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

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

2012

Open to public inspection

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

Name of foundation WAYNE AND GLADYS VALLEY FOUNDATION		A Employer identification number 95-3203014
Number and street (or P.O. box number if mail is not delivered to street address) 1939 HARRISON STREET	Room/suite 510	B Telephone number 510-466-6060
City or town, state, and ZIP code OAKLAND, CA 94612-3532		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 454,116,970.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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 ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		2,291.	2,291.		STATEMENT 1
4 Dividends and interest from securities		14,735,528.	14,735,528.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		602,293.			
b Gross sales price for all assets on line 6a		267,442,367.			
7 Capital gain net income (from Part IV, line 2)			602,293.		
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		110.	0.		STATEMENT 3
12 Total. Add lines 1 through 11		15,340,222.	15,340,112.		
13 Compensation of officers, directors, trustees, etc.		857,193.	428,597.		428,596.
14 Other employee salaries and wages		61,758.	30,879.		30,879.
15 Pension plans, employee benefits		304,081.	152,040.		152,041.
16a Legal fees					
b Accounting fees STMT 4		44,350.	22,175.		22,175.
c Other professional fees STMT 5		99,267.	49,634.		49,633.
17 Interest					
18 Taxes STMT 6		400,000.	0.		0.
19 Depreciation and depletion		10,599.	0.		
20 Occupancy		110,314.	55,157.		55,157.
21 Travel, conferences, and meetings		10,561.	5,280.		5,281.
22 Printing and publications		1,123.	562.		561.
23 Other expenses STMT 7		945,472.	896,820.		48,652.
24 Total operating and administrative expenses. Add lines 13 through 23		2,844,718.	1,641,144.		792,975.
25 Contributions, gifts, grants paid		27,143,695.			27,143,695.
26 Total expenses and disbursements. Add lines 24 and 25		29,988,413.	1,641,144.		27,936,670.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-14,648,191.			
b Net investment income (if negative, enter -0-)			13,698,968.		
c Adjusted net income (if negative, enter -0-)				N/A	

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				
	2 Savings and temporary cash investments	12,690,913.	9,741,582.	9,741,582.	
	3 Accounts receivable ▶ 13,684.				
	Less: allowance for doubtful accounts ▶	536,172.	13,684.	13,684.	
	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 STMT 10	196,255,126.	206,771,770.	208,915,475.	
	b Investments - corporate stock STMT 11	86,467,614.	87,953,494.	113,758,646.	
	c Investments - corporate bonds STMT 12	141,672,080.	118,503,782.	118,909,754.	
11 Investments - land, buildings, and equipment basis ▶					
Less: accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other					
14 Land, buildings, and equipment basis ▶ 328,877.					
Less: accumulated depreciation STMT 13 ▶ 302,751.	36,725.	26,126.	26,126.		
15 Other assets (describe ▶ STATEMENT 14)	2,731,467.	2,751,703.	2,751,703.		
16 Total assets (to be completed by all filers)	440,390,097.	425,762,141.	454,116,970.		
Liabilities	17 Accounts payable and accrued expenses	1,483,813.	1,723,008.		
	18 Grants payable	39,198,623.	42,006,428.		
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶ STATEMENT 15)	511,577.	596,172.		
23 Total liabilities (add lines 17 through 22)	41,194,013.	44,325,608.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒				
	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	399,196,084.	381,436,533.		
30 Total net assets or fund balances	399,196,084.	381,436,533.			
31 Total liabilities and net assets/fund balances	440,390,097.	425,762,141.			

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	399,196,084.
2 Enter amount from Part I, line 27a	2	-14,648,191.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	137,657.
4 Add lines 1, 2, and 3	4	384,685,550.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	3,249,017.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	381,436,533.

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 TEMPORARY INVESTMENTS		P	VARIOUS	VARIOUS
b STOCKS		P	VARIOUS	VARIOUS
c BONDS		P	VARIOUS	VARIOUS
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 103,945,645.		103,945,645.	0.
b 8,415,276.		7,237,127.	1,178,149.
c 155,081,446.		155,657,302.	-575,856.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			0.
b			1,178,149.
c			-575,856.
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	602,293.
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	38,948,864.	458,454,689.	.084957
2010	41,440,892.	480,532,018.	.086240
2009	37,699,775.	496,460,008.	.075937
2008	36,601,212.	495,712,493.	.073836
2007	45,418,776.	561,305,700.	.080916

2 Total of line 1, column (d)	2	.401886
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	.080377
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	449,891,376.
5 Multiply line 4 by line 3	5	36,160,919.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	136,990.
7 Add lines 5 and 6	7	36,297,909.
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	27,936,670.

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 ☐ 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 ☐ and enter 1% of Part I, line 27b		1	273,979.
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	273,979.
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	273,979.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	595,807.	
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	595,807.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ 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	321,828.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ 321,828. Refunded ☐	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
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

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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 ► RICHARD M. KINGSLAND Located at ► 1939 HARRISON STREET, STE 510, OAKLAND, CA	Telephone no. ► (510) 466-6060 ZIP+4 ► 94612-3532		
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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	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? If "Yes," list the years ► _____, _____, _____, _____	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	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?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	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

6b

X

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

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

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

☐ Yes ☒ No

7b

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

N/A

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
SEE STATEMENT 16		857,193.	214,957.	6,881.

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
ELYCE B. CURTIS - 1939 HARRISON ST. STE #510, OAKLAND, CA 94612	OFFICE MANAGER 40.00	61,758.	40,740.	1,398.

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
DODGE & COX, INCORPORATED - 555 CALIFORNIA STREET 40TH FLOOR, SAN FRANCISCO, CA 94104	INVESTMENT MANAGER	543,083.
KESTREL INVESTMENT MANAGEMENT - 411 BOREL AVENUE SUITE 403, SAN MATEO, CA 94402	INVESTMENT MANAGER	154,390.
CAMBRIDGE ASSOCIATES P.O. BOX 10317, UNIONDALE, NY 11555	INVESTMENT ADVISOR/CONSULTANT	88,530.
UNION BANK - 350 CALIFORNIA STREET, 11TH FLOOR, SAN FRANCISCO, CA 94104	CUSTODIAL SERVICE	75,990.
BLACKROCK INSTITUTIONAL TRUST CO. P.O. BOX 905973, CHARLOTTE, NC 28290	INVESTMENT MANAGER	62,166.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	
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	450,477,197.
b	Average of monthly cash balances	1b	6,265,317.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	456,742,514.
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	456,742,514.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	6,851,138.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	449,891,376.
6	Minimum investment return. Enter 5% of line 5	6	22,494,569.

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	22,494,569.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	273,979.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	273,979.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	22,220,590.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	22,220,590.
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	22,220,590.

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	27,936,670.
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	27,936,670.
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	27,936,670.

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				22,220,590.
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	17,816,215.			
b From 2008	12,074,901.			
c From 2009	13,153,675.			
d From 2010	17,777,071.			
e From 2011	16,286,476.			
f Total of lines 3a through e	77,108,338.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 27,936,670.				
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				22,220,590.
e Remaining amount distributed out of corpus	5,716,080.			
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	82,824,418.			
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	17,816,215.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	65,008,203.			
10 Analysis of line 9:				
a Excess from 2008	12,074,901.			
b Excess from 2009	13,153,675.			
c Excess from 2010	17,777,071.			
d Excess from 2011	16,286,476.			
e Excess from 2012	5,716,080.			

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

N/A

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

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

Tax year

(a) 2012

(b) 2011

Prior 3 years

(c) 2010

(d) 2009

(e) Total

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

SEE STATEMENT 17

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

c Any submission deadlines:

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

Part 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)(3) 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.		

[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  Feb 14, 2014  CFD

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instr. 1)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature 	Date FEB 12 2014	Check ☐ if self-employed	PTIN P00294787
	Firm's name ▶ MARCUM LLP			Firm's EIN ▶ 11-1986323	
	Firm's address ▶ 101 MONTGOMERY STREET #1900 SAN FRANCISCO, CA 94104			Phone no. (415) 981-9400	

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

SOURCE	AMOUNT
INTEREST INCOME	2,291.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	2,291.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	14,735,528.	0.	14,735,528.
TOTAL TO FM 990-PF, PART I, LN 4	14,735,528.	0.	14,735,528.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LEGAL SETTLEMENT	110.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	110.	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
AUDIT FEES	39,650.	19,825.		19,825.
TAX PREPARATION FEES	4,700.	2,350.		2,350.
TO FORM 990-PF, PG 1, LN 16B	44,350.	22,175.		22,175.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CUSTODIAL FEES	99,267.	49,634.		49,633.
TO FORM 990-PF, PG 1, LN 16C	99,267.	49,634.		49,633.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX PAID 9/12/2013	400,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	400,000.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGER FEES	848,169.	848,169.		0.
OFFICE EXPENSE	20,664.	10,332.		10,332.
INSURANCE	57,008.	28,504.		28,504.
DUES	13,479.	6,739.		6,740.
AUTOMOBILE EXPENSE	5,282.	2,641.		2,641.
BANK CHARGES	870.	435.		435.
TO FORM 990-PF, PG 1, LN 23	945,472.	896,820.		48,652.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
INCREASE IN DIVIDENDS RECEIVABLE	6,107.
INCREASE IN EXCISE TAX RECEIVABLE	131,550.
TOTAL TO FORM 990-PF, PART III, LINE 3	137,657.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
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DESCRIPTION	AMOUNT
INCREASE IN GRANTS PAYABLE	2,807,805.
INCREASE IN RETENTION/INCENTIVE PAYABLE	225,232.
DECREASE IN INTEREST RECEIVABLE	117,422.
INCREASE IN ACCOUNTS PAYABLE	13,963.
INCREASE IN EXCISE PAYABLE	84,595.
TOTAL TO FORM 990-PF, PART III, LINE 5	3,249,017.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	10
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVERNMENT AND MUNI BONDS	X		206,771,770.	208,915,475.
TOTAL U.S. GOVERNMENT OBLIGATIONS			206,771,770.	208,915,475.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			206,771,770.	208,915,475.

FORM 990-PF	CORPORATE STOCK	STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	87,953,494.	113,758,646.
TOTAL TO FORM 990-PF, PART II, LINE 10B	87,953,494.	113,758,646.

FORM 990-PF	CORPORATE BONDS	STATEMENT 12
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	118,503,782.	118,909,754.
TOTAL TO FORM 990-PF, PART II, LINE 10C	118,503,782.	118,909,754.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 13
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LEXUS ES 330 2005	34,522.	22,735.	11,787.
FURNITURE	86,226.	86,226.	0.
FURNITURE	46,254.	46,254.	0.
FURNITURE	3,117.	3,117.	0.
LEASEHOLD IMPROVEMENTS	58,692.	58,692.	0.
PROPERTY, PLANT, AND EQUIPMENT	2,498.	2,498.	0.
PROPERTY, PLANT, AND EQUIPMENT	330.	330.	0.
PROPERTY, PLANT, AND EQUIPMENT	11,511.	11,511.	0.
PROPERTY, PLANT, AND EQUIPMENT	1,006.	1,006.	0.
PROPERTY, PLANT, AND EQUIPMENT	27,573.	24,815.	2,758.
WALL HANGINGS/ART WORK	38,828.	38,828.	0.
WALL HANGINGS/ART WORK	1,775.	1,775.	0.
PROPERTY, PLANT, AND EQUIPMENT	16,545.	4,964.	11,581.
TOTAL TO FM 990-PF, PART II, LN 14	328,877.	302,751.	26,126.

FORM 990-PF	OTHER ASSETS		STATEMENT 14
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS RECEIVABLE	13,771.	19,879.	19,879.
INTEREST RECEIVABLE	2,520,078.	2,402,656.	2,402,656.
OTHER RECEIVABLES	197,618.	329,168.	329,168.
TO FORM 990-PF, PART II, LINE 15	2,731,467.	2,751,703.	2,751,703.

FORM 990-PF	OTHER LIABILITIES		STATEMENT 15
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
FEDERAL EXCISE TAX PAYABLE	511,577.	596,172.	
TOTAL TO FORM 990-PF, PART II, LINE 22	511,577.	596,172.	

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 16
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
TAMARA A. VALLEY 1939 HARRISON STREET #510 OAKLAND, CA 94612	CHAIRWOMAN, PRESIDENT 10.00	37,000.	0.	0.
STEPHEN M. CHANDLER 1939 HARRISON STREET #510 OAKLAND, CA 94612	DIRECTOR 10.00	37,000.	0.	0.
JOHN V. STOCK 1939 HARRISON STREET #510 OAKLAND, CA 94612	DIRECTOR 10.00	37,000.	0.	0.
MICHAEL D. DESLER 1939 HARRISON STREET #510 OAKLAND, CA 94612	EXECUTIVE DIRECTOR 40.00	311,230.	78,970.	4,085.
RICHARD M. KINGSLAND 1939 HARRISON STREET #510 OAKLAND, CA 94612	CFO/VP/DIRECTOR 40.00	263,244.	71,751.	1,398.
CAROLYN A. WORTH 1939 HARRISON STREET #510 OAKLAND, CA 94612	SECRETARY/ASSISTANT VP 40.00	134,719.	64,236.	1,398.
BARBARA B. LASALLE 1939 HARRISON STREET #510 OAKLAND, CA 94612	DIRECTOR 10.00	37,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		857,193.	214,957.	6,881.

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT 17
	PART XV, LINES 2A THROUGH 2D	

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MR. MICHAEL DESLER, EXECUTIVE DIRECTOR
1939 HARRISON STREET, SUITE 510
OAKLAND, CA 94612-3532

TELEPHONE NUMBER

510-466-6060

FORM AND CONTENT OF APPLICATIONS

APPLICATION SHOULD INDICATE THE HISTORY OF THE ORGANIZATION'S EDUCATIONAL, RELIGIOUS, OR CHARITABLE PURPOSE AND INCLUDE THE PRIMARY AND/OR PURPOSE FOR WHICH THE GRANTS WILL BE USED.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE - PRIMARY CONSIDERATION IS GIVEN TO ORGANIZATIONS PRINCIPALLY SERVING THE EAST BAY AREA OF SAN FRANCISCO.

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	LEXUS ES 330 2005	05/01/05	150DB	15.00		HY17	34,522.				34,522.	20,960.		1,775.	22,735.
2	FURNITURE	VARIOUS	200DB	7.00		HY17	86,226.				86,226.	86,226.		0.	86,226.
3	FURNITURE	VARIOUS	200DB	7.00		HY17	46,254.				46,254.	46,254.		0.	46,254.
4	FURNITURE	VARIOUS	200DB	7.00		HY17	3,117.				3,117.	3,117.		0.	3,117.
5	LEASEHOLD IMPROVEMENTS	VARIOUS	200DB	10.00		HY17	58,692.				58,692.	58,692.		0.	58,692.
6	PROPERTY, PLANT, AND EQUIPMENT	VARIOUS	200DB	5.00		HY17	2,498.				2,498.	2,498.		0.	2,498.
7	PROPERTY, PLANT, AND EQUIPMENT	VARIOUS	200DB	5.00		HY17	330.				330.	330.		0.	330.
8	PROPERTY, PLANT, AND EQUIPMENT	VARIOUS	200DB	5.00		HY17	11,511.				11,511.	11,511.		0.	11,511.
9	PROPERTY, PLANT, AND EQUIPMENT	VARIOUS	200DB	5.00		HY17	1,006.				1,006.	1,006.		0.	1,006.
10	PROPERTY, PLANT, AND EQUIPMENT	VARIOUS	200DB	5.00		HY17	27,573.				27,573.	19,300.		5,515.	24,815.
11	WALL HANGINGS/ART WORK	VARIOUS	200DB	5.00		HY17	38,828.				38,828.	38,828.		0.	38,828.
12	WALL HANGINGS/ART WORK	VARIOUS	200DB	5.00		HY17	1,775.				1,775.	1,775.		0.	1,775.
23	PROPERTY, PLANT, AND EQUIPMENT	VARIOUS	200DB	5.00		HY17	16,545.				16,545.	1,655.		3,309.	4,964.
	* TOTAL 990-PF PG 1 DEPR						328,877.				328,877.	292,152.		10,599.	302,751.

228111
05-01-12

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

3-IRS PAID PAYMENT SUMMARY

Fiscal Year equals 2013

September 30, 2013

Payee Organization Request Primary Contact Project Title	Grant No.	Amount	Date Paid	Check #
ALAMEDA COUNTY COMMUNITY FOOD BANK Bateson, Suzan P.O. Box 2599 Oakland, CA 94614 <i>Budget support for Christmas 2012 programs for the needy in the East Bay.</i>	20130001	\$50,000	11/02/2012	13558
ALAMEDA COUNTY MEALS ON WHEELS Houts, Cindy P.O. Box 14002 Oakland, CA 94614 <i>Budget support for Christmas 2012 programs for the needy in the East Bay.</i>	20130002	\$50,000	11/02/2012	13559
ALZHEIMER'S ASSOCIATION Fisher, William H. 1060 La Avenida Street Mountain View, CA 94043 <i>Budget support for the East Bay Education, Outreach and Communications Program during the two FYE 6/30/13 and 2014.</i>	20120046	\$35,000	10/19/2012	13542
BERKELEY FOOD AND HOUSING PROJECT Light, Terri 2140 Dwight Way Berkeley, CA 94704 <i>Budget support for Christmas 2012 programs for the needy in the East Bay.</i>	20130003	\$50,000	11/02/2012	13560
BERKELEY PUBLIC LIBRARY FOUNDATION Cowan, Kirsten 2090 Kittredge Street Berkeley, CA 94704 <i>The Neighborhood Libraries Campaign.</i>	20110002	\$300,000	05/31/2013	13749
BOYS & GIRLS CLUB OF EL SOBRANTE Zeier, William P.O. Box 20090 4660 Appian Way El Sobrante, CA 94820-0090 <i>Budget support for after-school programs for children from West Contra Costa during the FYE 6/30/14</i>	20130044	\$35,000	07/12/2013	13788
BUILDING FUTURES WITH WOMEN & CHILDREN Varela, Liz 1395 Bancroft Avenue San Leandro, CA 94577 <i>Budget support for Christmas 2012 programs for the needy in the East Bay</i>	20130004	\$25,000	11/02/2012	13561

Payee Organization Request Primary Contact Project Title	Grant No.	Amount	Date Paid	Check #
CATHOLIC CHARITIES OF THE EAST BAY Belette, Solomon 433 Jefferson Street Oakland, CA 94607-3539 <i>Budget support for Christmas 2012 programs for the needy in the East Bay.</i>	20130005	\$50,000	11/02/2012	13562
CATHOLIC CHARITIES OF THE EAST BAY Belette, Solomon 433 Jefferson Street Oakland, CA 94607-3539 <i>General operating budget support for the FYE 4/30/13.</i>	20130025	\$250,000	01/11/2013	13632
CROHN'S AND COLITIS FOUNDATION OF AMERICA Bazzett, Carly Greater San Diego and Desert Area 9404 Genesee Avenue, Suite 145 La Jolla, CA 92307 <i>General operating budget support for the CCFA through the Greater San Diego/Desert Area Chapter during the FYE 12/31/13. (TAV)</i>	20130021	\$10,000	03/22/2013	13691
DAVIS STREET FAMILY RESOURCE CENTER Johnson, Rose Padilla 3081 Teagarden Street San Leandro, CA 94577 <i>Purchase and infrastructure upgrades of the Center in San Leandro (3081 Teagarden Street).</i>	20090046	\$200,000	05/03/2013	13731
DAVIS STREET FAMILY RESOURCE CENTER Johnson, Rose Padilla 3081 Teagarden Street San Leandro, CA 94577 <i>Budget support for Christmas 2012 programs for the needy in the East Bay.</i>	20130006	\$50,000	11/02/2012	13563
DIABETIC YOUTH FOUNDATION Wallin, Mats I. 5167 Clayton Road, Suite F Concord, CA 94521 <i>Phase III of the renovation of Bearskin Meadow Camp.</i>	20120045	\$250,000	05/17/2013	13739
DIOCESE OF OAKLAND-DEPARTMENT OF CATHOLIC SCHOOLS Brunett, Alexander J. 2121 Harrison Street, Suite 100 Oakland, CA 94612-3788 <i>Budget support for the needs of urban schools in the Diocese of Oakland during the 2012-2013 school year.</i>	20130036	\$300,000	03/29/2013	13709

Payee Organization Request Primary Contact Project Title	Grant No.	Amount	Date Paid	Check #
DOWN SYNDROME CONNECTION OF THE BAY AREA LaBelle, Nancy 101-J Town and Country Drive Danville, CA 94526 <i>General operating budget support for three years, from FYE 12/31/2013 - 2015.</i>	20130037	\$40,000	04/12/2013	13713
FAITH NETWORK OF THE EAST BAY, INC. Roth, Randy 2633 Telegraph Avenue, #409 Oakland, CA 94612 <i>General operating budget support for the three FYE 6/30/11, 2012 and 2013</i>	20110003	\$35,000	01/18/2013	13641
FAMILY AID-CATHOLIC EDUCATION Good, Chris 2121 Harrison Street, Suite 100 Oakland, CA 94612 <i>The FACE tuition assistance program for the 2012/2013 school year.</i>	20130030	\$150,000	01/11/2013	13634
FAMILY BUILDERS BY ADOPTION Miller, Colleen 401 Grand Avenue, Suite 400 Oakland, CA 94610 <i>Budget support for the Forever Family Project for the FYE 6/30/14.</i>	20130045	\$15,000	07/12/2013	13789
FOOD BANK OF CONTRA COSTA AND SOLANO Sly, Larry P.O. Box 6324 Concord, CA 94524-1324 <i>Budget support for Christmas 2012 programs for the needy in the East Bay.</i>	20130007	\$50,000	11/02/2012	13564
HANDS OF HOPE Clifton, Pam P. O. Box 88 Yuba City, CA 95992 <i>Budget support for Christmas 2012 programs for the needy in the Yuba City area.</i>	20130008	\$25,000	11/02/2012	13565
HARBOR HOUSE MINISTRIES, INC. Dwyer, Kathy 1811 11th Avenue Oakland, CA 94606 <i>Budget support for the Youth Programs during the two FYE 12/31/11 and 12/31/12</i>	20110049	\$25,000	10/19/2012	13544
HEMET HOSPICE VOLUNTEERS, INC. Hoyt-Rhoten, Mayzelle 2091 West Florida Avenue, Suite 200 Hemet, CA 92545 <i>Renovation and equipping of the new Hospice House.</i>	20070045	\$50,000	10/19/2012	13541

Payee Organization Request Primary Contact Project Title	Grant No.	Amount	Date Paid	Check #
HOPE 4 THE HEART Popejoy, Victoria 22035 Meekland Avenue Hayward, CA 94541 <i>Construction of a new food storage warehouse as Phase 1 of an expansion of Hope 4 the Heart's facilities.</i>	20100046	\$100,000	08/01/2013	13787
JOHN MUIR HEALTH FOUNDATION Carew, Patrick J. 1400 Treat Boulevard Walnut Creek, CA 94597-2142 <i>Equipment costs for new facilities at the John Muir Medical Center (the new Patient Care Tower).</i>	20070034	\$2,000,000	12/07/2012	13604
LEADERSHIP PUBLIC SCHOOLS Waters, Louise Bay 344 Thomas L. Berkley Way, Suite 340 Oakland, CA 94612 <i>Budget support for the Academic Support Program during the 2012-2013 school year at three campuses: Richmond, Hayward and Oakland.</i>	20120051	\$30,000	10/19/2012	13545
LIFELONG MEDICAL CARE Lynch, Martin A. P.O. Box 11247 Berkeley, CA 94712-2247 <i>Renovation & expansion of the West Berkeley Family Practice clinic.</i>	20100044	\$200,000	11/02/2012	13577
MAGDALENA ECKE FAMILY YMCA Hight, Susan 200 Saxony Road Encinitas, CA 92024 <i>Renovation and redesign of the Magdalena Ecke YMCA Skate Park (TAV).</i>	20120037	\$40,000	01/11/2013	13631
MARINE TOYS FOR TOTS FOUNDATION Bannar, Erick c/o Marine Corps Reserve 3225 Willow Pass Road Concord, CA 94519 <i>Budget support for Christmas 2012 programs for the needy in Alameda and Contra Costa Counties.</i>	20130009	\$37,500	11/02/2012	13566
MARINE TOYS FOR TOTS FOUNDATION Bannar, Erick c/o Marine Corps Reserve 3225 Willow Pass Road Concord, CA 94519 <i>Budget support for Christmas 2012 programs for the needy in Alameda and Contra Costa Counties.</i>	20130009	\$37,500	11/02/2012	13567

Payee Organization Request Primary Contact Project Title	Grant No.	Amount	Date Paid	Check #
MEALS ON WHEELS OF CONTRA COSTA, INC. Kraintz, A. Paul P.O. Box 3195 Martinez, CA 94553 <i>Budget support for Christmas 2012 programs for the needy in the East Bay</i>	20130010	\$50,000	11/02/2012	13568
MERCY RETIREMENT AND CARE CENTER Creedon, Patty 3431 Foothill Boulevard Oakland, CA 94601 <i>Budget support for Christmas 2012 programs for the needy in the East Bay.</i>	20130018	\$25,000	11/02/2012	13576
MY NEW RED SHOES Yeagley, Jennifer 330 Twin Dolphin Drive, Suite 135 Redwood City, CA 94065 <i>Budget support for the Clothing For Confidence program during the 2013 back-to-school season, for homeless children in Alameda and Contra Costa Counties (BBL).</i>	20130041	\$10,000	04/12/2013	13715
OAKLAND MILITARY INSTITUTE - COLLEGE PREPARATORY ACADEMY Ryan, Mark P. 3877 Lusk Street Oakland, CA 94608 <i>Construction of the new Math, Science and Technology Center.</i>	20120050	\$500,000	06/21/2013	13768
OAKLAND SCHOOLS FOUNDATION Stanley, Brian P.O. Box 27148 Oakland, CA 94602 <i>Budget support for the Elementary Literacy Collaborative for 12 public schools during the 2013-2014 school year.</i>	20130035	\$75,000	09/11/2013	13837
OAKLAND UNIFIED SCHOOL DISTRICT Smith, Anthony Administration Building / 1025 Second Avenue Room 301 Oakland, CA 94606 <i>Budget support for Quality Community School Development Department (QCSD) and the Secondary Literacy Program during the 2012-2013 school year</i>	20130024	\$500,000	02/01/2013	13656
ORAL LEE BROWN FOUNDATION Brown, Oral Lee 9901 MacArthur Boulevard Oakland, CA 94605 <i>Budget support for the Tutorial, Mentoring & Family First Reading Program during the FYE 12/31/13. (JVS)</i>	20130026	\$15,000	01/11/2013	13633

Payee Organization Request Primary Contact Project Title	Grant No.	Amount	Date Paid	Check #
OREGON STATE UNIVERSITY RUGBY CLUB Hussey, Tom 1966 SW Terrace Drive Portland, OR 97201 <i>Matching funds for the Patrick Wayne Valley Endowment Fund which supports the OSU Rugby Club</i>	20120009	\$14,100	03/29/2013	13708
PALO ALTO MEDICAL FOUNDATION Gibson, Liam 2350 W. El Camino Real, Sixth Floor Mountain View, CA 94040 <i>Build-out, equipping and related costs for the Infusion Therapy Center at the Fremont Clinic. (SMC)</i>	20110044	\$84,000	06/21/2013	13767
RANCHO SANTA FE ATTACK SOCCER CLUB Allyne, Neville 616 Stevens Avenue Solana Beach, CA 92075 <i>Budget support for the scholarship program of the Rancho Santa Fe Attack Soccer Club, BOI Green Team, for the three FYE 1/31/2014, 15 & 16.(TAV)</i>	20130020	\$7,500	04/12/2013	13712
SALVATION ARMY - Alameda County Command Williams, Dan 379 12th Street P.O. Box 510 Oakland, CA 94607 <i>Budget support for Christmas 2012 programs for the needy in the East Bay.</i>	20130013	\$50,000	11/02/2012	13571
SAN LEANDRO BOYS & GIRLS CLUB Glotch, Robert P.O. Box 234 San Leandro, CA 94577 <i>Two year budget support for the Reading and Math Intervention Specialist Program for both after-school and summer, beginning with the 2012/2013 school year.</i>	20120048	\$100,000	10/19/2012	13543
SAN LEANDRO SCHOLARSHIP FOUNDATION Pennebaker, Chad P.O. Box 1151 San Leandro, CA 94577 <i>The 2013 Scholarship Program.(SMC)</i>	20130039	\$30,000	04/12/2013	13714
SOCIETY OF ST. VINCENT DE PAUL OF ALAMEDA COUNTY Arca, Philip 9235 San Leandro Street Oakland, CA 94603 <i>Budget support for Christmas 2012 programs for the needy in the East Bay.</i>	20130014	\$50,000	11/02/2012	13572

Payee Organization Request Primary Contact Project Title	Grant No.	Amount	Date Paid	Check #
SOS/MEALS ON WHEELS McCabe, Connie 1435 Grove Way Hayward, CA 94546 <i>Renovation and equipment for a newly leased site in San Leandro for the commercial kitchen.</i>	20130046	\$150,000	07/12/2013	13790
ST. ELIZABETH ELEMENTARY SCHOOL McAvoy, Kathleen 1516 33rd Avenue Oakland, CA 94601 <i>Tuition assistance during the 2012/2013 school year.</i>	20130038	\$100,000	03/22/2013	13692
ST. JAMES ACADEMY Dunn, Kathy 623 Nardo Avenue Solana Beach, CA 92075 <i>General operating budget support for the FYE 6/30/14. (TAV)</i>	20130042	\$10,000	06/10/2013	13762
ST. JOSEPH NOTRE DAME HIGH SCHOOL Chiu, Simon 1011 Chestnut Street Alameda, CA 94501 <i>Seismic retrofitting, building and classroom renovations (the Capstone Project).</i>	20130034	\$300,000	07/19/2013	13801
ST. MARY'S CENTER Johnson, Carol 925 Brockhurst Street Oakland, CA 94608 <i>Budget support for Christmas 2012 programs for the needy in the East Bay.</i>	20130011	\$50,000	11/02/2012	13569
ST. VINCENT DE PAUL SOCIETY (Contra Costa) Anguay, Melanie 2210 Gladstone Drive Pittsburg, CA 94565 <i>Budget support for Christmas 2012 programs for the needy in the East Bay.</i>	20130012	\$50,000	11/02/2012	13570
ST. VINCENT de PAUL VILLAGE Bolstad, Bill 3350 E. Street San Diego, CA 92102-3332 <i>Budget support for Christmas 2012 programs for the needy in the San Diego area.</i>	20130019	\$25,000	12/05/2012	13603
TEACH FOR AMERICA, INC. Scroggins, Eric 22 4th Street, 7th Floor San Francisco, CA 94103 <i>Three years of budget support for East Bay Area operations (for the 3 years ending 6/30/12 - 6/30/14).</i>	20110046	\$450,000	01/11/2013	13630

Payee Organization Request Primary Contact Project Title	Grant No.	Amount	Date Paid	Check #
UC DAVIS, School of Veterinary Medicine Lairmore, Michael D. One Shields Avenue Davis, CA 95616-8734 <i>The construction of Veterinary Medicine III B (VM3B) for interdisciplinary research.</i>	20060019	\$1,666,667	01/11/2013	13629
UNIVERSITY OF CALIFORNIA - BERKELEY Biddy, Scott Office of the Vice Chancellor - University Relations 2080 Addison Street #4200 Berkeley, CA 94720-4200 <i>The construction of Li Ka Shing Center for Biomedical and Health Sciences (old Warren Hall).</i>	20000108	\$3,571,428	02/01/2013	13655
UNIVERSITY OF CALIFORNIA BERKELEY FOUNDATION Cutting, Jenny 2080 Addison Street # 4200 Berkeley, CA 94720-4200 <i>Establishment of the John P. Stock Faculty Fellows Fund, for research in biomedical science, in memory of John P. Stock.</i>	20130023	\$10,000,000	06/07/2013	13757
UNIVERSITY OF MASSACHUSETTS MEDICAL SCHOOL Collins, Michael F. Office of the Chancellor 55 Lake Avenue North, S1-340 Worcester, MA 01655-0002 <i>Construction of Dr Lou Messina's lab in the new Advanced BioTherapeutics Center at the Albert Sherman Center.</i>	20130031	\$4,600,000	05/03/2013	13732
USO Sagle, Ann 2111 Wilson Boulevard, Suite 1200 Arlington, VA 22201 <i>Budget support for Christmas 2012 programs for U.S. Troops and their families.</i>	20130015	\$75,000	11/02/2012	13573
VOLUNTEER CENTER OF THE EAST BAY Loss, Jo 700 Ygnacio Valley Road #140 Walnut Creek, CA 94596 <i>Budget support for Christmas 2012 "Share the Spirit" program for the needy in the East Bay.</i>	20130016	\$25,000	11/02/2012	13574
WEST COUNTY ADULT DAY CARE/ALZHEIMERS RESPITE CENTER Price-Janke, Deborah 1015 Nevin Avenue, Suite 108 Richmond, CA 94801 <i>General operating budget support for the three FYE 12/31/2012, 2013 and 2014.</i>	20120040	\$20,000	07/05/2013	13786

Payee Organization Request Primary Contact Project Title	Grant No.	Amount	Date Paid	Check #
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WOUNDED WARRIORS PROJECT	20130017	\$50,000	11/02/2012	13575
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Burgess, Ronald W.

4899 Belfort Road, Suite 300

Jacksonville, FL 32256

Budget support for Christmas 2012 programs for U.S. Troops and their families.

Grand Total	<u>\$27,143,695</u>
(59 items)	

WAYNE AND GLADYS VALLEY FOUNDATION

GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTS

FYE 9/30/13

	Approved 2013	Amount Paid 2013	Ending Balance
CATHOLIC			
CATHOLIC CHARITIES OF THE EAST BAY Soloman Belette, E.D. 433 Jefferson Street Oakland, CA 94607-3539 <i>Budget support for Christmas 2012 programs for the needy in the East Bay</i>	\$ 50,000	\$ 50,000	\$ -
CATHOLIC CHARITIES OF THE EAST BAY Soloman Belette, E.D. 433 Jefferson Street Oakland, CA 94607-3539 <i>General operating budget support for the FYE 4/30/13</i>	\$ 250,000	\$ 250,000	\$ -
DOMINICAN SISTERS OF MISSION SAN JOSE Sr Diane Claire Adams, Treasurer General 43326 Mission Boulevard Fremont, CA 94539-5829 <i>Construction of a new retirement residence and renovation of Siena House.</i>	\$ 7,500,000	\$ -	\$ 7,500,000
MERCY RETIREMENT AND CARE CENTER Sr. Patty Creedonk RSM, Administrator 3431 Foothill Boulevard Oakland, CA 94601 <i>Budget support for Christmas 2012 programs for the needy in the East Bay.</i>	\$ 25,000	\$ 25,000	\$ -
SAINT PHILIP NERI-ST. ALBERT THE GREAT Fr. Joy Kumarthussenl, Pastor 3101 Van Buren Street Alameda, CA 94501 <i>Phase II of various upgrade and repair projects at the facilities of Saint Philip Neri Parish</i>	\$ 50,000	\$	\$ 50,000
Total CATHOLIC (10 items)	\$ 7,875,000	\$ 325,000	\$ 7,550,000

Approved 2013	Amount Paid 2013	Ending Balance
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COMMUNITY SERVICES

A FRIENDLY MANOR	\$	25,000	\$	25,000	
Sister Maureen Lyons, Director 2298 San Pablo Avenue Oakland, CA 94612 <i>Budget support for Christmas 2013 programs for the needy in the East Bay.</i>					
ALAMEDA COUNTY COMMUNITY FOOD BANK	\$	50,000	\$	50,000	\$ -
Suzan Bateson P.O. Box 2599 Oakland, CA 94614 <i>Budget support for Christmas 2012 programs for the needy in the East Bay.</i>					
ALAMEDA COUNTY MEALS ON WHEELS, INC.	\$	50,000	\$	50,000	\$ -
Cindy Houts, ED 6955 Foothill Boulevard, Suite 300 Oakland, CA 94605 <i>Budget support for Christmas 2012 programs for the needy in the East Bay</i>					
ALZHEIMER'S ASSOCIATION			\$	35,000	\$ 35,000
William H. Fisher, CEO 1060 La Avenida Street Mountain View, CA 94043 <i>Budget support for the East Bay Education, Outreach and Communications Program</i>					
BERKELEY FOOD AND HOUSING PROJECT	\$	50,000	\$	50,000	\$ -
Terri Light, E.D. 2140 Dwight Way Berkeley, CA 94704 <i>Budget support for Christmas 2012 programs for the needy in the East Bay.</i>					
BERKELEY FOOD AND HOUSING PROJECT	\$	25,000		\$	25,000
Terri Light, E.D. 2140 Dwight Way Berkeley, CA 94704 <i>Budget support for Christmas 2013 programs for the needy in the East Bay.</i>					
BUILDING FUTURES WITH WOMEN & CHILDREN	\$	25,000	\$	25,000	\$ -
Liz Varela, E.D. 1395 Bancroft Avenue, Suite 13 Berkeley, CA 94577 <i>Budget support for Christmas 2012 programs for the needy in the East Bay.</i>					

	Approved 2013	Amount Paid 2013	Ending Balance
BUILDING FUTURES WITH WOMEN & CHILDREN Liz Varela, E.D. 1395 Bancroft Avenue, Suite 13 Berkeley, CA 94577 <i>Budget support for Christmas 2013 programs for the needy in the East Bay.</i>	\$ 20,000	\$	20,000
CHILDREN'S HOSPITAL & RESEARCH CENTER FOUR Dr. Bertram H Lubin, CEO 2201 Broadway, Suite 600 Oakland, CA 94612 <i>Budget support for Christmas 2013 programs for the needy in the East Bay.</i>	\$ 25,000	\$	25,000
CLAUSEN HOUSE Robb Ollett, Interim Director of Development 88 Vernon Street Oakland, CA 94610 <i>Support for various capital purposes considered Priority Level 1.</i>	\$ 150,000	\$ -	150,000
DAVIS STREET FAMILY RESOURCE CENTER Rose Padilla Johnson, ED 3081 Teagarden Street San Leandro, CA 94577 <i>Purchase and infrastructure upgrades of the Center in San Leandro (3081 Teagarden Street).</i>	\$ -	\$ 200,000	-
DAVIS STREET FAMILY RESOURCE CENTER Rose Padilla Johnson, ED 3081 Teagarden Street San Leandro, CA 94577 <i>Budget support for Christmas 2012 programs for the needy in the East Bay.</i>	\$ 50,000	\$ 50,000	-
DAVIS STREET FAMILY RESOURCE CENTER Rose Padilla Johnson, ED 3081 Teagarden Street San Leandro, CA 94577 <i>Budget support for Christmas 2013 programs for the needy in the East Bay</i>	\$ 25,000	\$	25,000
DOWN SYNDROME CONNECTION OF THE E. BAY Nancy LaBelle, E.D. 101-J Town and Country Drive Danville, CA 94526 <i>General operating budget support for the three years from FYE 12/31/2013 - 2015.</i>	\$ 120,000	\$ 40,000	80,000

	Approved 2013	Amount Paid 2013	Ending Balance
FOOD BANK OF CONTRA COSTA AND SOLANO Larry Sly, ED P.O. Box 6324 Concord, CA 94524-1324 <i>Budget support for Christmas 2012 programs for the needy in the East Bay</i>	\$ 50,000	\$ 50,000	\$ -
HANDS OF HOPE Pam Clifton P.O. Box 88 Yuba City, CA 95992 <i>Budget support for Christmas 2012 programs for the needy in the East Bay.</i>	\$ 25,000	\$ 25,000	\$ -
HANDS OF HOPE Pam Clifton P.O. Box 88 Yuba City, CA 95992 <i>General operating budget support for the FYE 6/30/14 (approved as a Christmas grant).</i>	\$ 30,000		\$ 30,000
HARBOR HOUSE MINISTRIES, INC. Kathy Teng Dwyer, ED 1811 11th Avenue Oakland, CA 94606 <i>General operating budget support for the two FYE 12/31/11 and 12/31/12.</i>		\$ 25,000	\$ -
HOPE 4 THE HEART Victoria Popejoy, ED 22035 Meekland Avenue Hayward, CA 94541 <i>Construction of a new food storage warehouse as Phase I of an expansion of facilities.</i>	\$ -	\$ 100,000	\$ -
MARINE TOYS FOR TOTS FOUNDATION S. Sgt. Erick Banner 3225 Willow Pass Road Concord, CA 94519 <i>Budget support for Christmas 2012 programs for the needy in the East Bay.</i>	\$ 75,000	\$ 75,000	\$ -
MARINE TOYS FOR TOTS FOUNDATION S. Sgt. Erick Banner 3225 Willow Pass Road Concord, CA 94519 <i>Budget support for Christmas 2013 programs for the needy in the East Bay.</i>	\$ 25,000		\$ 25,000

	Approved 2013	Amount Paid 2013	Ending Balance
MEALS ON WHEELS OF CONTRA COSTA A. Paul Kraitz, Co-Founder P.O. Box 3195 Martinez, CA 94519 <i>Budget support for Christmas 2012 programs for the needy in the East Bay.</i>	\$ 50,000	\$ 50,000	\$ -
MERCY RETIREMENT AND CARE CENTER Sr. Patty Creedon, RSM, Administrator 3431 Foothill Boulevard Oakland, CA 94601 <i>Budget support for Christmas 2013 programs for the needy in the East Bay.</i>	\$ 25,000		\$ 25,000
SALVATION ARMY - Alameda County Command Major Joe Hoogstad, Alameda County Coordinator P.O. Box 510 Oakland, CA 94607 <i>Budget support for Christmas 2012 programs for the needy in the East Bay.</i>	\$ 50,000	\$ 50,000	\$ -
SALVATION ARMY - Alameda County Command Major Joe Hoogstad, Alameda County Coordinator P.O. Box 510 Oakland, CA 94607 <i>Budget support for Christmas 2013 programs for the needy in the East Bay.</i>	\$ 25,000		\$ 25,000
SOCIETY OF ST. VINCENT DE PAUL OF ALAMEDA Philip Arca, ED 9235 San Leandro Street Oakland, CA 94603 <i>Budget support for Christmas 2012 programs for the needy in the East Bay.</i>	\$ 50,000	\$ 50,000	\$ -
SOCIETY OF ST. VINCENT DE PAUL OF ALAMEDA Robert Lindberg, Interim ED 9235 San Leandro Street Oakland, CA 94603 <i>Remodeling of the SVdP kitchen on San Pablo Avenue.</i>	\$ 50,000		\$ 50,000
SOCIETY OF ST. VINCENT DE PAUL OF ALAMEDA Philip Arca, ED 9235 San Leandro Street Oakland, CA 94603 <i>Budget support for Christmas 2013 programs for the needy in the East Bay.</i>	\$ 25,000		\$ 25,000

	Approved 2013	Amount Paid 2013	Ending Balance
ST. MARY'S CENTER Carol Johnson, E.D. 925 Brockhurst Street. Oakland, CA 94603 <i>Budget support for Christmas 2012 programs for the needy in the East Bay</i>	\$ 50,000	\$ 50,000	\$ -
ST. MARY'S CENTER Carol Johnson, E.D. 925 Brockhurst Street. Oakland, CA 94603 <i>Budget support for Christmas 2013 programs for the needy in the East Bay</i>	\$ 25,000		\$ 25,000
ST. VINCENT DE PAUL SOCIETY (Contra Costa) James Noe 2210 Gladstone Drive Pittsburg, CA 94565 <i>Budget support for Christmas 2012 programs for the needy in the East Bay.</i>	\$ 50,000	\$ 50,000	\$ -
ST. VINCENT DE PAUL SOCIETY (Contra Costa) James Noe 2210 Gladstone Drive Pittsburg, CA 94565 <i>Budget support for Christmas 2013 programs for the needy in the East Bay.</i>	\$ 25,000		\$ 25,000
ST. VINCENT DE PAUL VILLAGE Bill Bolstad, VP of Capital Development 3350 E Street San Diego, CA 92102-2332 <i>Budget support for Christmas 2012 programs for the needy in the San Diego area.</i>	\$ 25,000	\$ 25,000	\$ -
ST. VINCENT DE PAUL VILLAGE Bill Bolstad, VP of Capital Development 3350 E Street San Diego, CA 92102-2332 <i>Budget support for Christmas 2013 programs for the needy in the San Diego area.</i>	\$ 25,000		\$ 25,000
SOS/MEALS ON WHEELS Connie McCabe, ED 1435 Grove Way Hayward, CA 94546 <i>Renovation and equipment of the commercial kitchen at the new San Leandro site.</i>	\$ 150,000	\$ 150,000	\$ -

	Approved 2013	Amount Paid 2013	Ending Balance
USO Ann Sagle, Sr. Manager Donor Services 2111 Wilson Blvd., Suite 1200 Arlington, VA 22201 <i>Budget support for Christmas 2012 programs for US Troops and their families.</i>	\$ 75,000	\$ 75,000	\$ -
USO Ann Sagle, Sr. Manager Donor Services 2111 Wilson Blvd., Suite 1200 Arlington, VA 22201 <i>Budget support for Christmas 2013 programs for US Troops and their families.</i>	\$ 25,000		\$ 25,000
VOLUNTEER CENTER OF THE EAST BAY John Tarman, E.D. 700 Ignacio Valley Road, # 410 Walnut Creek, CA 94596 <i>Budget support for Christmas 2012 programs for the needy in the East Bay</i>	\$ 25,000	\$ 25,000	\$ -
VOLUNTEER CENTER OF THE EAST BAY John Tarman, E.D. 700 Ignacio Valley Road, # 410 Walnut Creek, CA 94596 <i>Budget support for Christmas 2013 programs for the needy in the East Bay.</i>	\$ 25,000		\$ 25,000
WALLA WALLA SENIOR CITIZENS CENTER, IHNC. Michael Johnsohn, E.D. 720 Sprague Street Walla Walla, WA 99362 <i>General operating budget support for the FYE 12/31/13</i>	\$ 10,000		\$ 10,000
WEST COUNTY ADULT DAY CARE/ALZHEIMERS RESPITE CENTER Ms. Deborah Price-Janke, E.D. 1015 Nevin Avenue, Suite 108 Richmond, CA 94801 <i>General operating budget support for the three FYE 12/31/12, 2013 and 2014.</i>		\$ 20,000	\$ 20,000
WOUNDED WARRIORS PROJECT Ronald Burgess, CFO 4899 Belfort Road, Suite 300 Jacksonville, FL 32256 <i>Budget support for Christmas 2012 programs for US Troops and their families.</i>	\$ 50,000	\$ 50,000	\$ -

	Approved 2013	Amount Paid 2013	Ending Balance
WOUNDED WARRIORS PROJECT Catherine McDonough, Development 4899 Belfort Road, Suite 300 Jacksonville, FL 32256 <i>Budget support for Christmas 2013 programs for US Troops and their families.</i>	\$ 25,000		\$ 25,000

Total COMMUNITY SERVICES (46 items)	\$ 1,680,000	\$ 1,370,000	\$ 745,000
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EDUCATION

BERKELEY PUBLIC LIBRARY FOUNDATION David Snyder, ED 2090 Kittredge Street Berkeley, CA 94704 <i>The Neighborhood Libraries Campaign</i>		\$ 300,000	\$ -
BOYS & GIRLS CLUB OF EL SOBRANTE William Zeier, ED 4660 Appian Way El Sobrante, CA 94820 <i>Budget support for after-school programs during the FYE 6/30/14.</i>	\$ 35,000	\$ 35,000	\$ -
BUSINESSES UNITED IN INVESTING, LENDING & Paul Collins, E. D. 2385 Bay Road Redwood City, CA 9463 <i>2-year budget support for the BUILD program in Oakland during the 2013-2014 and 2014-2015 school</i>	\$ 100,000		\$ 100,000
FAITH NETWORK OF THE EAST BAY Randy Rogh, President 2633 Telegraph Avenue, #409 Oakland, CA 94612 <i>General operating budget support for the three FYE 6/30/11, 2012 and 2013.</i>		\$ 35,000	\$ -
LEADERSHIP PUBLIC SCHOOLS Louise Bay Waters, CEO & Superintendent 344 Thomas L Berkley Way, Suite 340 Oakland, CA 94612 <i>Budget support for the Academic Support Program during the 2012-2013 school year in Richmond, Hayward and Oakland.</i>		\$ 30,000	\$ -

	Approved 2013	Amount Paid 2013	Ending Balance
OAKLAND MILITARY INSTITUTE-COLLEGE PREPERATORY ACADEMY		\$ 500,000	\$ -
Mark P. Ryan, Superintendent 3877 Lusk Street Oakland, CA 94608 <i>Construction of the new Math, Science and Technology Center.</i>			
OAKLAND SCHOOLS FOUNDATION	\$ 75,000	\$ 75,000	\$ -
Brian Stanley, E.D P.O. Box 27148 Oakland, CA 94602 <i>Budget support for the Elementary Literacy Collaborative in 12 public schools.</i>			
OAKLAND UNIFIED SCHOOL DISTRICT	\$ 500,000	\$ 500,000	\$ -
Anthony Smith, Superintendent 1025 Second Avenue, Room 301 Oakland, CA 94606 <i>Budget support for the Quality Community School Dept. and the Secondary Literacy Program.</i>			
THE OAKLAND ZOO	\$ 15,000,000	\$	15,000,000
Dr. Joel J. Parrott, ED P.O. Box 5238, 9777 Golf Links Road Oakland, CA 94605 <i>Construction of the new California Trail expansion of the Zoo</i>			
OAKWOOD SCHOOLS EDUCATION FOUNDATION	\$ 50,000	\$	50,000
Ms. Julie M. Halpern, Director P.O. Box 350 Dayton, OH 45409 <i>Support for the Engineering Lab at Oakwood High School.</i>			
ORAL LEE BROWN FOUNDATION	\$ 15,000	\$ 15,000	\$ -
Ms. Oral Lee Brown, Founder/CEO 901 MacArthur Boulevard Oakland, CA 94605 <i>Budget support for the Tutorial, Mentoring & Family First Reading Program during the FYE 12/31/13.</i>			
OREGON STATE UNIVERSITY FOUNDATION - Rugby		\$ 14,100	\$ -
Mike Goodwin, President & CEO 850 S.W. 35th Street Corvallis, OR 97333 <i>Matching funds for the Patrick Wayne Valley Endowment Fund which supports the OSU Rugby Club.</i>			

	Approved 2013	Amount Paid 2013	Ending Balance
SAN LEANDRO BOYS & GIRLS CLUB Robert Glotch, ED P.O. Box 234 401 Marina Boulevard San Leandro, CA 94577 <i>Two-year budget support for After School Education Services (ASES) during the FYE 6/30/12 and 2013</i>		\$ 100,000	\$ 100,000
SAN LEANDRO SCHOLARSHIP FOUNDATION Chad Pennebaker, President P.O. Box 1151 401 Marina Boulevard San Leandro, CA 94577 <i>The 2013 Scholarship Program</i>	\$ 30,000	\$ 30,000	-
TEACH FOR AMERICA Emily Bobel 22 Fourth Street, 7th Floor San Francisco, CA 94103 <i>Three years of budget support for Bay Area operations (for the FYE 6/30/12 - 6/30/14).</i>		\$ 450,000	\$ 450,000
U.C. BERKELEY Donald A. McQuade, Vice Chancellor Office of the Chancellor - University Relations / 2440 Bancroft Way #4200 Berkeley, CA 94720-4200 <i>The construction of Li Ka Shing Center for Biomedical and Health Sciences (old Warren Hall, now called Li Ka- Shing).</i>	\$ -	\$ 3,571,428	\$ 3,571,428
UC BERKELEY FOUNDATION Scott Biddy, President 2080 Addison Street, # 4200 Berkeley, CA 94720-4200 <i>Establishment of the John P. Stock Faculty Fellows Fund for research in biomedical scienc.</i>	\$ 10,000,000	\$ 10,000,000	-
UC DAVIS / School of Veterinary Medicine Dr. Gregory L. Ferraro, Director, Center for Equine Health One Shields Avenue Davis, CA 95616 <i>Construction of Veterinary Medicine III B (VM3B) for interdisciplinary research</i>		\$ 1,666,667	-
Total EDUCATION (20 items)	\$ 25,805,000	\$ 17,322,195	\$ 19,271,428

Approved 2013	Amount Paid 2013	Ending Balance
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EDUCATION-CATHOLIC

DIOCESE OF OAKALND - DEPT. OF CATHOLIC SCHOOLS	\$	300,000	\$	300,000	\$	-
Sister Barbara Bray, Superintendent 2121 Harrison Street Oakland, CA 94612 <i>Budget support for both the needs of urban schools in Oakland during the 2012-2013 school year.</i>						
FAMILY AID - CATHOLIC EDUCATION	\$	150,000	\$	150,000	\$	-
Mr. Chns Good, E.D. 2121 Harrison Street, Suite 1400 Oakland, CA 94612 <i>Budget support for the FACE tuition assistance program during the 2012-2013 school year.</i>						
MOREAU CATHOLIC HIGH SCHOOL	\$	1,500,000			\$	1,500,000
Terry Lee, President 27170 Mission Boulevard Hayward, CA 94544 <i>Renovation & improvement of the outdoor athletic facilities.</i>						
ST. AUGUSTINE HIGH SCHOOL OF SAN DIEGO	\$	2,500,000			\$	2,500,000
Edwin J. Hearn, President 3266 Nutmeg Street San Diego, CA 92104 <i>Construction of a Gymnasium and Student Activity Center (Phase 2A).</i>						
SAINT ELIZABETH ELEMENTARY SCHOOL	\$	100,000	\$	100,000	\$	-
Kathleen McAvoy, Principal 1516 33rd Ave. Oakland, CA 94601 <i>Tuition Assistance for the 2012/2013 school year.</i>						
ST. JAMES ACADEMY	\$	10,000	\$	10,000	\$	-
Kathy Dunn, Principal 623 Nardo Avenue Solana Beach, CA 92075 <i>General operating budget support for the FYE 6/30/14.</i>						
ST. JOSEPH NOTRE DAME HIGH SCHOOL	\$	300,000	\$	300,000	\$	-
Simon Chiu, Principal 1011 Chestnut Street Alameda, CA 94501 <i>Seismic retrofit and building & classroom renovations (the Capstone Project).</i>						

	Approved 2013	Amount Paid 2013	Ending Balance
Total EDUCATION-CATHOLIC (12 items)	\$ 4,860,000	\$ 860,000	\$ 4,000,000

HEALTH

ALAMEDA COUNTY HEALTH CARE FOUNDATION	\$ 2,500,000	\$ -	\$ 2,500,000
Ms. Debra Barnes 350 Frank H. Ogawa Plaza, Suite 900 Oakland, CA 94612 <i>Equipment for the Women & Infants Center and the Diagnostics & Interventional Services Center in the new Acute Care Tower at Highland Hospital.</i>			
CROHN'S & COLITIS FOUNDATION OF AMERICA	\$ 10,000	\$ 10,000	\$ -
Greg Parkington, Endurance Manager, Team Challenge c/o Greater San Diego/Desert Chapter 7850 Mission Center Court, Suite 100 San Diego, CA 92108 <i>General operating budget support for the Greater San Diego/Desert Area Chapter during the FYE 12/31/13.</i>			
HEMET HOSPICE VOLUNTEERS, INC.	\$ -	\$ 50,000	\$ -
Sarah Fredricksen, House Project Director 890 West Stetson, Suite B Hemet, CA 92543 <i>Renovation and equipping of the new Hospice House.</i>			
JOHN MUIR FOUNDATION	\$ -	\$ 2,000,000	\$ -
Milton J. Smith, President 1400 Treat Boulevard, Second Floor Walnut Creek, CA 94597-2142 <i>Equipment costs for new facilities at the John Muir Medical Center (the new Patient Care Tower)</i>			
LIFELONG MEDICAL CARE	\$ -	\$ 200,000	\$ -
Martin A. Lynch, ED P.O. Box 11247 Berkeley, CA 94712-2247 <i>Renovation & expansion of the West Berkeley Family Practice clinic.</i>			
PALO ALTO MEDICAL FOUNDATION	\$	\$ 84,000	\$ -
Dr. Richard Slavin, MD 2350 W. El Camino Real, Sixth Floor Mountain View, CA 94040 <i>Build-out, equipping and related costs for the Infusion Therapy Cener at the Fremont Clinic (SMC)</i>			

	Approved 2013	Amount Paid 2013	Ending Balance
UNIVERSITY OF MASSACHUSETTS MEDICAL SCHOOL	\$ 4,600,000	\$ 4,600,000	\$ -
Dr. Louis M. Messina, M.D., Chief, Division of Vascular Surgery 55 Lake Avenue North Worcester, MA 01655-0337 <i>Construction of Dr. Lou Messina's lab in the new Advanced BioTherapeutics Center at the Albert Sherman Center.</i>			

Total HEALTH (8 items)	\$ 7,110,000	\$ 6,944,000	\$ 2,500,000
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SPORTS

RANCHO SANTE FE YOUTH SOCCER	\$ 22,500	\$ 7,500	\$ 15,000
Ms. Lauren Otsuki, President 616 Stevens Avenue Solana Beach, CA 92075 <i>Budget support for the scholarship program for the Rancho Santa Fe Attack Soccer Club for the three FYE 1/31/14, 2015 & 2016</i>			
SPECIAL OLYMPICS NORTHERN CALIFORNIA	\$ 125,000	\$	\$ 125,000
Rebecca Thompson, General Counsel 3480 Buskirk Avenue, Suite 340 Pleasant Hill, CA 94523 <i>Budget support for the Special Olympics East Bay Region Sports Competition during the 5 years 2013 - 2017.</i>			

Total SPORTS (2 items)	\$ 147,500	\$ 7,500	\$ 140,000
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YOUTH

BOYS & GIRLS CLUBS OF OAKLAND	\$ 50,000	\$	\$ 50,000
Calvester Stanley, President P.O. Box 23203 Oakland, CA 94623 <i>General operating budget support for the FYE 12/31/13.</i>			

	Approved 2013	Amount Paid 2013	Ending Balance
DIABETIC YOUTH FOUNDATION		\$ 250,000	\$ -
Mats I. Wallin, ED 5167 Clayton Road, Suite F Concord, CA 94521 <i>Phase III of the renovation of Bearskin Meadow Camp.</i>			
EAST OAKLAND YOUTH DEVELOPMENT CENTER	\$ 1,250,000		\$ 1,250,000
Regina Jackson, President & CEO 8200 International Boulevard Oakland, CA 94621 <i>Renovation and expansion of the facility.</i>			
FAMILY BUILDERS BY ADOPTION	\$ 15,000	\$ 15,000	\$ -
Jill Jacobs, ED 401 Grand Avenue, Suite 400 Oakland, CA 94610 <i>Budget support for the Forever Family Project for the FYE 6/30/14</i>			
MAGDALENA ECKE FAMILY YMCA		\$ 40,000	\$ -
Susan Hight, E.D. 200 Saxony Road Encinitas, CA 92024 <i>Renovation and redesign of the Skate Park (TAV)</i>			
MY NEW RED SHOES	\$ 10,000	\$ 10,000	\$ -
Jennifer Yeagley, E.D. 330 Twin Dolphin Drive, Suite 135 Redwood City, CA 94065 <i>Budget support for the Alameda & Contra Costa County Clothing For Confidence program during the 2013 back- to-school season.</i>			
YOUTH EMPLOYMENT PARTNERSHIP	\$ 25,000		\$ 25,000
Ms. Michele Clark, E.D. 2300 International Boulevard Oakland, CA 94601 <i>Construction of a new training kitchen.</i>			
Total YOUTH (7 items)	\$ 1,350,000	\$ 315,000	\$ 1,035,000
GRAND TOTAL	\$ -	\$ -	\$ -
	\$ 48,827,500	\$ 27,143,695	\$ 21,683,805