Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

For calendar year 2012, or tax year beginning 11/01 **, 2012, and ending** 10/31 , 2013

Arthur & Charlotte Zitrin Foundation
333 Green Street
San Francisco, CA 94133

A Employer identification number 26-4299156

B Telephone number (see the instructions) 415-274-9976

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, column (c), line 16)* ► $ 5,380,214.

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) (see instructions))*	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
REVENUE	1	Contributions, gifts, grants, etc, received (att sch)				
	2	Ck ► ☒ if the foundn is **not** req to att Sch B				
	3	Interest on savings and temporary cash investments	23.	23.	N/A	
	4	Dividends and interest from securities	17,863.	17,863.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	571,493.			
	b	Gross sales price for all assets on line 6a 2,261,928.				
	7	Capital gain net income (from Part IV, line 2)		571,493.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit/(loss) (att sch)				
	11	Other income (attach schedule) See Statement 1	250.			
	12	**Total.** Add lines 1 through 11	589,629.	589,379.		
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc	0.			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) See St 2	284.			284.
	b	Accounting fees (attach sch) See St 3	4,265.	2,132.		2,133.
	c	Other prof fees (attach sch)				
	17	Interest				
	18	Taxes (attach schedule)(see instrs) See Stm 4	79.	79.		
	19	Depreciation (attach sch) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	3,854.			3,854.
	22	Printing and publications				
	23	Other expenses (attach schedule) See Statement 5	9,114.	65.		9,049.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	17,596.	2,276.		15,320.
	25	Contributions, gifts, grants paid Part XV	309,614.			309,614.
	26	**Total expenses and disbursements.** Add lines 24 and 25	327,210.	2,276.		324,934.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	262,419.			
	b	**Net investment income** (if negative, enter -0-)		587,103.		
	c	**Adjusted net income** (if negative, enter -0-)				

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BAA For Paperwork Reduction Act Notice, see instructions. TEEA0504L 12/23/12 Form **990-PF** (2012)

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	**(b)** Book Value	**(c)** Fair Market Value
ASSETS	1	Cash – non-interest-bearing	13,528.	36,017.	36,017.
	2	Savings and temporary cash investments	1,408,274.	1,183,080.	1,183,080.
	3	Accounts receivable ►			
		Less allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less. allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	74.	74.	74.
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) Statement 6	2,461,572.	2,347,360.	3,562,846.
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis ►			
		Less. accumulated depreciation (attach schedule) ►			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) Statement 7		600,017.	598,197.
	14	Land, buildings, and equipment. basis ►			
		Less accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ►)			
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	3,883,448.	4,166,548.	5,380,214.
LIABILITIES	17	Accounts payable and accrued expenses		20,706.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)	25.		
	23	**Total liabilities** (add lines 17 through 22)	25.	20,706.	
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	3,883,423.	4,145,842.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	3,883,423.	4,145,842.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	3,883,448.	4,166,548.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,883,423.
2	Enter amount from Part I, line 27a	2	262,419.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	4,145,842.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	4,145,842.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	Sale of Publicly Traded Securities	P	Various	Various
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	2,261,928.		1,690,435.	571,493.
b				
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				571,493.
b				
c				
d				
e				

2	Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7. If (loss), enter -0- in Part I, line 7	2	571,493.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)· If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	230,542.	4,223,906.	0.054580
2010	191,635.	4,526,829.	0.042333
2009	192,468.	4,256,719.	0.045215
2008	46,503.	3,956,149.	0.011755
2007	290,195.	5,190,930.	0.055904

2	**Total** of line 1, column (d)	2	0.209787
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.041957
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,697,084.
5	Multiply line 4 by line 3	5	197,076.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,871.
7	Add lines 5 and 6	7	202,947.
8	Enter qualifying distributions from Part XII, line 4	8	324,934.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1 Date of ruling or determination letter: ________ **(attach copy of letter if necessary — see instrs)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☒ and enter 1% of Part I, line 27b			1	5,871.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3 Add lines 1 and 2			3	5,871.
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	5,871.
6 Credits/Payments:				
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	2,271.		
b Exempt foreign organizations — tax withheld at source	6 b			
c Tax paid with application for extension of time to file (Form 8868)	6 c			
d Backup withholding erroneously withheld	6 d			
7 Total credits and payments Add lines 6a through 6d			7	2,271.
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** See Statement 8 ►			9	3,770.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	
11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ►	**Refunded** ►		11	

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1 a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b		X
*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1 c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
If 'Yes,' attach a detailed description of the activities			
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
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4 a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If 'Yes,' attach the statement required by General Instruction T			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► CA, NV			
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*	8 b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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

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

Website address ► N/A

14 The books are in care of ► Richard Zitrin Telephone no. ► 415-274-9976

Located at ► 333 Green Street San Francisco CA ZIP + 4 ► 94133

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

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ►			

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

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

				Yes	No
1 a	During the year did the foundation (either directly or indirectly)				
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? See Stmt 10	☒ Yes ☒ No			
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
(6)	Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1 b		X
	Organizations relying on a current notice regarding disaster assistance check here	► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions.)		2 b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__				
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*		3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4 b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ► ☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . N/A ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If 'Yes' to 6b, file Form 8870

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Richard Zitrin 333 Green Street San Francisco, CA 94133	President 1.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 . . . . . ► 0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
None		
Total number of others receiving over $50,000 for professional services ►		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ►	0.

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	3,436,453.
b Average of monthly cash balances		1b	1,332,160.
c Fair market value of all other assets (see instructions)		1c	
d **Total** (add lines 1a, b, and c)		1d	4,768,613.
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	4,768,613.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	71,529.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	4,697,084.
6 **Minimum investment return.** Enter 5% of line 5		6	234,854.

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	234,854.
2a Tax on investment income for 2012 from Part VI, line 5	2a 5,871.		
b Income tax for 2012 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	5,871.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	228,983.
4 Recoveries of amounts treated as qualifying distributions		4	250.
5 Add lines 3 and 4		5	229,233.
6 Deduction from distributable amount (see instructions)		6	
7 **Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	229,233.

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	324,934.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 **Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	324,934.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	5,871.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	319,063.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				229,233.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			174,878.	
b Total for prior years: 20 ___, 20 ___, 20 ___		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► $ 324,934.				
a Applied to 2011, but not more than line 2a			174,878.	
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				150,056.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				79,177.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

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

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Statement 9				
Total			► **3a**	309,614.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	23.	
4 Dividends and interest from securities			14	17,863.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	571,493.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a Return of Grant					250.
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				589,379.	250.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	589,629.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
11a	Voided grant check

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

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

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

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

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

b If 'Yes,' complete the following schedule

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

Sign Here

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

Signature of officer or trustee | Date 9-11-14 | Title President

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

Paid Preparer Use Only

Print/Type preparer's name Carol Duffield	Preparer's signature Carol Duffield	Date 9/8/14	Check ☐ if self-employed	PTIN P01257136

Firm's name ▶ Fontanello, Duffield & Otake, LLP

Firm's EIN ▶ 37-1420474

Firm's address ▶ 44 Montgomery Street, Suite 2019
San Francisco, CA 94104

Phone no (415) 983-0200

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Return of Grant	$ 250.		
Total	$ 250.	$ 0.	$ 0.

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal Service Fees	$ 284.			$ 284.
Total	$ 284.	$ 0.		$ 284.

Statement 3
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax Preparation	$ 4,265.	$ 2,132.		$ 2,133.
Total	$ 4,265.	$ 2,132.		$ 2,133.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Taxes W/H	$ 79.	$ 79.		
Total	$ 79.	$ 79.		$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Adminstrative Support	$ 6,012.			$ 6,012.
Bank & Credit Card Charges	85.			85.
Bookkeeping	2,228.			2,228.
Filing Fees	60.			60.
Investment Fees	65.	$ 65.		
Miscellaneous Expenses	445.			445.
Office Supplies	219.			219.
Total	$ 9,114.	$ 65.		$ 9,049.

Statement 6
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Terreno Realty Corp Shs, 17,500 Sh	Cost	$ 350,000.	$ 311,150.
Amazon.com Inc, 163 Sh	Cost	21,015.	59,337.
Biomarin Pharmaceutical Inc, 468 Sh	Cost	17,056.	29,426.
Bioscrip Inc, 3,063 Sh	Cost	33,318.	21,472.
Carmax Inc, 642 Sh	Cost	21,516.	30,168.
W R Grace & Co-Del, 431 Sh	Cost	10,198.	39,505.
Google Inc, 43 Sh	Cost	22,365.	44,315.
Gilead Sciences Inc, 560 Sh	Cost	16,593.	39,858.
Healthstream Inc, 923 Sh	Cost	23,175.	32,970.
Hain Celestial Group Inc, 410 Sh	Cost	23,031.	34,106.
Linkedin Corporation, 288 Sh	Cost	26,761.	64,417.
Netflix Com Inc, 230 Sh	Cost	22,959.	74,170.
Ocado Group PLC, 6,475 Sh	Cost	26,099.	45,104.
Pacira Pharmaceuticals Inc, 978 Sh	Cost	16,331.	49,399.
Spirit Airlines Inc, 914 Sh	Cost	11,873.	39,439.
Sarepta Therapeutics Inc, 618 Sh	Cost	10,318.	24,049.
Splunk Inc, 662 Sh	Cost	11,254.	41,514.
Starbucks Corp, 419 Sh	Cost	22,325.	33,960.
Tripadvisor Inc, 432 Sh	Cost	14,683.	35,733.
Whole Foods Market Inc, 580 Sh	Cost	8,510.	36,615.
Yoox Spa, 882 Sh	Cost	6,362.	30,393.
Amazon.com Inc, Sh 187 Sh	Cost	15,276.	68,074.
Arm Holdings, 1,020 Sh	Cost	15,409.	16,134.
Biomarin Pharmaceutical Inc, 443 Sh	Cost	16,384.	27,854.
Bioscrip Inc, 3,768 Sh	Cost	40,802.	26,414.
Cray Inc, 1,951 Sh	Cost	36,096.	43,624.
Exact Sciences Corporation, 1,570 Sh	Cost	16,378.	17,301.
W R Grace & Co-Del, 389 Sh	Cost	4,696.	35,656.
Google Inc, 16 Sh	Cost	10,418.	16,489.
Gilead Sciences Inc, 603 Sh	Cost	17,862.	42,919.
Healthstream Inc, 861 Sh	Cost	20,993.	30,755.
Hain Celestial Group Inc, 457 Sh	Cost	25,399.	38,016.
Linkedin Corporation, 380 Sh	Cost	35,276.	84,995.
Netflix Com Inc, 164 Sh	Cost	20,430.	52,886.
Ocado Group PLC, 6,104 Sh	Cost	10,988.	42,519.
Pacira Pharmaceuticals Inc, 1,070 Sh	Cost	17,173.	54,046.

Statement 6 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Spirit Airlines Inc, 985 Sh	Cost	$ 14,283.	$ 42,503.
Sarepta Therapeutics Inc, 966 Sh	Cost	27,546.	37,592.
Splunk Inc, 261 Sh	Cost	7,373.	16,367.
Starbucks Corp, 471 Sh	Cost	25,083.	38,175.
Tripadvisor Inc, 694 Sh	Cost	18,914.	57,404.
Whole Foods Market Inc, 650 Sh	Cost	18,018.	41,035.
Kenedix Inc NPV, 5,100 Sh	Cost	17,237.	26,246.
Daiwa Securities Group, 4,194 Sh	Cost	34,299.	38,049.
MS&AD INS Group, 1,488 Sh	Cost	37,872.	38,213.
Alnylam Pharmaceuticals Inc, 943 Sh	Cost	31,483.	54,326.
Bofi Holding Inc, 487 Sh	Cost	17,467.	29,425.
Boston Scientific Corp, 2,718 Sh	Cost	18,909.	31,773.
Continental Resources, 272 Sh	Cost	25,148.	30,981.
Chipotle Mexican Grill, 97 Sh	Cost	25,877.	51,116.
Capstone Turbine, 12,069 Sh	Cost	17,924.	15,207.
Epizyme Inc, 493 Sh	Cost	19,962.	18,892.
Facebook Inc, 1,613 Sh	Cost	60,265.	80,981.
Foundation Medicine Inc, 945 Sh	Cost	34,357.	30,308.
Keurig Green Mountain Inc, 446 Sh	Cost	21,796.	28,013.
Incyte Corporation, 975 Sh	Cost	34,482.	38,025.
Restoration Hardware, 453 Sh	Cost	31,710.	31,592.
Safaricom NPV, 235,965 Sh	Cost	26,263.	26,126.
Solarcity Corporation, 607 Sh	Cost	23,369.	32,383.
Scorpio Tankers Inc, 2,765 Sh	Cost	23,885.	31,908.
Tesla Motors Inc, 408 Sh	Cost	20,513.	65,256.
Exact Sciences Corporation, 1,405 Sh	Cost	14,680.	15,483.
Kenedix Inc NPV, 5,000 Sh	Cost	16,900.	25,731.
Sumitomo Mitsui Financial, 636 Sh	Cost	23,737.	30,499.
Suruga Bank LTD, 2,175 Sh	Cost	34,246.	34,376.
MS&AD INS Group, 1,296 Sh	Cost	31,203.	33,282.
Mitsui Fudosan NPV, 1,032 Sh	Cost	23,885.	33,955.
Mitsubishi Estate Co. LTD, 969 Sh	Cost	23,652.	27,565.
Alnylam Pharmaceuticals, 706 Sh	Cost	24,936.	40,673.
Arm Holdings, 2,146 Sh	Cost	8,196.	33,944.
Bofi Holding Inc, 542 Sh	Cost	19,464.	32,748.
Boston Scientific Corp, 3,509 Sh	Cost	24,390.	41,020.
Continental Resources, 241 Sh	Cost	20,416.	27,450.
Cray Inc, 1,814 Sh	Cost	17,223.	40,561.
EPL Oil & Gas, 1,024 Sh	Cost	32,824.	32,645.
Epizyme Inc, 533 Sh	Cost	20,812.	20,425.
Facebook Inc, 1,363 Sh	Cost	47,115.	68,429.
Foundation Medicine Inc, 880 Sh	Cost	28,359.	28,223.
Keurig Green Mountain Inc, 476 Sh	Cost	21,876.	29,898.
Incyte Corporation, 1,061 Sh	Cost	37,503.	41,379.
RTS John Keells Holdings, 2,689 Sh	Cost	0.	1,478.
John Keells Holding PLC, 17,482 Sh	Cost	36,303.	29,916.
Carmax Inc, 673 Sh	Cost	28,339.	31,624.
Pandora Media Inc, 1,219 Sh	Cost	31,669.	30,633.
Qlik Technologies, 271 Sh	Cost	8,489.	6,862.
Safaricom NPV, 259,143 Sh	Cost	15,186.	28,692.
Solarcity Corporation, 652 Sh	Cost	24,816.	34,784.
Scorpio Tankers Inc, 3,569 Sh	Cost	30,681.	41,186.
Tesla Motors Inc, 329 Sh	Cost	26,055.	52,620.
TherapeuticsMD Inc, 4,760 Sh	Cost	21,048.	20,087.
	Total	$ 2,347,360.	$ 3,562,846.

Statement 7
Form 990-PF, Part II, Line 13
Investments - Other

Other Investments	Valuation Method	Book Value	Fair Market Value
Doubleline Total Return 18,116 Sh	Cost	$ 200,001.	$ 198,914.
Eaton Vance Floating Rate, 17,906 Sh	Cost	200,010.	200,189.
Templeton Global Bond Fund, 15,198 Sh	Cost	200,006.	199,094.
	Total	$ 600,017.	$ 598,197.

Statement 8
Form 990-PF, Part VI, Line 9
Tax Due

Tax Due	$ 3,600.
Late Payment Penalty	108.
Late Interest	62.
Total	$ 3,770.

Statement 9
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Metropolitan Museum of Art 1000 5th Avenue New York, NY 10029	N/A	PC	General Support	$ 1,200.
San Francisco Museum of Modern Art 151 3rd Street San Francisco, CA 94103	N/A	PC	General Support	1,500.
California CASA Association 660 13th Stret, Suite 300 Oakland, CA 94612	N/A	PC	General Support	2,000.
ODC/Dance 351 Shotwell Street San Francisco, CA 94110	N/A	PC	General Support	5,100.
ACT 30 Grant Avenue, 6th Floor San Francisco, CA 94108	N/A	PC	General Support	2,000.

Statement 9 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Enterprise for High School Students 200 Pine Street, 6th Floor San Francisco, CA 94104	N/A	PC	Scholarships & Research	$ 7,790.
AIDS LifeCycle 1035 Market Street, Suite 400 San Francisco, CA 94103	N/A	PC	General Support	100.
Oberlin College 50 West Lorain Street Oberline, OH 44074	N/A	PC	Scholarships & Research	155,000.
GLIDE Foundation 330 Ellis St San Francisco, CA 94102	N/A	PC	General Support	502.
BASF Foundation 301 Battery Street, Third Floor San Francisco, CA 94111	N/A	PC	General Support	9,002.
ACS Law 1333 H St NW, 11th Floor Washington, DC 20005	N/A	PC	General Support	2,650.
The San Francisco Fall Antiques Show 200 Pine Street, 6th Floor San Francisco, CA 94104	N/A	PC	General Support	1,000.
East Bay Community Law Center 2921 Adeline Street Berkeley, CA 94703	N/A	PC	General Support	11,500.
LAS Employment Law Center 180 Montgomery St Suite 600 San Francisco, CA 91404	N/A	PC	General Support	1,000.
Amnesty International 5 Penn Plaza New York, NY 10001	N/A	PC	General Support	250.
Nature Conservancy 201 Mission Street, 4th Floor San Francisco, CA 94105	N/A	PC	General Support	5,000.

Statement 9 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
SF Suicide Prevention P.O. Box 191350 San Francisco, CA 94119	N/A	PC	General Support	$ 350.
Equal Justice Society 260 Califnria Street, Suite 700 San Francisco, CA 94111	N/A	PC	General Support	2,000.
Congregation Beth Shalom 301 14th Avenue San Francisco, CA 94118	N/A	PC	General Support	2,850.
San Francisco Food Bank 900 Pennsylvania Avenue San Francisco, CA 94107	N/A	PC	General Support	500.
Lawyers Committee for Civil Rights 131 Seuart St Suite 400 San Francisco, CA 94105	N/A	PC	General Support	250.
Legal Assistance For Seniors 1970 Broadway Suite 300 Oakland, CA 94612	N/A	PC	General Support	1,000.
Simon Wiesenthal Center 1399 South Roxbury Drive Los Angeles, CA 90035	N/A	PC	General Support	250.
GGPC Membership Building 201 - Fort Mason San Francisco, CA 94123	N/A	PC	General Support	250.
ACWIS 300 Montgomery Street, Suite 615 San Francisco, CA 94104	N/A	PC	General Support	1,000.
Larkin Street Youth Svcs 701 Sutter Street, Suite 2 San Francisco, CA 94109	N/A	PC	General Support	1,000.
Boys and Girls Club of SF 55 Hawthorne Street, Suite 600 San Francisco, CA 94105	N/A	PC	General Support	250.

Statement 9 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Common Cause 1133 19th Street, NW 9th Floor Washington, DC 20036	N/A	PC	General Support	$ 500.
SF SPCA 201 Alabama Street San Francisco, CA 94103	N/A	PC	General Support	250.
Community Hospice Foundation 4368 Spyres Way Modesto, CA 95356	N/A	PC	General Support	500.
Breast Cancer Action 55 New Montgomery Street, Suite 323 San Francisco, CA 94105	N/A	PC	General Support	2,000.
Project Open Hand 730 Polk Street San Francisco, CA 94109	N/A	PC	General Support	500.
NRDC 40 West 20th Street New York, NY 10011	N/A	PC	General Support	5,000.
KCSM 1700 West Hillsdale Boulevard San Mateo, CA 94402	N/A	PC	General Support	1,000.
Juma Ventures 131 Steuart St., Suite 201 San Francisco, CA 94105	N/A	PC	General Support	500.
Project Avery 385 Bel Marin Keys Blvd., Suite G Novato, CA 94949	N/A	PC	General Support	1,000.
Association for Community Counseling 4731 W Atlantic Avenue, Suite B-13 Delray Beach, FL 33445	N/A	PC	General Support	500.
CCNY 21st Century Foundation 160 Convent Avenue, SH 154 New York, NY 10031	N/A	PC	Scholarships & Research	37,500.

Statement 9 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
Coming Home Hospice P.O. Box 7999 San Francisco, CA 94120	N/A	PC	General Support	$ 500.
Integral Yoga Teachers Association 108 Yogaville Way Buckingham, VA 23921	N/A	PC	General Support	1,000.
New China Education Foundation 838 Grant Avenue, Mailbox 41 San Francisco, CA 94108	N/A	PC	General Support	2,000.
Pathways for Kids 331 Filbert St San Francisco, CA 94133	N/A	PC	General Support	1,000.
Paws 3170 23rd Street San Francisco, CA 94110	N/A	PC	General Support	250.
Public Justice Foundation 555 12th Street, Suite 1230 Oakland, CA 94607	N/A	PC	General Support	1,200.
SF Jazz Three Embarcadero Center San Francisco, CA 94111	N/A	PC	General Support	8,400.
Artspan 934 Brannan Stret, 2nd Floor San Francisco, CA 94103	N/A	PC	General Support	500.
Bay Area Community Law Fdn 558 Capp Street San Francisco, CA 94110	N/A	PC	General Support	500.
Blue Energy Group 972 Mission Street, Suite 500 San Francisco, CA 94103	N/A	PC	General Support	500.
Brady Campaign (DC) 1225 Eye STreet, NW - Suite 100 Washington, DC 20005	N/A	PC	General Support	250.

Statement 9 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
VUENTS 109 South 5th Street, Suite 603 Brooklyn, NY 11211	N/A	PC	General Support	$ 1,000.
Contemporary Jewish Museum 736 Mission Street San Francisco, CA 94103	N/A	PC	General Support	1,000.
Edible Schoolyard 1517 Shattuck Avenue Berkeley, CA 94709	N/A	PC	General Support	1,000.
FINCA 1101 14 Street NW, 11th Floor Washington, DC 20005	N/A	PC	General Support	1,000.
Friends of the Urban Forest 1007 General Kennedy Ave, Suite 1 San Francisco, CA 94129	N/A	PC	General Support	250.
Jewish Family and Children Services 2150 Post Stret San Francisco, CA 94115	N/A	PC	General Support	300.
National Center for Youth Law 405 15 Street, 15th Floor Oakland, CA 94612	N/A	PC	General Support	250.
National Multiple Sclerosis Society P.O. Box 4527 New York, NY 10163	N/A	PC	General Support	1,000.
Not For Sale Campaign 270 Capistrano Road, Suite 2 Half Moon Bay, CA 94019	N/A	PC	General Support	3,500.
Plug in America 2370 Market Street #419 San Francisco, CA 94114	N/A	PC	General Support	500.
Shanti 730 Polk Street San Francisco, CA 94109	N/A	PC	General Support	120.

Statement 9 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Southern Poverty Law Center 400 Washington Avenue Montgomery, AL 36104	N/A	PC	General Support	$ 250.
Women's Community Clinic 1833 Fillmore Street San Francisco, CA 94115	N/A	PC	General Support	500.
Worksafe, INC 55 Harrison Street, Suite 400 Oakland, CA 94607	N/A	PC	General Support	250.
AIDS Walk PO Box 193920 San Francisco, CA 94119	N/A	PC	General Support	500.
ALRP Aids Legal Referral 1663 Mission Street, Ste 500 San Francisco, CA 94103	N/A	PC	General Support	1,500.
Center for Investigative Reporting 1400 65th Street, Ste 200 Emeryville, CA 94608	N/A	PC	General Support	500.
Community Music Center 455 Capp Street San Francisco, CA 94110	N/A	PC	General Support	1,900.
Creativity Explored 3245 16th Street San Francisco, CA 94103	N/A	PC	General Support	1,000.
First Presbyterian Church of Lakeside 175 Lake Hollingsworth Drive Lakeville, FL 33801	N/A	PC	General Support	1,000.
Fordham University 888 7th Avenue, 7th Floor New York, NY 10102	N/A	PC	General Support	5,000.
SF Ballet 200 Pine Street, 6th Floor San Francisco, CA 94104	N/A	PC	General Support	4,150.
We Players 1162 14the Avenue San Francisco, CA 94122	N/A	PC	General Support	2,500.
			Total	$ 309,614.

Statement 10
Form 990-PF, Part VII-B
Statements Regarding Activities for Which Form 4720 May Be Required

For the fiscal ended October 31, 2013, the Foundation reimbursed the President $1,358 for expenses incurred on behalf of the Foundation.

Form **8868**
(Rev January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . ► ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extention on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only ► ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions Arthur & Charlotte Zitrin Foundation	Employer identification number (EIN) or 26-4299156
	Number, street, and room or suite number If a P O box, see instructions 333 Green Street	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions San Francisco, CA 94133	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► Richard Zitrin

  Telephone No ► 415-274-9976 FAX No ►
- If the organization does not have an office or place of business in the United States, check this box ► ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____ . If this is for the whole group, check this box ► ☐ . If it is for part of the group, check this box ► ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 6/15, 20 14, to file the exempt organization return for the organization named above The extension is for the organization's return for:

► ☐ calendar year 20 ____ or

► ☒ tax year beginning 11/01, 20 12, and ending 10/31, 20 13

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	3a	$ 5,871.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	$ 2,271.
c Balance due. Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	$ 3,600.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box .... ▶ ☒

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the extended due date for filing your return See instructions	Name of exempt organization or other filer, see instructions Arthur & Charlotte Zitrin Foundation	Employer identification number (EIN) or 26-4299156
	Number, street, and room or suite number If a P O box, see instructions. Fontanello, Duffield & Otake, LLP 44 Montgomery Street, Suite 2019	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions San Francisco, CA 94104	

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

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

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

- The books are in care of ▶ Richard Zitrin
  Telephone No. ▶ 415-274-9976 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box .... ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN). ______ . If this is for the whole group, check this box ... ▶ ☐ . If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 9/15 , 20 14.

5 For calendar year ____ , or other tax year beginning 11/01 , 20 12, and ending 10/31 , 20 13.

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

7 State in detail why you need the extension .. Taxpayer respectfully requests additional time to gather information necessary to file a complete and accurate tax return.

8 a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8 a	$ 0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8 b	$ 2,271.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8 c	$ 0.

Signature and Verification must be completed for Part II only.

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

Signature ▶ Lisa Menezes Title ▶ CPA Date ▶ 6/13/14