthly cash balances	1b	318,432.
c	Fair market value of all other assets	1c	58,934.
d	Total (add lines 1a, b, and c)	1d	3,059,651.
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	3,059,651.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	45,895.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,013,756.
6	Minimum investment return. Enter 5% of line 5	6	150,688.

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	150,688.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,123.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,123.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	148,565.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	148,565.
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	148,565.

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	323,867.
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	323,867.
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	323,867.

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.

SILVA WATSON MOONWALK FUND
C/O VIVIAN L. SCHNEIDER

Form 990-PF (2012)

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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				148,565.
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	1,173,609.			
b From 2008	826,881.			
c From 2009	739,080.			
d From 2010	640,220.			
e From 2011	235,924.			
f Total of lines 3a through e	3,615,714.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$	323,867.			
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				148,565.
e Remaining amount distributed out of corpus	175,302.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,791,016.			
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	1,173,609.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	2,617,407.			
10 Analysis of line 9:				
a Excess from 2008	826,881.			
b Excess from 2009	739,080.			
c Excess from 2010	640,220.			
d Excess from 2011	235,924.			
e Excess from 2012	175,302.			

N/A

- 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 | |

- (4) Gross investment income

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				
AID FOR AIDS 8235 SANTA MONICA BLVD #200 WEST HOLLYWOOD, CA 90046	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
AIDS ASSISTANCE PROGRAM 1276 N. PALM CANYON DRIVE #108 PALM SPRINGS, CA 92262	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
AIDS LEGAL REFERRAL PANEL 1663 MISSION STREET #500 SAN FRANCISCO, CA 94103	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
AIDS LIFECYCLE 1035 MARKET STREET #400 SAN FRANCISCO, CA 94103	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
AIDS PROJECT OF LOS ANGELES 611 SOUTH KINGSLEY DRIVE LOS ANGELES, CA 90005	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
Total	SEE CONTINUATION SHEET(S)			3a 284,000.
b Approved for future payment				
NONE				
Total				3b 0.

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

[illegible]

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

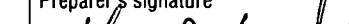
b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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.

Sign Here  **2/14/14** **PRESIDENT**

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instr. 9)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	THOMAS J. ENRIGHT		2-13-14		P00179619
	Firm's name ► GOLDSTEIN ENRIGHT ACCOUNTANCY CORP.			Firm's EIN ► 94-2849711	
	Firm's address ► 18 CROW CANYON CT., STE. 370 SAN RAMON, CA 94583			Phone no. 925-552-8200	

SILVA WATSON MOONWALK FUND
C/O VIVIAN L. SCHNEIDER

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
AIDS MEMORIAL GROVE 870 MARKET STREET #965 SAN FRANCISCO, CA 94102	NONE	PUBLIC CHARITY	GENERAL SUPPORT	3,500.
BEING ALIVE 7531 SANTA MONICA BLVD #100 WEST HOLLYWOOD, CA 90046	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
BIENSTAR HUMAN SERVICES 5326 BEVERLY BLVD LOS ANGELES, CA 90022	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
BLACK COALITION ON AIDS 2800 THIRD STREET SAN FRANCISCO, CA 94107	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,500.
BREAD & ROSES 233 TAMALPAIS DR #100 CORTE MADERA, CA 94925	NONE	PUBLIC CHARITY	GENERAL SUPPORT	7,500.
CAMP OKIZU 16 DIGITAL DRIVE #130 NOVATO, CA 94949	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,500.
CATALYST FOUNDATION 211 SE 171ST AVENUE #100 VANCOUVER, WA 98684	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
CLEAR VIEW SCHOOL 480 ALBANY POST ROAD BRIARCLIFF MANOR, NY 10510	NONE	PUBLIC CHARITY	GENERAL SUPPORT	500.
CAMP ERUTAN P.O. BOX 6730 LOS OSOS, CA 93412	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,500.
DOLORES STREET COMMUNITY SERVICES 938 VALENCIA STREET SAN FRANCISCO, CA 94110	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,500.
Total from continuation sheets				254,000.

SILVA WATSON MOONWALK FUND
C/O VIVIAN L. SCHNEIDER

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
FENWAY COMMUNITY HEALTH 800 BOYLESTON STREET, 4TH FLOOR BOSTON, MA 02199	NONE	PUBLIC CHARITY	GENERAL SUPPORT	25,000.
G-CAPP 100 AUBURN AVE #200 ATLANTA, GA 30303	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
FAMILY BUILDERS 401 GRAND AVENUE #400 OAKLAND, CA 94610	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,500.
LA COCINA 2948 FOLSOM STREET SAN FRANCISCO, CA 94110	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
LA GAY & LESBIAN CENTER P.O. BOX 51896 LOS ANGELES, CA 90051	NONE	PUBLIC CHARITY	GENERAL SUPPORT	22,500.
LYRIC 127 COLLINGWOOD STREET SAN FRANCISCO, CA 94114	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,500.
LYON MARTIN HEALTH CARE 1748 MARKET STREET #201 SAN FRANCISCO, CA 94102	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,500.
MARIN HUMANE SOCIETY 171 BEL MARIN KEYS BLVD NOVATO, CA 94949	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
NCLR 870 MARKET STREET #370 SAN FRANCISCO, CA 94102	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
PAWS - ELEPHANTS PO BOX 849 GALT, CA 95632	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,500.
Total from continuation sheets				

SILVA WATSON MOONWALK FUND
C/O VIVIAN L. SCHNEIDER

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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)				
PAWS OF SAN DIEGO 4455 EUCLIE AVE SAN DIEGO, CA 92115	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
PAWS- LA 1546 N. ARGYLE AVE HOLLYWOOD, CA 90028	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,500.
PAWS- SF 645 HARRISON STREET #100 SAN FRANCISCO, CA 94107	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
POSITIVE RESOURCE CENTER 785 MARKET STREET, 10TH FLOOR SAN FRANCISCO, CA 94103	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,500.
PROJECT ANGEL FOOD 922 VINE STREET LOS ANGELES, CA 90038	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
SAN FRANCISCO VILLAGE 3575 GEARY BLVD SAN FRANCISCO, CA 94118	NONE	PUBLIC CHARITY	GENERAL SUPPORT	11,000.
SAN FRANCISCO GAY MEN'S CHORUS 398 11TH STREET #300 SAN FRANCISCO, CA 94103	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,500.
SF SUICIDE PREVENTION CENTER PO BOX 191350 SAN FRANCISCO, CA 94119	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
SHANTI PROJECT 730 POLK STREET SAN FRANCISCO, CA 94109	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,500.
THE ACTORS FUND 729 SEVENTH AVENUE, 10TH FLOOR NEW YORK, NY 10019	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,500.
Total from continuation sheets				

**SILVA WATSON MOONWALK FUND
C/O VIVIAN L. SCHNEIDER**

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
THE COMMUNITY CENTER PROJECT OF SAN FRANCISCO 1800 MARKET STREET SAN FRANCISCO, CA 94102	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
THE WOMEN'S BUILDING 3543 18TH STREET #8 SAN FRANCISCO, CA 94110	NONE	PUBLIC CHARITY	GENERAL SUPPORT	15,000.
UC IRVINE PROGRAM IN GERIATRICS 200 S. MANCHESTER AVE #835 ORANGE, CA 92868	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
UCSF ALLIANCE HEALTH 1930 MARKET STREET SAN FRANCISCO, CA 94102	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,500.
VALLEY COMMUNITY CLINIC LA 6801 COLDWATER CANYON AVE #1B NORTH HOLLYWOOD, CA 91605	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
VISUAL AID 116 NEW MONTGOMERY #640 SAN FRANCISCO, CA 94105	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
CAPTAIN PLANET FOUNDATION 133 LUCKIE STREET, 2ND FLOOR ATLANTA, GA 30303	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
HANSON HOUSE FOUNDATION 380 E. PASEO EL MIRADOR PALM SPRINGS, CA 92262	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
INTERNATIONAL DOCUMENTARY ASSOCIATION 3470 WILSHIRE BLVD #980 LOS ANGELES, CA 90010	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
ON THE MOVE 4 ABBEY COURT WALNUT CREEK, CA 94595	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,500.
Total from continuation sheets				

SILVA WATSON MOONWALK FUND
C/O VIVIAN L. SCHNEIDER

94-3286835

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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)				
OPEN DOOR CLINIC 164 DIVISION STREET #607 ELGIN, IL 60120	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,500.
OPEN EYE PICTURES 2656 BRIDGEWAY #202 SAUSALITO, CA 94965	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
OUR HOUSE OF PORTLAND 2727 SE ALDER STREET PORTLAND, OR 97214	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
PARENTS, FAMILIES & FRIENDS OF LESBIANS AND GAYS 1012 14TH STREET NW 700 WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,500.
THE TREVOR PROJECT 8704 SANTA MONICA BLVD #200 WEST HOLLYWOOD, CA 90069	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
UCSF AIDS HEALTH PROJECT 1930 MARKET STREET SAN FRANCISCO, CA 94102	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,500.
VMC FOUNDATION 2400 MOORPARK AVE #207 SAN JOSE, CA 95128	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
ZEN HOSPICE PROJECT 273 PAGE STREET SAN FRANCISCO, CA 94102	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,500.
BREAST CANCER ACTION 55 NEW MONTGOMERY STREET #323 SAN FRANCISCO, CA 94105	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,500.
Total from continuation sheets				

Silva Watson Moonwalk Fund- Realized Gain/Loss FYE 9-30-13

10/1/2012 through 9/30/2013

11/13/2013

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Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
SHORT TERM							
Merrill Lynch 2E2-02007	PRUDENTIAL JENNISON	3,149.674	12/30/2011	10/9/2012	48,630.97	46,183.32	2,447.65
Merrill Lynch 2E2-02007	PRUDENTIAL JENNISON	5,502.950	1/6/2012	10/9/2012	84,965.55	80,689.14	4,276.41
Merrill Lynch 2E2-02007	PRUDENTIAL JENNISON	48.542	1/17/2012	10/9/2012	749.49	711.77	37.72
Merrill Lynch 2E2-02007	PRUDENTIAL JENNISON	216.053	2/27/2012	10/9/2012	3,335.86	3,167.96	167.90
Merrill Lynch 2E2-02007	PRUDENTIAL JENNISON	911.718	6/7/2012	10/9/2012	14,076.93	13,368.42	708.51
Merrill Lynch 2E2-02007	T ROWE PRICE SUMMIT MUNI	7,876.898	12/30/2011	10/9/2012	94,601.55	92,080.94	2,520.61
Merrill Lynch 2E2-02007	T ROWE PRICE SUMMIT MUNI	5,216.128	1/6/2012	10/9/2012	62,645.70	61,080.86	1,564.84
Merrill Lynch 2E2-02007	T ROWE PRICE SUMMIT MUNI	43.977	1/17/2012	10/9/2012	528.16	520.25	7.91
Merrill Lynch 2E2-02007	T ROWE PRICE SUMMIT MUNI	30.918	2/1/2012	10/9/2012	371.33	367.31	4.02
Merrill Lynch 2E2-02007	T ROWE PRICE SUMMIT MUNI	211.089	2/27/2012	10/9/2012	2,535.18	2,503.52	31.66
Merrill Lynch 2E2-02007	T ROWE PRICE SUMMIT MUNI	35.732	3/1/2012	10/9/2012	429.14	424.14	5.00
Merrill Lynch 2E2-02007	T ROWE PRICE SUMMIT MUNI	35.329	4/2/2012	10/9/2012	424.30	415.12	9.18
Merrill Lynch 2E2-02007	T ROWE PRICE SUMMIT MUNI	32.569	5/1/2012	10/9/2012	391.15	385.94	5.21
Merrill Lynch 2E2-02007	T ROWE PRICE SUMMIT MUNI	32.961	6/1/2012	10/9/2012	395.86	391.91	3.95
Merrill Lynch 2E2-02007	T ROWE PRICE SUMMIT MUNI	33.876	7/2/2012	10/9/2012	406.85	401.43	5.42
Merrill Lynch 2E2-02007	T ROWE PRICE SUMMIT MUNI	30.910	8/1/2012	10/9/2012	371.23	369.68	1.55
Merrill Lynch 2E2-02007	T ROWE PRICE SUMMIT MUNI	35.064	9/4/2012	10/9/2012	421.12	419.02	2.10
Merrill Lynch 2E2-02007	T ROWE PRICE SUMMIT MUNI	28.912	10/1/2012	10/9/2012	347.23	346.94	0.29
Merrill Lynch 2E2-02007	WELLSFARGO ADV SMALL CAP	344.556	12/30/2011	10/9/2012	11,838.94	10,267.77	1,571.17
Merrill Lynch 2E2-02007	PERMANENT PORTFOLIO FUND	11.872	4/2/2012	10/9/2012	586.00	578.64	7.36
Merrill Lynch 2E2-02007	DREYFUS APPRECIATION FUND	253.514	12/30/2011	10/9/2012	11,471.51	10,274.92	1,196.59
Merrill Lynch 2E2-02007	THE OAKMARK SELECT FUND	123.719	4/2/2012	10/25/2012	4,010.97	4,001.07	9.90
Merrill Lynch 2E2-02007	DELAWARE TAX FREE USA	448.678	12/30/2011	10/25/2012	5,635.40	5,473.87	161.53
Merrill Lynch 2E2-02007	Nuveen High Yield Muni	150.541	10/10/2012	10/25/2012	2,560.70	2,557.69	3.01
Merrill Lynch 2E2-02007	FEDERATED STRATEGIC	586.695	12/30/2011	10/25/2012	2,998.01	2,851.34	146.67
Merrill Lynch 2E2-02007	WELLSFARGO ADV SMALL CAP	73.033	12/30/2011	10/25/2012	2,448.07	2,176.38	271.69
Merrill Lynch 2E2-02007	LORD ABBETT INTERMEDIATE	510.448	12/30/2011	10/25/2012	5,620.03	5,436.27	183.76
Merrill Lynch 2E2-02007	LEGG MASON WESTERN ASSET	170.456	12/30/2011	10/25/2012	2,573.89	2,376.16	197.73
Merrill Lynch 2E2-02007	PERMANENT PORTFOLIO FUND	51.418	4/2/2012	10/25/2012	2,513.31	2,506.11	7.20
Merrill Lynch 2E2-02007	DREYFUS APPRECIATION FUND	67.112	12/30/2011	10/25/2012	2,975.75	2,720.05	255.70
Merrill Lynch 2E2-02007	THE OAKMARK SELECT FUND	246.627	4/2/2012	11/9/2012	7,933.99	7,975.92	-41.93
Merrill Lynch 2E2-02007	DELAWARE TAX FREE USA	896.720	12/30/2011	11/9/2012	11,334.54	10,939.98	394.56
Merrill Lynch 2E2-02007	Nuveen High Yield Muni	302.130	10/10/2012	11/9/2012	5,181.53	5,133.19	48.34
Merrill Lynch 2E2-02007	FEDERATED STRATEGIC	1,186.670	12/30/2011	11/9/2012	5,862.15	5,767.22	94.93
Merrill Lynch 2E2-02007	WELLSFARGO ADV SMALL CAP	147.794	12/30/2011	11/9/2012	4,862.42	4,404.26	458.16
Merrill Lynch 2E2-02007	LORD ABBETT INTERMEDIATE	1,022.966	12/30/2011	11/9/2012	11,334.46	10,894.59	439.87

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Merrill Lynch 2E2-02007	LEGG MASON WESTERN ASSET	342.741	12/30/2011	11/9/2012	5,189.10	4,777.81	411.29
Merrill Lynch 2E2-02007	PERMANENT PORTFOLIO FUND	103.400	4/2/2012	11/9/2012	5,043.85	5,039.72	4.13
Merrill Lynch 2E2-02007	DREYFUS APPRECIATION FUND	134.638	12/30/2011	11/9/2012	5,816.36	5,456.88	359.48
Merrill Lynch 2E2-02007	THE OAKMARK SELECT FUND	246.576	4/2/2012	11/27/2012	7,969.34	7,974.27	-4.93
Merrill Lynch 2E2-02007	DELAWARE TAX FREE USA	887.474	12/30/2011	11/27/2012	11,279.79	10,827.18	452.61
Merrill Lynch 2E2-02007	Nuveen High Yield Muni	298.330	10/10/2012	11/27/2012	5,179.01	5,068.63	110.38
Merrill Lynch 2E2-02007	FEDERATED STRATEGIC	1,172.202	12/30/2011	11/27/2012	5,849.29	5,696.90	152.39
Merrill Lynch 2E2-02007	WELLSFARGO ADV SMALL CAP	147.128	12/30/2011	11/27/2012	4,753.71	4,384.41	369.30
Merrill Lynch 2E2-02007	LORD ABBETT INTERMEDIATE	1,010.634	12/30/2011	11/27/2012	11,268.57	10,763.25	505.32
Merrill Lynch 2E2-02007	LEGG MASON WESTERN ASSET	338.153	12/30/2011	11/27/2012	5,166.98	4,713.85	453.13
Merrill Lynch 2E2-02007	PERMANENT PORTFOLIO FUND	102.463	4/2/2012	11/27/2012	5,036.06	4,994.05	42.01
Merrill Lynch 2E2-02007	DREYFUS APPRECIATION FUND	133.807	12/30/2011	11/27/2012	5,858.07	5,423.20	434.87
Merrill Lynch 2E2-02007	BLACKROCK CALIFORNIA	31.368	12/1/2011	11/27/2012	409.67	371.67	38.00
Merrill Lynch 2E2-02007	BLACKROCK CALIFORNIA	0.309	12/21/2011	11/27/2012	4.04	3.66	0.38
Merrill Lynch 2E2-02007	BLACKROCK CALIFORNIA	30.214	12/30/2011	11/27/2012	394.59	357.99	36.60
Merrill Lynch 2E2-02007	BLACKROCK CALIFORNIA	21.318	12/30/2011	11/27/2012	278.41	252.59	25.82
Merrill Lynch 2E2-02007	Nuveen High Yield Muni	95.322	10/10/2012	2/19/2013	1,650.98	1,619.52	31.46
Merrill Lynch 2E2-02007	FEDERATED STRATEGIC	514.068	2/27/2012	2/19/2013	2,678.29	2,503.51	174.78
Merrill Lynch 2E2-02007	FEDERATED STRATEGIC	165.607	3/1/2012	2/19/2013	862.81	804.85	57.96
Merrill Lynch 2E2-02007	FEDERATED STRATEGIC	108.979	4/2/2012	2/19/2013	567.78	528.55	39.23
Merrill Lynch 2E2-02007	FEDERATED STRATEGIC	41.175	5/1/2012	2/19/2013	214.52	202.17	12.35
Merrill Lynch 2E2-02007	FEDERATED STRATEGIC	172.197	6/1/2012	2/19/2013	897.15	819.66	77.49
Merrill Lynch 2E2-02007	FEDERATED STRATEGIC	132.577	7/2/2012	2/19/2013	690.73	654.93	35.80
Merrill Lynch 2E2-02007	FEDERATED STRATEGIC	76.296	8/1/2012	2/19/2013	397.50	391.40	6.10
Merrill Lynch 2E2-02007	FEDERATED STRATEGIC	103.363	9/4/2012	2/19/2013	538.52	526.12	12.40
Merrill Lynch 2E2-02007	FEDERATED STRATEGIC	89.435	10/1/2012	2/19/2013	465.96	462.38	3.58
Merrill Lynch 2E2-02007	FEDERATED STRATEGIC	4,251.888	10/10/2012	2/19/2013	22,152.34	21,939.74	212.60
Merrill Lynch 2E2-02007	FEDERATED STRATEGIC	49.491	11/2/2012	2/19/2013	257.85	251.91	5.94
Merrill Lynch 2E2-02007	FEDERATED STRATEGIC	139.503	12/3/2012	2/19/2013	726.81	701.70	25.11
Merrill Lynch 2E2-02007	FEDERATED STRATEGIC	14.723	12/7/2012	2/19/2013	76.71	74.35	2.36
Merrill Lynch 2E2-02007	FEDERATED STRATEGIC	119.360	12/28/2012	2/19/2013	621.87	596.80	25.07
Merrill Lynch 2E2-02007	FEDERATED STRATEGIC	49.088	2/1/2013	2/19/2013	255.75	257.22	-1.47
Merrill Lynch 2E2-02007	FEDERATED STRATEGIC	62.165	9/24/2012	9/13/2013	734.79	778.30	-43.51
Merrill Lynch 2E2-02007	DELAWARE TAX FREE USA	968.001	10/10/2012	9/13/2013	11,441.77	12,167.77	-726.00
Merrill Lynch 2E2-02007	DELAWARE TAX FREE USA	60.484	10/23/2012	9/13/2013	714.92	759.68	-44.76
Merrill Lynch 2E2-02007	DELAWARE TAX FREE USA	60.476	11/26/2012	9/13/2013	714.83	767.44	-52.61
Merrill Lynch 2E2-02007	DELAWARE TAX FREE USA	54.898	12/24/2012	9/13/2013	648.89	687.32	-38.43
Merrill Lynch 2E2-02007	DELAWARE TAX FREE USA	55.796	1/23/2013	9/13/2013	659.51	703.59	-44.08

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Merrill Lynch 2E2-02007	DELAWARE TAX FREE USA	55.322	2/20/2013	9/13/2013	653.91	693.74	-39.83
Merrill Lynch 2E2-02007	DELAWARE TAX FREE USA	46.855	3/25/2013	9/13/2013	553.83	585.69	-31.86
Merrill Lynch 2E2-02007	DELAWARE TAX FREE USA	52.046	4/23/2013	9/13/2013	615.18	654.74	-39.56
Merrill Lynch 2E2-02007	DELAWARE TAX FREE USA	50.441	5/23/2013	9/13/2013	596.21	631.52	-35.31
Merrill Lynch 2E2-02007	DELAWARE TAX FREE USA	54.985	6/24/2013	9/13/2013	649.92	660.37	-10.45
Merrill Lynch 2E2-02007	DELAWARE TAX FREE USA	53.498	7/23/2013	9/13/2013	632.35	641.98	-9.63
Merrill Lynch 2E2-02007	DELAWARE TAX FREE USA	56.438	8/23/2013	9/13/2013	667.10	666.53	0.57
Merrill Lynch 2E2-02007	MFS Value Fund	693.169	2/20/2013	9/13/2013	21,550.62	19,214.64	2,335.98
TOTAL SHORT TERM					570,755.51	548,217.28	22,538.23
LONG TERM							
Merrill Lynch 2E2-02007	MAINSTAY LARGE CAP GROWTH ...	5,032.159	4/28/2011	10/9/2012	40,408.24	37,890.13	2,518.11
Merrill Lynch 2E2-02007	IVY ASSET STRATEGY	198.779	8/31/2010	10/9/2012	5,045.01	4,390.45	654.56
Merrill Lynch 2E2-02007	BLACKROCK CALIFORNIA	1,490.285	8/31/2010	10/9/2012	18,986.23	17,653.58	1,332.65
Merrill Lynch 2E2-02007	MAINSTAY LARGE CAP GROWTH ..	626.983	4/28/2011	10/25/2012	4,884.20	4,720.93	163.27
Merrill Lynch 2E2-02007	IVY ASSET STRATEGY	98.818	8/31/2010	10/25/2012	2,528.75	2,182.60	346.15
Merrill Lynch 2E2-02007	DWS INTRMD TAX/AMT FREE	459.890	8/31/2010	10/25/2012	5,610.66	5,429.41	181.25
Merrill Lynch 2E2-02007	BLACKROCK CALIFORNIA	442.029	8/31/2010	10/25/2012	5,640.29	5,236.18	404.11
Merrill Lynch 2E2-02007	MAINSTAY LARGE CAP GROWTH ..	1,251.205	4/28/2011	11/9/2012	9,621.77	9,421.07	200.70
Merrill Lynch 2E2-02007	IVY ASSET STRATEGY	199.571	8/31/2010	11/9/2012	5,059.12	4,407.94	651.18
Merrill Lynch 2E2-02007	DWS INTRMD TAX/AMT FREE	921.028	8/31/2010	11/9/2012	11,319.43	10,874.32	445.11
Merrill Lynch 2E2-02007	BLACKROCK CALIFORNIA	94.921	8/31/2010	11/9/2012	1,226.38	1,124.69	101.69
Merrill Lynch 2E2-02007	BLACKROCK CALIFORNIA	37.110	10/1/2010	11/9/2012	479.46	439.70	39.76
Merrill Lynch 2E2-02007	BLACKROCK CALIFORNIA	38.144	11/1/2010	11/9/2012	492.82	451.95	40.87
Merrill Lynch 2E2-02007	BLACKROCK CALIFORNIA	40.979	12/1/2010	11/9/2012	529.45	485.55	43.90
Merrill Lynch 2E2-02007	BLACKROCK CALIFORNIA	0.167	12/22/2010	11/9/2012	2.16	1.98	0.18
Merrill Lynch 2E2-02007	BLACKROCK CALIFORNIA	42.567	12/31/2010	11/9/2012	549.97	504.36	45.61
Merrill Lynch 2E2-02007	BLACKROCK CALIFORNIA	43.655	2/1/2011	11/9/2012	564.02	517.25	46.77
Merrill Lynch 2E2-02007	BLACKROCK CALIFORNIA	42.478	3/1/2011	11/9/2012	548.82	503.31	45.51
Merrill Lynch 2E2-02007	BLACKROCK CALIFORNIA	545.525	3/10/2011	11/9/2012	7,048.18	6,463.73	584.45
Merrill Lynch 2E2-02007	MAINSTAY LARGE CAP GROWTH ..	1,245.810	4/28/2011	11/27/2012	9,841.90	9,380.45	461.45
Merrill Lynch 2E2-02007	IVY ASSET STRATEGY	197.499	8/31/2010	11/27/2012	5,105.35	4,362.18	743.17
Merrill Lynch 2E2-02007	DWS INTRMD TAX/AMT FREE	910.692	8/31/2010	11/27/2012	11,265.26	10,753.46	511.80
Merrill Lynch 2E2-02007	BLACKROCK CALIFORNIA	314.457	3/10/2011	11/27/2012	4,106.81	3,725.89	380.92
Merrill Lynch 2E2-02007	BLACKROCK CALIFORNIA	136.481	3/10/2011	11/27/2012	1,782.44	1,617.11	165.33
Merrill Lynch 2E2-02007	BLACKROCK CALIFORNIA	46.306	4/1/2011	11/27/2012	604.76	548.66	56.10
Merrill Lynch 2E2-02007	BLACKROCK CALIFORNIA	46.504	5/2/2011	11/27/2012	607.34	551.01	56.33
Merrill Lynch 2E2-02007	BLACKROCK CALIFORNIA	46.540	6/1/2011	11/27/2012	607.81	551.44	56.37

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Merrill Lynch 2E2-02007	BLACKROCK CALIFORNIA	47.894	7/1/2011	11/27/2012	625.50	567.48	58.02
Merrill Lynch 2E2-02007	BLACKROCK CALIFORNIA	47.410	8/1/2011	11/27/2012	619.17	561.74	57.43
Merrill Lynch 2E2-02007	BLACKROCK CALIFORNIA	43.193	9/1/2011	11/27/2012	564.10	511.78	52.32
Merrill Lynch 2E2-02007	BLACKROCK CALIFORNIA	31.443	10/3/2011	11/27/2012	410.65	372.56	38.09
Merrill Lynch 2E2-02007	BLACKROCK CALIFORNIA	31.499	11/1/2011	11/27/2012	411.38	373.22	38.16
Merrill Lynch 2E2-02007	DELAWARE TAX FREE USA	1,676.593	12/30/2011	2/19/2013	21,041.24	20,454.43	586.81
Merrill Lynch 2E2-02007	FEDERATED STRATEGIC	8,942.900	12/30/2011	2/19/2013	46,592.51	43,462.49	3,130.02
Merrill Lynch 2E2-02007	FEDERATED STRATEGIC	2,713.134	12/30/2011	2/19/2013	14,135.43	13,185.83	949.60
Merrill Lynch 2E2-02007	FEDERATED STRATEGIC	12,470.620	1/6/2012	2/19/2013	64,971.93	60,108.39	4,863.54
Merrill Lynch 2E2-02007	FEDERATED STRATEGIC	109.296	1/17/2012	2/19/2013	569.43	520.25	49.18
Merrill Lynch 2E2-02007	FEDERATED STRATEGIC	46.355	2/1/2012	2/19/2013	241.51	219.26	22.25
Merrill Lynch 2E2-02007	WELLSFARGO ADV SMALL CAP	38.569	12/30/2011	2/19/2013	1,331.02	1,149.36	181.66
Merrill Lynch 2E2-02007	MAINSTAY LARGE CAP GROWTH ...	497.558	4/28/2011	2/19/2013	4,239.19	3,746.98	492.21
Merrill Lynch 2E2-02007	DWS INTRMD TAX/AMT FREE	1,136.469	8/31/2010	2/19/2013	13,830.83	13,421.26	409.57
Merrill Lynch 2E2-02007	DWS INTRMD TAX/AMT FREE	28.182	9/27/2010	2/19/2013	342.97	332.82	10.15
Merrill Lynch 2E2-02007	DWS INTRMD TAX/AMT FREE	29.116	10/26/2010	2/19/2013	354.34	343.85	10.49
Merrill Lynch 2E2-02007	DWS INTRMD TAX/AMT FREE	30.781	1/24/2010	2/19/2013	374.60	363.51	11.09
Merrill Lynch 2E2-02007	DWS INTRMD TAX/AMT FREE	36.493	12/28/2010	2/19/2013	444.12	430.97	13.15
Merrill Lynch 2E2-02007	DWS INTRMD TAX/AMT FREE	31.437	1/26/2011	2/19/2013	382.59	371.26	11.33
Merrill Lynch 2E2-02007	DWS INTRMD TAX/AMT FREE	33.302	2/23/2011	2/19/2013	405.29	393.28	12.01
Merrill Lynch 2E2-02007	DWS INTRMD TAX/AMT FREE	31.829	3/28/2011	2/19/2013	387.36	375.89	11.47
Merrill Lynch 2E2-02007	DWS INTRMD TAX/AMT FREE	25.044	4/26/2011	2/19/2013	304.79	295.76	9.03
Merrill Lynch 2E2-02007	DWS INTRMD TAX/AMT FREE	241.720	4/28/2011	2/19/2013	2,941.73	2,854.62	87.11
Merrill Lynch 2E2-02007	DREYFUS APPRECIATION FUND	527.791	12/30/2011	2/19/2013	24,431.45	21,391.37	3,040.08
Merrill Lynch 2E2-02007	BLACKROCK CALIFORNIA	1,216.836	12/30/2011	2/19/2013	15,526.83	14,429.89	1,096.94
Merrill Lynch 2E2-02007	BLACKROCK CALIFORNIA	620.257	12/30/2011	2/19/2013	7,914.48	7,355.34	559.14
Merrill Lynch 2E2-02007	MICROSOFT CORP	400.000	9/30/2006	7/29/2013	12,573.74	22,057.45	-9,483.71
Merrill Lynch 2E2-02007	NORDSTROM INC	400.000	9/30/2006	7/29/2013	24,529.57	7,899.99	16,629.58
Merrill Lynch 2E2-02007	PMI GROUP INC	200.000	9/30/2006	7/29/2013	12.19	8,089.99	-8,077.80
Merrill Lynch 2E2-02007	WESTERN UNION CO	100.000	9/30/2006	7/29/2013	1,699.37	1,867.63	-168.26
Merrill Lynch 2E2-02007	WELLS FARGO & CO	35.000	9/30/2006	7/29/2013	1,515.84	6,642.48	-5,126.64
Merrill Lynch 2E2-02007	THE OAKMARK SELECT FUND	810.741	4/2/2012	9/13/2013	30,694.65	26,219.36	4,475.29
Merrill Lynch 2E2-02007	DELAWARE TAX FREE USA	9,887.648	12/30/2011	9/13/2013	116,872.00	120,629.30	-3,757.30
Merrill Lynch 2E2-02007	DELAWARE TAX FREE USA	9,146.311	1/6/2012	9/13/2013	108,109.40	111,859.38	-3,749.98
Merrill Lynch 2E2-02007	DELAWARE TAX FREE USA	77.044	1/17/2012	9/13/2013	910.66	953.80	-43.14
Merrill Lynch 2E2-02007	DELAWARE TAX FREE USA	41.794	1/23/2012	9/13/2013	494.01	515.32	-21.31
Merrill Lynch 2E2-02007	DELAWARE TAX FREE USA	66.040	2/23/2012	9/13/2013	780.59	818.89	-38.30
Merrill Lynch 2E2-02007	DELAWARE TAX FREE USA	369.846	2/27/2012	9/13/2013	4,371.58	4,589.79	-218.21

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Merrill Lynch 2E2-02007	DELAWARE TAX FREE USA	61.224	3/23/2012	9/13/2013	723.67	746.93	-23.26
Merrill Lynch 2E2-02007	DELAWARE TAX FREE USA	62.568	4/23/2012	9/13/2013	739.55	772.71	-33.16
Merrill Lynch 2E2-02007	DELAWARE TAX FREE USA	61.195	5/23/2012	9/13/2013	723.32	760.04	-36.72
Merrill Lynch 2E2-02007	DELAWARE TAX FREE USA	63.306	6/26/2012	9/13/2013	748.28	783.09	-34.81
Merrill Lynch 2E2-02007	DELAWARE TAX FREE USA	60.402	7/23/2012	9/13/2013	713.95	755.02	-41.07
Merrill Lynch 2E2-02007	DELAWARE TAX FREE USA	62.848	8/23/2012	9/13/2013	742.86	783.71	-40.85
Merrill Lynch 2E2-02007	WELLSFARGO ADV SMALL CAP	96.926	12/30/2011	9/13/2013	3,521.32	2,888.39	632.93
Merrill Lynch 2E2-02007	MAINSTAY LARGE CAP GROWTH ...	2,303.283	4/28/2011	9/13/2013	22,410.94	17,345.44	5,065.50
Merrill Lynch 2E2-02007	MAINSTAY LARGE CAP GROWTH ...	1,032.791	8/25/2011	9/13/2013	10,049.06	7,777.69	2,271.37
Merrill Lynch 2E2-02007	IVY ASSET STRATEGY	276.046	8/31/2010	9/13/2013	8,124.03	6,274.09	1,849.94
Merrill Lynch 2E2-02007	LORD ABBETT INTERMEDIATE	5,874.402	12/30/2011	9/13/2013	60,741.32	62,562.38	-1,821.06
Merrill Lynch 2E2-02007	DWS INTRMD TAX/AMT FREE	1,628.881	4/28/2011	9/13/2013	18,585.53	19,236.63	-651.10
Merrill Lynch 2E2-02007	DWS INTRMD TAX/AMT FREE	28.190	5/25/2011	9/13/2013	321.65	332.92	-11.27
Merrill Lynch 2E2-02007	DWS INTRMD TAX/AMT FREE	33.641	6/27/2011	9/13/2013	383.84	397.29	-13.45
Merrill Lynch 2E2-02007	DWS INTRMD TAX/AMT FREE	28.551	7/26/2011	9/13/2013	325.77	337.18	-11.41
Merrill Lynch 2E2-02007	DWS INTRMD TAX/AMT FREE	3,039.597	8/25/2011	9/13/2013	34,681.80	35,896.79	-1,214.99
Merrill Lynch 2E2-02007	DWS INTRMD TAX/AMT FREE	30.134	8/26/2011	9/13/2013	343.83	355.87	-12.04
Merrill Lynch 2E2-02007	DWS INTRMD TAX/AMT FREE	40.334	9/27/2011	9/13/2013	460.21	476.33	-16.12
Merrill Lynch 2E2-02007	DWS INTRMD TAX/AMT FREE	36.386	10/26/2011	9/13/2013	415.16	429.71	-14.55
Merrill Lynch 2E2-02007	DWS INTRMD TAX/AMT FREE	37.181	11/25/2011	9/13/2013	424.24	439.10	-14.86
Merrill Lynch 2E2-02007	DWS INTRMD TAX/AMT FREE	38.684	12/27/2011	9/13/2013	441.38	456.85	-15.47
Merrill Lynch 2E2-02007	DWS INTRMD TAX/AMT FREE	2,949.879	12/30/2011	9/13/2013	33,658.12	34,837.24	-1,179.12
Merrill Lynch 2E2-02007	DREYFUS APPRECIATION FUND	118.448	12/30/2011	9/13/2013	5,767.23	4,800.70	966.53
TOTAL LONG TERM					885,471.73	863,372.40	22,099.33
OVERALL TOTAL					1,456,227.24	1,411,589.68	44,637.56

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BANK OF AMERICA INTEREST MAXIMIZER	1.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MERRILL LYNCH 2E2-02007	85,948.	24,414.	61,534.
TOTAL TO FM 990-PF, PART I, LN 4	85,948.	24,414.	61,534.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND DEVELOPMENT CORP MMA PROFIT SHARING	36,350.	0.	
DIVIDEND DEVELOPMENT CORP LIQUIDATION TRUST PENSION PLAN	233,750.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	270,100.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	9,505.	7,129.		2,376.
TO FORM 990-PF, PG 1, LN 16B	9,505.	7,129.		2,376.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	2,136.	2,136.		0.
CALIFORNIA TAX	10.	10.		0.
TO FORM 990-PF, PG 1, LN 18	2,146.	2,146.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	27,029.	27,029.		0.
BOOKKEEPING	51,700.	17,233.		34,467.
BANK CHARGES	25.	13.		12.
FEES & LICENSES	174.	87.		87.
TO FORM 990-PF, PG 1, LN 23	78,928.	44,362.		34,566.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PRE-COLUMBIAN ART	COST	17,300.	17,300.
MERRILL LYNCH #2E2-02007	COST	2,552,339.	2,725,484.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,569,639.	2,742,784.

FORM 990-PF

OTHER ASSETS

STATEMENT 8

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
NOTE RECEIVABLE- J. PEDICINI	15,000.	15,000.	15,000.
JEWELRY	5,945.	5,945.	5,945.
OTHER ART & PERSONAL ITEMS	20,689.	20,689.	20,689.
TO FORM 990-PF, PART II, LINE 15	41,634.	41,634.	41,634.